

## Agenda and explanatory notes

for the 2026 annual general meeting ("**General Meeting**") of CM.com N.V. (the "**Company**" or "**CM.com**"), to be held on 17 April 2026 at 10:00 CEST at the premises of CM.com at Konijnenberg 24 in Breda, the Netherlands.

### AGENDA

1. **Opening**
2. **Financial Year 2025**
  - (a) Report of the Management Board for the financial year 2025
  - (b) Remuneration Report for the Management Board and Supervisory Board for the financial year 2025 (advisory vote)
  - (c) Explanation of the policy on dividends and additions to reserves
  - (d) Adoption of the 2025 Company and consolidated financial statements (vote)
  - (e) Determination of the dividend over the financial year 2025 (vote)
3. **Discharge**
  - (a) Discharge of the Company's Managing Directors from liability for their responsibilities in the financial year 2025 (vote)
  - (b) Discharge of the Company's Supervisory Directors from liability for their responsibilities in the financial year 2025 (vote)
4. **Composition of the Management Board, proposal to appoint Mr. G.T.L. (Geert) Beullens as a member of the Management Board (vote)**
5. **Proposal to amend the Remuneration Policy for the Management Board (vote)**
6. **Proposal to amend the Remuneration Policy for the Supervisory Board (vote)**
7. **Proposal to amend the Company's Articles of Association (vote)**
8. **(Re)appointment external auditor**
  - (a) Reappointment of the external auditor (vote)
  - (b) Appointment of the external auditor for the sustainability report (vote)
9. **Authorization of the Management Board:**
  - (a) to issue shares and grant rights to acquire shares (vote)
  - (b) to restrict or exclude pre-emptive rights (vote)
10. **Authorization of the Management Board to repurchase shares (vote)**
11. **Announcements and any other business**
12. **Closing**

## EXPLANATORY NOTES TO THE AGENDA<sup>1</sup>

### Agenda item 2: Financial Year 2025

#### **Agenda item 2(a): Report of the Management Board for the financial year 2025**

Presentation by the Management Board on the performance of the Company in 2025 and discussion of the report of the Management Board, which is included in the 2025 Annual Report (which is available on our website under [Annual Report](#)).

#### **Agenda item 2(b): Remuneration Report for the Management Board and Supervisory Board for the financial year 2025**

This item concerns an advisory vote on the Remuneration Report for the financial year 2025. 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 under [Regulation and Codes](#) during the financial year 2025. The Remuneration Report starts on page 49 of our [Annual Report](#).

#### **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 2025 (which can be found on our website under [Regulation and Codes](#)).

#### **Agenda item 2(d): Adoption of the 2025 Company and consolidated financial statements**

It is proposed to adopt the Company and consolidated financial statements for the financial year 2025 as drawn up by the Management Board and included in the 2025 Annual Report (which can be found on our website under [Annual Report](#)).

#### **Agenda item 2(e): Determination of dividend over the financial year 2025**

As no profit has been made in the financial year 2025, no profit will be distributed to the Company's shareholders, nor will it be reserved.

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<sup>1</sup> The agenda with notes, proposed revised remuneration policy for the Management Board, proposed revised remuneration policy for the Supervisory Board, proposed amendment to the Company's articles of association and the 2025 Annual Report (including 2025 Company and consolidated Financial Statements) can be found on our website under [Annual Report](#) and [General Meeting](#), and are available for inspection at Konijnenberg 24 in Breda, the Netherlands.

### Agenda item 3: Discharge

#### **Agenda item 3(a): Discharge of the Company's Managing Directors from liability for their responsibilities in the financial year 2025**

It is proposed to discharge all Managing Directors in office in the financial year 2025 from all liability in relation to the exercise of their duties in the financial year 2025, to the extent such performance is apparent from the 2025 Annual Report or other public disclosures prior to the adoption of the 2025 financial statements.

#### **Agenda item 3(b): Discharge of the Company's Supervisory Directors from liability for their responsibilities in the financial year 2025**

It is proposed to discharge all Supervisory Directors in office in the financial year 2025 from all liability in relation to the exercise of their duties in the financial year 2025, to the extent such performance is apparent from the 2025 Annual Report or other public disclosures prior to the adoption of the 2025 financial statements.

### Agenda item 4: Composition of the Management Board, proposal to appoint Mr. G.T.L. (Geert) Beullens (CFO)

Following a thorough selection process, the Supervisory Board has unanimously made a binding nomination for the appointment of Mr. G.T.L. (Geert) Beullens as a member of the Management Board (CFO) of the Company.

The Supervisory Board has assessed Mr. Beullens against the applicable profile for the Management Board and concludes that he meets the required qualifications and competencies and complements the current composition of the Management Board. In particular, the Supervisory Board values his extensive experience in technology-driven growth environments, his broad financial expertise and his proven track record within an internationally active, listed company setting. His passion for technology and people is considered an important asset to the Company.

Since assuming the role of Chief Financial Officer on 1 November 2025, Mr. Beullens has played a central role in the Company's financial reporting, the further strengthening of the internal control and risk management systems and the execution of the Group's strategic agenda. During this period, he has proven to be a knowledgeable and stable financial executive.

Subject to his appointment by the General Meeting, Mr. Beullens will be appointed as a member of the Management Board (CFO) for a term of four years, commencing on 17 April 2026 and ending at the closure of the annual general meeting to be held in 2030 and any adjournment thereof.

The Management Board supports the binding nomination of the Supervisory Board. The works council of CM.com has rendered positive advice with respect to the proposed appointment.

In accordance with Dutch law, the General Meeting may overrule the binding nature of the nomination by a resolution adopted with at least a two-thirds majority of the votes cast, representing more than half of the issued share capital.

#### ***Background and experience***

Mr. Beullens (50, Belgian) started his career at Real Software and Arthur Andersen/Deloitte in Belgium before joining ASML in 2003. During more than twenty years at ASML, he held various global financial leadership roles, including Business Line CFO, Corporate Chief Accountant, Global Head of Finance Shared Service Centre and, most recently, Head of Finance and PMO for ASML's Technology Axis. In these roles, he contributed to enabling growth, driving transformation and further maturing financial and operational processes within a leading international technology company. He has led teams across Europe, the United States and Asia. Mr. Beullens holds a degree in Commercial Engineering (Management Informatics) from the University of Antwerp and has served as an advisor and board member in several technology and educational organisations.

Mr. Beullens does not hold any ancillary positions and therefore complies with the statutory limitation on the number of (non-)executive board positions in large Dutch entities.

#### ***Main elements of the management service agreement***

The agreement between Mr. Beullens and the Company qualifies as a management agreement and not as an employment agreement. The agreement is in line with the Dutch Corporate Governance Code and the applicable Remuneration Policy for the Management Board (agenda item 5). The main elements are set out below:

Base salary	EUR 314,600 gross per year and an annual 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	Reimbursement of expenses actually incurred, payment for max. one year in case of incapacity for work and coverage under the Company's Directors & Officers (D&O) insurance.
Severance payment	Three gross fixed monthly salaries, at the level of the base salary at the time of notice.
Appointment term	Four-year term.

It is therefore proposed to appoint Mr. Beullens as a member of the Management Board (CFO) of the Company in accordance with the binding nomination of the Supervisory Board for a term of four years, commencing at the closure of this General Meeting and ending at the closure of the annual general meeting to be held in 2030 and any adjournment thereof.

**Agenda item 5: Proposal to amend the Remuneration Policy for the Management Board**

Pursuant to Dutch law, a remuneration policy must be submitted for approval to the general meeting at least every four years after that adoption. Since the current remuneration policy for the Management Board was adopted by the General Meeting at the 2022 AGM, the proposal to amend the Remuneration Policy is included on the agenda for the 2026 AGM.

Upon its periodic review and following alignment with stakeholders, the Nomination, Selection and Remuneration Committee advised the Supervisory Board to update the Remuneration Policy.

The Supervisory Board, upon recommendation of the Remuneration Committee, proposes to amend the Remuneration Policy. Upon adoption, the amended Remuneration Policy will be effective as of 1 January 2026.

The works council of CM.com was given the opportunity to render advice on the proposed amendment of the Remuneration Policy to the Supervisory Board and has issued a positive opinion.

Reference is made to the new Remuneration Policy for the Management Board available on the Company's website under [AGM 2026](#) for the full text of the proposed new Remuneration Policy including a description of the changes.

#### **Agenda item 6: Proposal to amend the Remuneration Policy for the Supervisory Board**

Pursuant to Dutch law, a remuneration policy must be submitted for approval to the general meeting at least every four years after that adoption. Since the current remuneration policy for the Supervisory Board was adopted by the General Meeting at the 2022 AGM, the proposal to amend the Remuneration Policy is included on the agenda for the 2026 AGM.

Upon its periodic review and following alignment with stakeholders, the Nomination, Selection and Remuneration Committee advised the Supervisory Board to update the Remuneration Policy.

The Supervisory Board, upon recommendation of the Remuneration Committee, proposes to amend the Remuneration Policy. Upon adoption, the amended Remuneration Policy will be effective as of 1 January 2026.

The works council of CM.com was given the opportunity to render advice on the proposed amendment of the Remuneration Policy to the Supervisory Board and has issued a positive opinion.

Reference is made to the new Remuneration Policy for the Supervisory Board available on the Company's website under [AGM 2026](#) for the full text of the proposed new Remuneration Policy including a description of the changes.

#### **Agenda item 7: Proposal to amend the Company's Articles of Association**

It is proposed to amend the Articles of Association of the Company in accordance with the "proposal for amendment of the Articles of Association" as available in Dutch and translated into English on the Company's website under [AGM 2026](#). The proposal, containing the proposed amendment verbatim, is also available for shareholders' inspection at the Company's office until closure of the General Meeting.

The proposed amendments mainly relate to the implementation of the large company regime (*structuurregime*) (as referred to in Sections 2:152 up to and including 2:162 and Section 2:164 of the Dutch Civil Code) at the level of the Company. On 23 June 2023, the Company filed the declaration as referred to in Section 2:153 DCC with the Dutch Commercial Register. On 23 June 2026, the aforementioned declaration will have been registered for three consecutive years as a result of which the large company regime will become applicable to the Company from that moment onwards.

The Management Board proposes to align the Articles of Association of the Company with the provisions of Sections 2:152 up to and including 2:162 and Section 2:164 DCC. The proposal of the Management Board to amend the Articles of Association has been approved by the Supervisory Board and the Founder Committee. The Works Council has rendered positive advice with respect to the proposed amendment.

It is proposed to amend the articles of association of the Company in accordance with the "proposal for amendment of the Articles of Association". The proposal also includes the authorization of each civil law notary and deputy civil law notary to execute the deed of amendment of the articles of association.

#### **Agenda item 8: (Re)appointment of the external auditor**

##### **Agenda item 8(a): 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 in relation to the annual accounts for the financial year 2026. 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(b): Appointment of the external auditor for the sustainability report**

According to the corporate sustainability reporting directive (CSRD)<sup>2</sup>, large listed companies expect to be required to prepare sustainability reports which are subject to an audit by an external party. EU member states were obliged to implement the CSRD into national law by 6 July 2024. However, such implementation by the Dutch legislator did not occur (yet). Based on to the proposed draft of article 2:393a of the Dutch civil code, the General Meeting charges an external auditor with the task of auditing the sustainability statements.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint Deloitte Accountants B.V. as the external auditor to perform a limited assurance engagement on

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<sup>2</sup> Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting, as amended by Directive (EU) 2026/470 of the European Parliament and the Council of 24 February 2026.

the sustainability statements for the financial year 2026 in compliance with the requirements of the CSRD.

This resolution will only take effect if, in accordance with the implementation of CSRD into Dutch legislation, CM.com is required to publish a sustainability report over the financial year 2026 which is to be audited by an external auditor appointed by the General Meeting.

#### **Agenda item 9: Authorization of the Management Board**

##### **Agenda item 9(a): Authorization 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 authorization will apply for a period of 18 months from the date of this General Meeting (i.e. until and including 17 October 2027) and is limited to a maximum of 20% of the issued share capital of the Company as per 17 April 2026. If and when this authorization is approved, the authorization granted by the general meeting on 9 May 2025 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 9(b): Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 9(a)**

It is proposed to authorise the Management Board for a period of 18 months from the date of this General Meeting (i.e. until and including 17 October 2027), 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 9(a) and with due observance of the applicable statutory provisions. If and when this authorization is approved, the authorization granted by the general meeting on 9 May 2025 will no longer be utilised.

**Agenda item 10: Authorization 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 General Meeting (i.e. until and including 17 October 2027), 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 authorization, 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 authorization (17 April 2026). If and when this authorization is approved, the authorization granted by the general meeting on 9 May 2025 will no longer be utilised.