

**ACOMO N.V. (the 'Company')**  
**The Annual General Meeting of Shareholders ('AGM') will be held on**  
**Friday 25 April 2025 at 10.30 a.m. at the World Trade Center 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 by the Board of Directors of the financial year 2024
4. Review of current business in 2025
5. Proposal to approve the Remuneration Report for the year 2024 (advisory vote)
6. Proposal to adopt the annual accounts for the financial year 2024 (resolution)
7. Proposal to determine the appropriation of the results for the financial year 2024 (resolution)
8. Proposal to discharge the members of the Board of Directors (resolution)
9. Corporate Governance
10. Proposal to appoint EY Accountants as external auditor for the financial year 2025 for the limited assurance engagement on the sustainability statements (resolution)
11. Proposal to re-appoint Mrs. Victoria Vandeputte as non-executive director of the Board of Directors (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 2024**

The Annual Report 2024 including annexes can be downloaded from our website [www.acomo.nl](http://www.acomo.nl) or as of 10 April 2025 a printed version of the Annual Report 2024 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 28 March 2025 (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 16 April 2025 at 5.00 p.m. CET.

Intermediaries must submit their statements to ABN AMRO Bank at the latest on 17 April 2025 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 16 April 2025 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 16 April 2025 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 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, 13 March 2025

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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 2024 can be found in the chapter Remuneration Report on page 62 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 2024 amounted to €45,234 thousand. The Board of Directors proposes to approve the following appropriation of the 2024 results:

*(all amounts in thousands of euros)*

• Net profit 2024		€ 45,234
• Less: interim dividend 2024 paid in August 2024	€ 11,847	
• Less: proposed final 2024 dividend	<u>€ 25,175</u>	
• Total proposed dividend 2024		<u>€ 37,022</u>
• Added to general reserves to strengthen shareholders' equity		<u>€ 8,212</u>

The proposed final dividend 2024 thereby amounts to €0.85 (eighty-five eurocent) per share. Together with the interim dividend 2024 of €0.40 (forty eurocent) per share determined and distributed in August 2024, the total dividend for 2024 will amount to €1.25 (one euro and twenty-five eurocent) per share. The final dividend for 2024 will be paid in cash on 7 May 2025. The Acomo shares will quote ex-dividend on 29 April 2025.

### Note to point 8

It is proposed to the AGM to discharge the members of the Board of Directors from all liability for 2024 in relation to the exercise of their duties in the financial year 2024, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2024 financial statements.

### Note to point 9

As per financial year 2024, 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/](http://www.acomo.nl/corporate-governance-code/).

### Note to point 10

Pursuant to the proposed article 393a, book 2 of the Dutch civil code, the Annual General Meeting of Shareholders gives an external auditor the instruction for auditing the sustainability statements.

At the 2024 AGM, EY Accountants was appointed as the company's external auditor for a two-year period starting with financial year 2024.

To comply with the proposed article 393a, book 2 of the Dutch civil code, it is proposed to appoint of EY Accountants as the external auditor to perform a limited assurance engagement on the sustainability statements for the financial year 2025, in compliance with the requirements of the CSRD, provided that the Corporate Sustainability Reporting Directive Implementation Act takes effect for the financial year 2025.

**Note to point 11**

Mrs. Victoria Vandeputte served as a non-executive director of the Board since September 2021. The Board considers it important that Mrs. Vandeputte's extensive expertise and experience in 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. Vandeputte. The reappointment is for a period of four years (until the AGM of 2029). Mrs. Vandeputte (1971) is the Chief Innovation & Marketing Officer at Diversi Foods and Non-Executive Director at Ackermans & van Haaren.

**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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