

ACOMO N.V. (the 'Company')
The Annual General Meeting of Shareholders ('AGM') will be held on
Friday 26 April 2024 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 2023
4. Review of current business in 2024
5. Remuneration:
 - a. Proposal to approve the remuneration report for the year 2023 (advisory vote)
 - b. Proposal to adopt the remuneration policy (resolution)
6. Proposal to adopt the annual accounts for the financial year 2023 (resolution)
7. Proposal to determine the appropriation of the results for the financial year 2023 (resolution)
8. Proposal to discharge the members of the Board of Directors (resolution)
9. Corporate Governance
10. Proposal to appoint EY Accountants as the independent auditor for the financial years 2024 and 2025 (resolution)
11. Proposal to re-appoint Mr A. Goldschmeding as executive director of the Board of Directors and CEO (resolution)
12. 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)
13. Any other business
14. Closure

Annual Report 2023

The Annual Report 2023 including annexes can be downloaded from our website www.acomo.nl or as of 8 April 2024 a printed version of the Annual Report 2023 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.

Record date

Entitled to attend the AGM are persons who:

- (i) On 29 March 2024 (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 no later than 17 April 2024 at 5.00 p.m. CET.

Intermediaries must submit their statements to ABN AMRO Bank at the latest on 18 April 2024 at 1:00 p.m. CET through 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 17 April 2024 at 5.00 p.m. CET through 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.

Completed powers of attorney and instruction forms must have been received by the Company no later than on 17 April 2024 at 5.00 p.m. CET by post or by email to 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, 14 March 2024

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Notes to the agenda

Note to point 5 a

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 2023 can be found in the chapter Remuneration Report on page 54 of the annual report. Shareholders are requested to vote in favour of this remuneration report.

Note to point 5 b

The current remuneration policy was adopted by the 2020 AGM. In accordance with article 2:135a paragraph 2 of the Dutch Civil Code, at least every four years, the remuneration policy will be proposed for adoption to the General Meeting. See enclosed remuneration policy, which is drafted in accordance with article 2:135a paragraph 6 of the Dutch Civil Code.

Note to point 7

The net profit attributable to shareholders for the financial year 2023 amounted to € 39,727 thousand. The Board of Directors proposes to approve the following appropriation of the 2023 results:

(all amounts in thousands of euros)

• Net profit 2023		€ 39,727
• Less: interim dividend 2023 paid in August 2023	€ 11,847	
• Less: proposed final 2023 dividend	<u>€ 22,213</u>	
• Total proposed dividend 2023		<u>€ 34,060</u>
• Added to general reserves to strengthen shareholders' equity		<u>€ 5,667</u>

The proposed final dividend 2023 thereby amounts to € 0.75 (seventy five eurocent) per share. Together with the interim dividend 2023 of € 0.40 (forty eurocent) per share determined and distributed in August 2023, the total dividend for 2023 will amount to € 1.15 (one euro and fifteen eurocent) per share. The final dividend 2023 will be paid in cash on 8 May 2024. The Acomo shares will quote ex-dividend on 30 April 2024.

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 2023, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2023 financial statements.

Note to point 9

As per financial year 2023, the corporate governance has been aligned with the updated Corporate Governance Code, as published by the Corporate Governance Monitoring Committee in December 2022. The alignment did not lead to substantive adjustments to the corporate governance. The corporate governance has been included and disclosed in the annual report and is published on the Acomo website www.acomo.nl/corporate-governance-code/.

Note to point 10

In 2023, the Audit Committee started the selection process in connection with the mandatory external audit firm rotation (legal requirement according to Dutch law). PwC is required to rotate off after the 2023 reporting year. The Audit Committee conducted the selection process for a new external audit firm and finalized this process during 2023. Three firms participated in the process. The selection committee consisted of the Audit Committee, Group CFO, Group Controller, Group Director Business Control, and Internal Audit Manager. As a result of this selection process, the Board proposes to the Annual General Meeting to appoint EY Accountants, as the new external auditor.

Note to point 11

The Board of Directors proposes to re-appoint Mr Allard Goldschmeding as executive and statutory director of the Company effective as of the date of the meeting for a period of four years (renewable). The information to be provided pursuant to the Law, the Company's Articles of Association and the Corporate Governance Code is published on the Company's website www.acomo.nl/financial-agenda/. The main terms of the contract between Mr Goldschmeding and the Company are as follows:

- Appointment as executive director (statutory director) and CEO for four years (renewable);
- After expiration of this term no right on severance payment;
- Fixed remuneration € 600,000 annually and limited pension compensation with a maximum contribution of € 50,000 annually;
- Short Term Incentive (STI): related to achieving agreed upon targets and maximum 150% of base salary, with a 75% target based upon achievement of financial targets (70%) and non-financial targets including ESG (30%);
- Long Term Incentive (LTI): awarding of Acomo shares based upon the achievement of agreed upon targets and maximum 150% of base salary, with a three year vesting period and a two year holding period after the vesting period.
- The STI and LTI awarding conditions are described in the remuneration policy, which is also on the agenda of this AGM.

Note to point 12

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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