

**ACOMO N.V. (the 'Company')**  
**The Annual General Meeting of Shareholders ('AGM') will be held on**  
**Friday 21 April 2023 at 10.30 a.m. at the Hilton Hotel in Rotterdam**

**Agenda**

1. Opening of the AGM
2. Invitation of the Chairman to a shareholder to co-sign the minutes of this AGM
3. Review of the Board of Directors of the financial year 2022
4. Review of current business in 2023
5. Proposal to approve the remuneration report for the year 2022 (advisory vote)
6. Proposal to adopt the annual accounts for the financial year 2022 (resolution)
7. Proposal to determine the appropriation of the results for the financial year 2022 (resolution)
8. Proposal to discharge the members of the Board of Directors (resolution)
9. Corporate Governance
10. Proposal to appoint PricewaterhouseCoopers Accountants N.V. as the independent auditor for the financial year 2023 (resolution)
11. Proposal to re-appoint Mr J. Niessen as non-executive director of the Board of Directors (resolution)
12. Proposal to re-appoint Mrs M. Groothuis as non-executive director of the Board of Directors (resolution)
13. Proposal to appoint the Board of Directors for a period of 16 months as the authorized body, to resolve to:
  - a. issue common shares and/or grant rights to acquire common shares up to a maximum of 10% of the issued share capital (resolution); and
  - b. restrict or exclude pre-emptive rights in relation to the issue of common shares and/or the granting of rights to acquire common shares (resolution)
14. Any other business
15. Closure

**Annual Report 2022**

The Annual Report 2022 including annexes can be downloaded from our website [www.acomo.nl](http://www.acomo.nl) or as of 11 April 2023 a printed version of the Annual Report 2022 can be obtained free of charge at the Company's offices, WTC (21st floor), Beursplein 37 in (3011 AA) Rotterdam, tel: +31 (0) 10 4051195, as well as at the offices of ABN AMRO Bank N.V., Gustav Mahlerlaan 10 in (1082 PP) Amsterdam, tel: +31 20 628 6070 or via email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

**Record date**

Entitled to attend the AGM are persons who:

- (i) On 24 March 2023 (the 'record date') have an entry in the (sub-)registers referred to below; and
- (ii) Have registered themselves as described below.

The designated sub-registers for holders of bearer shares are the records of the intermediaries as defined by the Securities Giro Act, showing who the owners of such shares are on the record date.

**Notification**

Holders of shares or their authorized representatives have the right to attend the AGM, provided they have given notice of their intention to attend the AGM to ABN AMRO Bank through the intermediary who administers their shares or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 13 April 2023 at 5.00 p.m. CET.

Intermediaries must submit their statements to ABN AMRO Bank at the latest on 14 April 2023 at 1:00 p.m. CET through [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) specifying for each shareholder concerned the number of shares for which notification is being submitted.

In their statements, the intermediaries are requested to provide full address details of the shareholders concerned in order to ensure efficient verification of their shareholdings per the record date. ABN AMRO Bank will provide the shareholders with admission tickets to the AGM through their intermediaries.

**Granting a power of attorney and voting instruction**

Subject to the conditions applying to notification, shareholders who are unable to attend the AGM can also give the Chairman of the Board of Directors a voting instruction. Voting instructions can be submitted electronically no later than 13 April 2023 at 5.00 p.m. CET through [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

If a shareholder is unable to submit a voting instruction electronically, the instruction may also be submitted in writing using the form that can be requested via [investorrelations@acomo.nl](mailto:investorrelations@acomo.nl).

Completed powers of attorney and instruction forms must have been received by the Company no later than on 13 April 2023 at 5.00 p.m. CET by post or by email to [investorrelations@acomo.nl](mailto:investorrelations@acomo.nl).

Attendees to the AGM must be able to identify themselves if so requested and must sign the attendance list before joining the AGM. Shareholders unable to attend are allowed to have themselves represented by no more than one representative.

ACOMO N.V.  
Rotterdam, 9 March 2023

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## Notes to the agenda

### Note to point 5

In accordance with article 2:135b paragraph 2 of the Dutch Civil Code annually the remuneration report will be tabled to the General Meeting for an advisory vote. The remuneration report for the financial year 2022 can be found in the chapter Remuneration Report on page 52 of the annual report. Shareholders are requested to vote in favour of this remuneration report.

### Note to point 7

The net profit attributable to shareholders for the financial year 2022 amounted to € 54,681 thousand. The Board of Directors proposes to approve the following appropriation of the 2022 results:

*(all amounts in thousands of euros)*

• Net profit 2022		€ 54,681
• Less: interim dividend 2022 paid in August 2022	€ 13,328	
• Less: proposed final 2022 dividend	<u>€ 23,694</u>	
• Total proposed dividend 2022		<u>€ 37,022</u>
• Added to general reserves to strengthen shareholders' equity		<u>€ 17,659</u>

The proposed final dividend 2022 thereby amounts to € 0.80 (eighty eurocent) per share. Together with the interim dividend 2022 of € 0.45 (forty five eurocent) per share determined and distributed in August 2022, the total dividend for 2022 will amount to € 1.25 (one euro and twenty five eurocent) per share. The final dividend 2022 will be paid in cash on 3 May 2023. The Acomo shares will quote ex-dividend on 25 April 2023.

### Note to point 8

It is proposed to the AGM to discharge the members of the Board of Directors from all liability in relation to the exercise of their duties in the financial year 2022, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2022 financial statements.

### Note to point 11

Mr Jan Niessen served as a member of the Supervisory Board of Acomo from 2011 until April 2017 and since the change to a one-tier Board in April 2017 as non-executive director of the Board. The Board considers it important that Mr Niessen's broad financial knowledge and experience with international mergers and acquisitions are preserved for the future. The Board proposes, in accordance with its profile of a non-executive director of the Board of Directors, to reappoint Mr Niessen for a period of four years (until the AGM of 2027). Mr Niessen (1963) is managing director of Mont Cervin Sarl. He indirectly holds 3,665,008 Acomo shares.

### Note to point 12

Mrs Machtelt Groothuis served as a member of the Supervisory Board of Acomo from 2013 until April 2017 and since the change to a one-tier Board in April 2017 as non-executive director of the Board. The Board considers it important that Mrs Groothuis extensive expertise and experience in the originating, structuring and execution of complex financial transactions with a special focus on subjects such as sustainability, social responsibility and innovation are preserved for the future. The Board proposes, in accordance with its profile of a non-executive director of the Board of Directors, to reappoint Mrs Groothuis. The reappointment is for a period of four years (until the AGM of 2027). Mrs Groothuis (1970) is entrepreneurial (impact) investor, currently at Rubio Impact Ventures in Amsterdam and boardroom advisor. She holds 3,000 Acomo shares.

**Note to point 13**

It is proposed to appoint the Board of Directors for a period of 16 months as the authorized body to resolve to:

- a) Issue common shares and/or grant rights to acquire common shares up to a maximum of 10% of the issued share capital;
- b) Restrict or exclude pre-emptive rights in relation to the issue of common shares and/or the granting of rights to acquire common shares.

The proposal with respect to a) above is based on article 96, sections 1 and 5 of the Dutch Civil Code.

The proposal with respect to b) above is based on article 96a, section 6 of the Dutch Civil Code.

The proposal is limited to a period of 16 months from the date of this AGM and to a maximum of 10% of the issued share capital, which is in line with current corporate governance best practices.

Approval of this authorization shall supersede the current authorization of the Board of Directors. The authorization is intended to provide flexibility in relation to the financing of the Company in case of acquisitions, and/or for (existing) share-based compensation plans for key personnel (not being non-executive Board members). The authorization shall not be used as a defensive mechanism against hostile take-overs.

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