

Agenda and explanatory notes

for the 2024 annual general meeting ("**General Meeting**") of CM.com N.V. (the "**Company**" or "**CM.com**"), to be held on 19 April 2024 at 10:30 CEST at the premises of CM.com at Nachtwachtlaan 20 in Amsterdam, the Netherlands.

AGENDA

- 1. Opening**
- 2. Financial Year 2023**
 - (a) Report of the Management Board for the financial year 2023
 - (b) Remuneration Report for the Management Board and Supervisory Board for the financial year 2023 (advisory vote)
 - (c) Explanation of the policy on dividends and additions to reserves
 - (d) Adoption of the 2023 Company and consolidated financial statements (vote)
 - (e) Determination of the dividend over the financial year 2023 (vote)
- 3. Discharge**
 - (a) Discharge of the Company's Managing Directors from liability for their responsibilities in the financial year 2023 (vote)
 - (b) Discharge of the Company's Supervisory Directors from liability for their responsibilities in the financial year 2023 (vote)
- 4. Composition of the Management Board, proposal to reappoint J.P.M. (Jörg) de Graaf (CFO) (vote)**
- 5. Composition of the Supervisory Board**
 - (a) Proposal to reappoint M. (Mariken) Tannemaat as member of the Supervisory Board (vote)
 - (b) Proposal to reappoint L. (Lex) Beins as member of the Supervisory Board (vote)
 - (c) Proposal to reappoint D. (Diederik) Karsten as member of the Supervisory Board (vote)
 - (d) Proposal to reappoint S. (Stephan) Nanninga as member of the Supervisory Board (vote)
- 6. Fixed fees members of the Supervisory Board (vote)**
- 7. Reappointment of the external auditor (vote)**
- 8. Authorisation of the Management Board:**
 - (a) to issue shares and grant rights to acquire shares (vote)
 - (b) to restrict or exclude pre-emptive rights (vote)
- 9. Authorisation of the Management Board to repurchase shares (vote)**
- 10. Announcements and any other business**
- 11. Closing**

EXPLANATORY NOTES TO THE AGENDA¹

Agenda item 2(a): Report of the Management Board for the financial year 2023

Presentation by the Management Board on the performance of the Company in 2023 and discussion of the report of the Management Board, which is included in the 2023 Annual Report (which can be found on our website: <https://www.cm.com/investor-relations/annual-reports/>) on pages 20 - 103. The Dutch corporate governance code (“Code”) is applicable to the Company. Following the updated Code, the Company complied with the updated Code without any additional² deviations.

Agenda item 2(b): Remuneration Report for the Management Board and Supervisory Board for the financial year 2023

This item concerns an advisory vote on the Remuneration Report for the financial year 2023. The Remuneration Report reports on the implementation and execution of the Remuneration Policies of the Management Board and the Supervisory Board (both policies can be found on our website: <https://www.cm.com/investor-relations/corporate-governance/>) during the financial year 2023. The Remuneration Report is included on pages 118 - 139 of the 2023 Annual Report. It is proposed to cast a favourable advisory vote in respect of this agenda item.

Agenda item 2(c): Explanation of the policy on dividends and additions to the reserves

The Management Board will give an explanation of the dividend policy of the Company applicable in the financial year 2023 (which can be found on our website: <https://www.cm.com/investor-relations/corporate-governance/regulations-and-codes/>).

Agenda item 2(d): Adoption of the 2023 Company and consolidated financial statements

It is proposed to adopt the Company and consolidated financial statements for the financial year 2023 as drawn up by the Management Board and included in the 2023 Annual Report.

Agenda item 2(e): Determination of dividend over the financial year 2023

As no profit has been made in the financial year 2023, no profit will be distributed to the Company's shareholders, nor will it be reserved.

Agenda item 3(a): Discharge of the Company's Managing Directors from liability for their responsibilities in the financial year 2023

It is proposed to discharge all Managing Directors in office in the financial year 2023 from all liability in relation to the exercise of their duties in the financial year 2023, to the extent such performance

¹ The agenda with notes and the 2023 Annual Report (including 2023 Company and consolidated Financial Statements) can be found on our website: <https://www.cm.com/investor-relations/annual-reports/>, and are available for inspection at the Company's headquarters, Konijnenberg 30 in Breda, the Netherlands.

² Taking into account the two deviations from the following principles, existing since the listing of the Company in February 2020: (i) best practice provision 2.2.1 and (ii) best practice provision 4.3.3. The deviations are described in the report of the Management Board under the Corporate Governance chapter, section II (Rules and regulations), under 'The Corporate Governance Code' paragraph.

is apparent from the 2023 Annual Report or other public disclosures prior to the adoption of the 2023 financial statements.

Agenda item 3(b): Discharge of the Company's Supervisory Directors from liability for their responsibilities in the financial year 2023

It is proposed to discharge all Supervisory Directors in office in the financial year 2023 from all liability in relation to the exercise of their duties in the financial year 2023, to the extent such performance is apparent from the 2023 Annual Report or other public disclosures prior to the adoption of the 2023 financial statements.

Agenda item 4: Composition of the Management Board, proposal to reappoint J.P.M. (Jörg) de Graaf (CFO)

The Supervisory Board unanimously made a binding nomination for the reappointment of Mr. J.P.M. (Jörg) de Graaf as a member of the Management Board. The Supervisory Board considered that Mr. De Graaf has the specific financial expertise and experience that is of interest to the Company. In the past four years, Mr. De Graaf has performed outstanding by achieving good results and having a positive impact on CM.com. Foremostly, Mr. De Graaf had a role of great importance in achieving the financial objectives of the Company, such as becoming EBITDA positive. In addition, Mr. De Graaf is strongly committed to the long-term goals and values of CM.com. Also, Mr. De Graaf fulfils his role based on the set of ethical standards and transparency as desired and required for CM.com. In doing so, he demonstrates his consistent commitment to the mission and vision of CM.com that the Supervisory Board considers important for leading the Company. Finally, the reappointment of Mr. De Graaf benefits the continuity in the Management Board, which is important in the current phase of the Company given the intended financial path, strategy, and changes ahead. The Supervisory Board aims to provide stability in maintaining a consistent strategy. The Management Board supports the view and proposal of the Supervisory Board to request the General Meeting to reappoint Mr. De Graaf. Furthermore, the works council of CM.com provided positive advice regarding the proposed reappointment of Mr. De Graaf. The General Meeting may overrule the binding nature of a nomination by a resolution adopted by at least two-thirds majority of the votes cast, representing more than one-half of the issued share capital. Subject to his reappointment, Mr. De Graaf will continue as a member of the Management Board (CFO) of the Company for a second term of four years, starting on 19 April 2024 and ending at the closure of the annual general meeting of CM.com in 2028 and any adjournment thereof.

Mr. De Graaf (Dutch; 1976) started his professional career in 2004 at KPN where he held various financial and management positions of increasing seniority. During his career he was among others Finance Director and Managing Director (a.i.) at KPN Wholesale Mobile and Vice-President Corporate Control and Chief Financial Officer (a.i.) at Getronics. In 2013, he became Chief Financial Officer of iBasis in the United States, a position he held until the beginning of 2019. Subsequently he returned to the Netherlands where he held the position of Executive Vice President Group

Control at Eneco Groep. Mr. De Graaf holds a Master of Science in International Business, Corporate Finance & Management of the Maastricht University and is a graduate of the Advanced Management Program at Harvard Business School in Boston, MA, United States of America. Mr. De Graaf holds 9,995 shares in the capital of the Company. Mr. De Graaf holds no ancillary position(s) and thus complies with the statutory requirement regarding the maximum number of seats and (non-)executive board memberships in large Dutch entities.³

Below is an overview of the most important elements of Mr. De Graaf’s management service agreement, including his remuneration package. The management service agreement is in accordance with the Code and is not considered an employment contract. The remuneration package is also in accordance with the Remuneration Policy for the Management Board.

Base salary	EUR 314,600 gross per year, including a lumpsum pension coverage of EUR 10,000 gross.
Short Term Incentive	In accordance with the cash incentive included in the applicable Remuneration Policy.
Long Term Incentive	In accordance with the performance share arrangement included in the applicable Remuneration Policy.
Additional arrangements	Mobility budget, claim expense actually made, payment for max. one year in case of incapacity to work and coverage under the Directors & Officers (D&O) insurance.
Severance payment	Six gross fixed monthly salaries, at the level of his base salary at the time of notice.
Appointment term	Four-year term.

It is therefore proposed to the General Meeting to reappoint Mr. De Graaf in accordance with the binding nomination of the Supervisory Board for a period of four years, starting at the closure of the General Meeting and ending at the closure of the annual general meeting in 2028 and any adjournment thereof.

Agenda item 5: Composition of the Supervisory Board

This year is the fourth year after the renewed composition of the Supervisory Board following the listing of the Company in February 2020. Consequently, the initial terms of the first members of the Supervisory Board, being Mrs. M.L. (Mariken) Tannemaat, Mr. L.W. (Lex) Beins, Mr. D. (Diederik) Karsten and Mr. S.R. (Stephan) Nanninga, will end at the closure of the General Meeting in accordance with the rotation schedule drawn up by the Supervisory Board. In accordance with the articles of association of the Company, the rotation schedule and the Diversity and Inclusion policy of the Company, and after careful deliberation and preparation by the Nomination, Selection and

³ Reference is made to article 132a of Book 2 of the Dutch Civil Code.

Remuneration Committee, the Supervisory Board unanimously made a binding nomination for the reappointment of the following nominees (“**Nominees**”) as members of the Supervisory Board with effect from 19 April 2024:

- Mrs. M.L. (Mariken) Tannemaat for a period of four years.
- Mr. L.W. (Lex) Beins for a period of two years,
- Mr. D. (Diederik) Karsten for a period of four years; and
- Mr. S.R. (Stephan) Nanninga for a period of four years.

During the deliberations regarding the nominations, the Supervisory Board considered various aspects, including the close collaboration and alignment within the Supervisory Board, the engagement with and commitment towards the Company and diversity within the Supervisory Board. In addition, the knowledge, expertise, and various backgrounds as well as the positive evaluations were important elements considered. The Supervisory Board aims to provide stability and believes that the reappointment of the Nominees benefits the consistency and continuity within the Supervisory Board, which is deemed important in the current phase of the Company. The Management Board supports the nominations of the Nominees. The General Meeting may overrule the binding nature of a nomination by a resolution adopted by at least two-thirds majority of the votes cast, representing more than one-half of the issued share capital.

All Nominees comply with the statutory requirement regarding the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities.⁴ Furthermore all nominees met are independent⁵, except for Mr. Nanninga. As communicated, Mr. Nanninga was a director of Dutch Star Companies Promotors Holding B.V. – an associated company of CM.com N.V. in the five years prior to this (proposal for) reappointment as a member of the Supervisory Board. Since only one of the members of the Supervisory Board meets a criteria of best practice provision 2.1.8 of the Code, the Supervisory Board meets the independence requirements of best practice provision 2.1.7 of the Code.

Agenda item 5(a): Proposal to reappoint Mrs. M.L. (Mariken) Tannemaat as member of the Supervisory Board (vote)

The Supervisory Board proposes to reappoint Mrs. M.L. (Mariken) Tannemaat as member of the Supervisory Board. Subject to her reappointment, Mrs. Tannemaat will continue as (i) the vice-chair of the Supervisory Board and (ii) the chair of the Nomination, Selection and Remuneration Committee of CM.com N.V.

The Supervisory Board proposes to reappoint Mrs. Tannemaat in view of her extensive knowledge of and experience in the sector and insight into sustainable relations between business and society.

⁴ Reference is made to article 142a of Book 2 of the Dutch Civil Code.

⁵ Independent, meaning: meeting the independence requirements as described under Principles 2.1.7 to 2.1.9 of the Code.

Mrs. Tannemaat is particularly valued for her contributions in the Nomination, Selection and Remuneration Committee, around ESG topics and support for female leadership. Mrs. Tannemaat holds no shares in the capital of the Company.

Mrs. Tannemaat (Dutch, 1971) is a member of the supervisory boards of CM Payments B.V., ABN AMRO Bank N.V. (a listed Dutch financial institution), and VLC & Partners (a Dutch risk management firm). Furthermore, she is a non-executive director of Prudential Assurance Company Limited and Investment Funds Direct Limited. In addition, Mariken is an advisor to the management board of Erasmus Enterprise B.V. Previously, she was Chief Innovation Officer (CIO) of Robeco, CIO of NN Group, alongside sitting on the board of Nationale Nederlanden with responsibility for overseeing the Customer & Commerce business unit. She has also held various functions at ING Direct in Paris, London, and Amsterdam.

It is therefore proposed to the General Meeting to reappoint Mrs. Tannemaat in accordance with the unanimous binding nomination of the Supervisory Board for a period of four years, starting at the closure of the General Meeting and ending at the closure of the annual general meeting in 2028 and any adjournment thereof.

Agenda item 5(b): Proposal to reappoint Mr. L.W. (Lex) Beins as member of the Supervisory Board (vote)

The Supervisory Board proposes to reappoint Mr. L.W. (Lex) Beins as member of the Supervisory Board. Subject to his reappointment, Mr. Beins will continue as (i) member of the Supervisory Board and (ii) member of the Audit Committee of CM.com N.V.

The Supervisory Board proposes to reappoint Mr. Beins in view of his extensive knowledge of and experience in the IT as well as the Payments sector and his entrepreneurial spirit. Mr. Beins is particularly valued for his contributions in the Audit Committee, concerning financial insights and advice regarding various processes. Mr. Beins holds no shares in the capital of the Company.

Mr. Beins (Dutch, 1965) is the founder of Pyton Communication Services B.V., Beins Travel Group B.V., and cofounder of Cheaptickets.nl. In 2011, Cheaptickets.nl was merged into Travix International B.V. Currently, he is chairperson of the supervisory board of Écart Invest 1 B.V. and a member of the supervisory boards of CM Payments B.V. and P1Travel B.V. Until September 2022, he was a member of the supervisory board of Profile International N.V.

Regarding the rotation schedule of the Supervisory Board and in order to spread the dates on which the appointment terms of members of the Supervisory Board end, the Supervisory Board proposes to reappoint Mr. Beins for a period of two years.

It is therefore proposed to the General Meeting to reappoint Mr. Beins in accordance with the unanimous binding nomination of the Supervisory Board for a period of two years, starting at the closure of the General Meeting and ending at the closure of the annual general meeting in 2026 and any adjournment thereof.

Agenda item 5(c): Proposal to reappoint Mr. D. (Diederik) Karsten as member of the Supervisory Board (vote)

The Supervisory Board proposes to reappoint Mr. D. (Diederik) Karsten as member of the Supervisory Board. Subject to his reappointment, Mr. Karsten will continue as (i) member of the Supervisory Board and (ii) member of the Nomination, Selection and Remuneration Committee of CM.com N.V.

The Supervisory Board proposes to reappoint Mr. Karsten in view of his extensive knowledge of and experience in the telecommunications industry, including innovative developments and his broad skillset built up during his career. Mr. Karsten holds no shares in the capital of the Company.

Mr. Karsten (Dutch, 1956) is currently a member of the supervisory board of Holland Casino N.V. Previously, he held supervisory board roles at, among others, Stadion Amsterdam, VodafoneZiggo Group, Telenet, ANP Holding, and Liberty Global. At Liberty Global, he was also CCO. He has previously worked at PepsiCo, KPN, and Easyjet. He was CEO of KPN Mobiel between 2000 and 2002.

It is therefore proposed to the General Meeting to reappoint Mr. Karsten in accordance with the unanimous binding nomination of the Supervisory Board for a period of four years, starting at the closure of the General Meeting and ending at the closure of the annual general meeting in 2028 and any adjournment thereof.

Agenda item 5(d): Proposal to reappoint Mr. S.R. (Stephan) Nanninga as member of the Supervisory Board (vote)

The Supervisory Board proposes to reappoint Mr. S.R. (Stephan) Nanninga as member of the Supervisory Board. Subject to his reappointment, Mr. Nanninga will continue as (i) member of the Supervisory Board and (ii) chair of the Audit Committee of CM.com N.V.

The Supervisory Board proposes to reappoint Mr. Nanninga in view of his extensive financial knowledge combined with his broad experience as a supervisory board member of other listed companies. Mr. Nanninga (indirectly) holds 105,679 shares in the capital of the Company.

Mr. Nanninga (Dutch, 1957) is currently a member of the supervisory board of Bunzl Plc, IMCD N.V., and Cabka N.V. In addition, he is an executive director of Dutch Star Companies Promoters Holding B.V. Previously, he held executive functions at various companies, including Technische Unie, CRH

and Royal Dutch Shell in the Netherlands and abroad. From 2007 to 2016, Stephan Nanninga was a member of the board of the family company SHV Holdings N.V. and was CEO between 2014 and 2016.

It is therefore proposed to the General Meeting to reappoint Mr. Nanninga in accordance with the unanimous binding nomination of the Supervisory Board for a period of four years, starting at the closure of the General Meeting and ending at the closure of the annual general meeting in 2028 and any adjournment thereof.

Agenda item 6: Fixed fees members of the Supervisory Board (vote)

One of the remuneration principles as defined in the Remuneration Policy for the Supervisory Board is to consider the pay and employment terms of the employees of the Company and its subsidiaries and industry practices for rewarding members of the Supervisory Board. Over 2023, CM.com employees received a salary increase, depending on their performance and the general merit increase. The general merit increases over 2023 was 2%. The Remuneration Policy for the Supervisory Board allows for an increase of the fixed fee under article 4.1.

In line with this principle and with due observance of the merit increase, as well as the performance of the members of the Supervisory Board and the position in the market, the Supervisory Board proposes the General Meeting to increase the annual fixed fees with EUR 1,000 as of the year 2024:

- a) from EUR 50,000 to EUR 51,000 for the chair of the Supervisory Board; and
- b) from EUR 35,000 to EUR 36,000 for the other members of the Supervisory Board.

The annual committee fees for the Nomination, Selection and Remuneration Committee as well as the Audit Committee remain unchanged. The Supervisory Board intends to review both the annual fixed fee and the committee fee of the Supervisory Board annually.

Agenda item 7: Reappointment of the external auditor

The Supervisory Board, together with the Company's Audit Committee, has assessed the relationship with and performance of the external auditor. Based on this assessment, the Supervisory Board proposes to, upon recommendation by the Company's Audit Committee, reappoint Deloitte Accountants B.V. as the external auditor of the Company for the financial year 2024. The audit will be carried out under the responsibility of Mr. R.H.M. (Ruud) Hermans, partner at Deloitte Accountants B.V.

Agenda item 8(a): Authorisation of the Management Board to issue shares and grant rights to acquire shares.

It is proposed to authorise the Management Board to, with approval of the Supervisory Board, issue shares or grant rights to acquire shares in the share capital of the Company, with due observance

of the applicable statutory provisions. This authorisation will apply for a period of 18 months from the date of this General Meeting (i.e. until and including 19 October 2025) and is limited to a maximum of 20% of the issued share capital of the Company as per 19 April 2024. If and when this authorisation is approved, the authorisation granted by the general meeting on 26 April 2023 will no longer be utilised.

As last years, the authority to issue shares or grant rights to acquire shares is granted for general purposes, including the issue of shares in respect of share-based compensation plans for employees and Managing Directors of the Company, to react in a timely and flexible manner in the context of mergers, acquisitions and/or (strategic) alliances and to provide the possibility to react in a timely and flexible manner in respect of the financing of the Company.

Agenda item 8(b): Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 5(a)

It is proposed to authorise the Management Board for a period of 18 months from the date of this GM (i.e. until and including 19 October 2025), to, with approval of the Supervisory Board, restrict or exclude pre-emptive rights in relation to the issue of shares or grant of rights to acquire shares in the share capital of the Company in connection with agenda item 7(a) and with due observance of the applicable statutory provisions. If and when this authorisation is approved, the authorisation granted by the general meeting on 26 April 2023 will no longer be utilised.

Agenda item 9: Authorisation of the Management Board to repurchase shares

It is proposed to authorise the Management Board, for a period of 18 months from the date of this GM (i.e. until and including 19 October 2025), to acquire shares in the share capital of the Company with due observance of the applicable statutory provisions, and subject to the approval of the Supervisory Board.

The purpose of this proposal is to enable the Management Board to repurchase shares in the Company's share capital in order to cover obligations under share-based compensation plans, or for other purposes.

Under the authorisation, a share may be repurchased at the stock exchange or otherwise, at a price between the nominal value of the share and 110% of the average closing price of the share on Euronext Amsterdam N.V.'s stock exchange over a period of 5 days preceding the day of the acquisition of the shares, provided that the Company and its subsidiaries will not hold more than 10% of the issued share capital of the Company at the date of authorisation (19 April 2024). If and when this authorisation is approved, the authorisation granted by the general meeting on 26 April 2023 will no longer be utilised.