



## AGENDA AND EXPLANATORY NOTES

for the 2023 annual general meeting (“**General Meeting**”) of CM.com N.V. (the “**Company**” or “**CM.com**”), to be held on 26 April 2023 at 15:30 CEST at the premises of CM.com at Konijnenberg 24 in Breda, the Netherlands.

### AGENDA

**1. Opening**

**2. Financial Year 2022**

- (a) Report of the Management Board for the financial year 2022
- (b) Remuneration Report for the Management Board and Supervisory Board for the financial year 2022 (advisory vote)
- (c) Explanation of the policy on dividends and additions to reserves
- (d) Adoption of the 2022 Company and consolidated financial statements (vote)
- (e) Determination of the dividend over the financial year 2022 (vote)

**3. Discharge**

- (a) Discharge of the Company’s Managing Directors from liability for their responsibilities in the financial year 2022 (vote)
- (b) Discharge of the Company’s Supervisory Directors from liability for their responsibilities in the financial year 2022 (vote)

**4. Reappointment of the external auditor (vote)**

**5. 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)

**6. Authorisation of the Management Board to repurchase shares (vote)**

**7. Announcements and any other business**

**8. Closing**

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

### **Agenda item 2(a): Report of the Management Board for the financial year 2022**

Presentation by the Management Board on the performance of the Company in 2022 and discussion of the report of the Management Board, which is included in the 2022 Annual Report (which can be found on our website: <https://www.cm.com/investor-relations/annual-reports/>) on pages 20 - 109.

### **Agenda item 2(b): Remuneration Report for the Management Board and Supervisory Board for the financial year 2022**

This item concerns an advisory vote on the Remuneration Report for the financial year 2022. 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 2022. The Remuneration Report is included on pages 120 - 137 of the 2022 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 2022 (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 2022 Company and consolidated financial statements**

It is proposed to adopt the Company and consolidated financial statements for the financial year 2022 as drawn up by the Management Board and included in the 2022 Annual Report.

### **Agenda item 2(e): Determination of dividend over the financial year 2022**

As no profit has been made in the financial year 2022, 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 2022**

It is proposed to discharge all Managing Directors in office in the financial year 2022 from all liability in relation to the exercise of their duties in the financial year 2022, to the extent such performance is apparent from the 2022 Annual Report or other public disclosures prior to the adoption of the 2022 financial statements.

### **Agenda item 3(b): Discharge of the Company's Supervisory Directors from liability for their responsibilities in the financial year 2022**

It is proposed to discharge all Supervisory Directors in office in the financial year 2022 from all liability in relation to the exercise of their duties in the financial year 2022, to the extent such performance is apparent from the 2022 Annual Report or other public disclosures prior to the adoption of the 2022 financial statements.

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<sup>1</sup> The agenda with notes and the 2022 Annual Report (including 2022 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.

#### **Agenda item 4: 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 2023. The audit will be carried out under the responsibility of Mr. Jan Hendriks, partner at Deloitte Accountants B.V.

#### **Agenda item 5(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 25 October 2024), and is limited to a maximum of 20% of the issued share capital of the Company as per 26 April 2023. If and when this authorisation is approved, the authorisation granted by the general meeting on 21 April 2022 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 5(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 25 October 2024), 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 5(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 21 April 2022 will no longer be utilised.

#### **Agenda item 6: 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 25 October 2024), 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 (26 April 2023). If and when this authorisation is approved, the authorisation granted by the general meeting on 21 April 2022 will no longer be utilised.