



## INVITATION TO THE ORDINARY GENERAL MEETING

In accordance with Article 17(1) of the Articles of Association, the Board of Directors invites the shareholders to the Ordinary General Meeting, which will be held on **Wednesday 8 May 2024 at 14.30pm**. It will not be possible to attend remotely.

The **agenda** is as follows:

- 1. Management report on the statutory annual financial statements for the financial year 2023**
- 2. Annual financial report containing the management report on the individual financial statements (IFRS) for the financial year 2023**
- 3. Corporate governance statement for the financial year 2023**
- 4. Independent auditor's report on the statutory annual financial statements and on the individual financial statements (IFRS) for the financial year 2023**
- 5. Approval of the annual financial statements of the company for the year ended 31 December 2023**

Proposed resolution: *"The General Meeting approves the annual financial statements of the company as at 31 December 2023, as adopted by the Board of Directors at their meeting on 11 March 2024."*

### **6. Allocation of the profit**

Proposed resolution: *"The General Meeting decides to allocate an amount of €1,430,000.00 to the legal reserve and to carry forward the balance of the profit to be allocated, namely €184,993,875.61."*

### **7. Distribution**

Proposed resolution: *"The General Meeting approves the distribution of a gross amount of €1.29 per share, which will be paid out of the Share Premium account."*

### **8. Discharge to the directors**

Proposed resolution: *"By special vote, the General Meeting gives discharge to the directors of the company for the exercise of their mandate during the financial year 2023."*

### **9. Remuneration report**

Proposed resolution: *"By an advisory vote, the General Meeting approves (i) the remuneration report contained in the corporate governance statement and (ii) the remuneration amounts indicated in the remuneration report."*

### **10. Directors' remuneration**

Proposed resolution: *"For the financial year 2024, the General Meeting sets the overall maximum amount of the remuneration to be paid to the directors by Brederode S.A., at €75,500."*

### **11. Discharge to the independent auditor**

Proposed resolution: *"By special vote, the General Meeting gives discharge to the independent auditor for the exercise of his mandate during the financial year 2023."*

## 12. Renewal of the mandate of statutory auditor

Proposed resolution: *“The General Meeting renews the mandate of Mazars Luxembourg, a statutory audit firm, with its registered office established at 1882 Luxembourg, 5, rue Guillaume J.Kroll, listed in the trade and companies register under number B 159.962, represented by Mr Guillaume Brousse, for a period of one year expiring at the end of the Ordinary General Meeting of 2025. ”*

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In accordance with Article 18 of the Articles of Association, the formalities for being admitted to the General Meeting are as follows:

### 1. Record date

The record date is set as **24 April 2024**, in other words the fourteenth day before the Meeting, at 12.00 midnight, Luxembourg time.

### 2. Who can participate?

The only shareholders who can participate in and vote at the Meeting are those whose shares are registered in the accounts of an account holder or of the settlement institution on 24 April 2024, at 12 midnight, Luxembourg time.

### 3. How can I participate?

#### 3.1. Notice of participation and shareholding certificate

Shareholders who wish to take part in or be represented at and to vote at the Meeting are required to send to the company:

1. by **24 April 2024** at the latest, in other words, the record date, written **notice** of their intention to take part in the Meeting, indicating the number of shares whose voting rights they wish to exercise; **and**
2. by **2 May 2024** at the latest, in other words, the sixth day before the Meeting, a **shareholding certificate** prepared by the financial institution at which their share account is held. This certificate must (i) mention the number of shares held as at 24 April 2024 and (ii) indicate that the account holder owns the shares in their own name or is acting under powers granted to them by the holder of the share rights; **and**
3. where applicable, by **2 May 2024** at the latest, in other words the sixth day before the Meeting, a **proxy form** (point 3.2 below).

These documents must be sent by post to the registered office or by email to the following address: [info@brederode.eu](mailto:info@brederode.eu).

#### 3.2. Appointment of a proxy

Any shareholder wishing to be represented must send a **proxy form**, which can be drafted using the form available at <https://brederode.eu/investor-relations/#general-meetings>

This proxy form must be sent by post to the registered office or by email to the following address: [info@brederode.eu](mailto:info@brederode.eu) by **2 May 2024** at the latest.

#### 4. How can I request the inclusion of an additional item on the agenda?

Under the conditions set out in Article 17 of the Articles of Association, one or more shareholders who, together, own at least five per cent (5%) of the subscribed capital may request the inclusion of one or more additional items on the agenda of the General Meeting and submit draft resolutions concerning items on the agenda or to be added to the agenda of the General Meeting. The request must:

- contain evidence that the applicant(s) possess(es) the required number of shares as at the date of their request;
- be accompanied by a justification or a draft resolution to be adopted during the General Meeting;
- indicate the postal address or email address to which the company can send an acknowledgement of receipt for the request; and
- reach the registered office or the email address [info@brederode.eu](mailto:info@brederode.eu) by **16 April 2024** (in other words, the twenty-second day before the Meeting).

The request will be examined during the Meeting only if the applicant(s) still own(s) shares representing at least 5% of the subscribed capital on 24 April 2024 at 12 midnight, Luxembourg time.

If need be, a supplemented agenda will be issued by **23 April 2024** at the latest. The proxy form taking account of the supplemented agenda will be available by 23 April 2024 at the latest at <https://brederode.eu/investor-relations/#general-meetings>

Proxies that are notified to the Company before the publication of a supplemented agenda remain valid for the agenda items they cover, but are considered invalid for the agenda items that are the subject of new proposed resolutions.

#### 5. How can I ask a question?

Any shareholder can submit **questions** to the directors of the company or to the independent auditor regarding their reports or the agenda items. The written questions must reach the registered office or the email address [info@brederode.eu](mailto:info@brederode.eu) by **2 May 2024** at the latest (in other words, the sixth day before the Meeting) and must be accompanied by a certificate of shareholder status as at the record date.

The shareholders are strongly encouraged to submit their questions in advance in writing.

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#### 6. Denominator

As at the date of this invitation letter, the total number of shares issued by the company is 29,305,586 and the total number of voting rights is 28,101,011.

#### 7. Where can I find the relevant documents?

The following documents are available on the company's website: <https://brederode.eu/investor-relations/#general-meetings>

- this invitation letter, containing the proposed resolutions and the proxy form;
- the management report on the statutory annual financial statements for the financial year 2023;
- the annual financial report containing the management report on the individual financial statements (IFRS) for the financial year 2023;
- the corporate governance statement for the financial year 2023 ;
- the opinions of the Board of Directors on the proposed renewal of the appointment of a director and on the proposed appointment of a director.

These documents can also be obtained on request by contacting the registered office:

- By e-mail : [info@brederode.eu](mailto:info@brederode.eu)
- By telephone: +352 2625 9971
- By post: 4 Place Winston Churchill, 1340 Luxembourg

Signed the Board of Directors

The invitation in French constitutes the original text. In the event of any divergence between the different linguistic versions, the French text shall prevail.