

Agenda and explanatory notes

for the 2025 annual general meeting ("General Meeting") of CM.com N.V. (the "Company" or "CM.com"), to be held on 9 May 2025 at 15:00 CEST at the premises of CM.com at Konijnenberg 24 in Breda, the Netherlands.

AGENDA

1. **Opening**
2. **Financial Year 2024**
 - (a) Report of the Management Board for the financial year 2024
 - (b) Remuneration Report for the Management Board and Supervisory Board for the financial year 2024 (advisory vote)
 - (c) Explanation of the policy on dividends and additions to reserves
 - (d) Adoption of the 2024 Company and consolidated financial statements (vote)
 - (e) Determination of the dividend over the financial year 2024 (vote)
3. **Discharge**
 - (a) Discharge of the Company's Managing Directors from liability for their responsibilities in the financial year 2024 (vote)
 - (b) Discharge of the Company's Supervisory Directors from liability for their responsibilities in the financial year 2024 (vote)
4. **Composition of the Supervisory Board**
 - (a) Proposal to reappoint Mr. J. van den Broek as a member of the Supervisory Board for a second term (vote)
 - (b) Proposal to reappoint Mrs. J. Frijters as a member of the Supervisory Board for a second term (vote)
5. **Fixed fees members of the Supervisory Board (vote)**
6. **(Re)appointment external auditor**
 - (a) Reappointment of the external auditor (vote)
 - (b) Appointment of the external auditor for the sustainability report (vote)
7. **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)
8. **Authorization of the Management Board to repurchase shares (vote)**
9. **Announcements and any other business**
10. **Closing**

EXPLANATORY NOTES TO THE AGENDA¹

Agenda item 2: Financial Year 2024

Agenda item 2(a): Report of the Management Board for the financial year 2024

Presentation by the Management Board on the performance of the Company in 2024 and discussion of the report of the Management Board, which is included in the 2024 Annual Report (which can be found on our website: <https://www.cm.com/investor-relations/annual-reports/>) on pages 10 – 65.

Agenda item 2(b): Remuneration Report for the Management Board and Supervisory Board for the financial year 2024

This item concerns an advisory vote on the Remuneration Report for the financial year 2024. 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 2024. The Remuneration Report is included on pages 94 – 107 of the 2024 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 2024 (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 2024 Company and consolidated financial statements

It is proposed to adopt the Company and consolidated financial statements for the financial year 2024 as drawn up by the Management Board and included in the 2024 Annual Report.

Agenda item 2(e): Determination of dividend over the financial year 2024

As no profit has been made in the financial year 2024, no profit will be distributed to the Company's shareholders, nor will it be reserved.

¹ The agenda with notes and the 2024 Annual Report (including 2024 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 3: Discharge

Agenda item 3(a): Discharge of the Company's Managing Directors from liability for their responsibilities in the financial year 2024

It is proposed to discharge all Managing Directors in office in the financial year 2024 from all liability in relation to the exercise of their duties in the financial year 2024, to the extent such performance is apparent from the 2024 Annual Report or other public disclosures prior to the adoption of the 2024 financial statements.

Agenda item 3(b): Discharge of the Company's Supervisory Directors from liability for their responsibilities in the financial year 2024

It is proposed to discharge all Supervisory Directors in office in the financial year 2024 from all liability in relation to the exercise of their duties in the financial year 2024, to the extent such performance is apparent from the 2024 Annual Report or other public disclosures prior to the adoption of the 2024 financial statements.

Agenda item 4: Composition of the Supervisory Board

This General Meeting is the fourth general meeting after the appointments of Mr. J. (Jacques) van den Broek and Mrs. J. (Joëlle) Frijters in the extraordinary general meeting of 29 September 2021. Consequently, the initial terms of these appointments 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, as well as after careful deliberation and preparation by the Nomination, Selection and 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 9 May 2025:

- Mr. J. (Jacques) van den Broek for a period of four years,
- Mrs. J. (Joëlle) Frijters 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.

The Nominees comply with the statutory requirement regarding the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities.² Furthermore all Nominees are independent³ within the meaning of the Dutch Corporate Governance Code (“Code”).

Agenda item 4(a): Proposal to reappoint Mr. J. (Jacques) van den Broek as member of the Supervisory Board (vote)

The Supervisory Board proposes to reappoint Mr. J. (Jacques) van den Broek as member of the Supervisory Board. Subject to his reappointment, Mr. Van den Broek will continue as (i) chair 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. Van den Broek in view of his continued contributions to CM.com, his extensive experience as a CEO in leading a renowned and listed multinational, as well as his knowledge on compliance, HR innovation processes, corporate governance and stock exchange rules. Mr. Van den Broek holds 5,500 shares in the capital of the Company.

Mr. Van den Broek (Dutch, 1960) is currently chair of the supervisory board of Intergamma (leading DIY chain in the Netherlands and Belgium). He also is chair of the supervisory board of the Leiden academic hospital. Finally, he chairs the Dutch Committee for Entrepreneurship, an advisory body of the Dutch Ministry of Economic Affairs.

It is therefore proposed to the General Meeting to reappoint Mr. Van den Broek 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 2029 and any adjournment thereof.

Agenda item 4(b): Proposal to reappoint Mrs. J. (Joëlle) Frijters as member of the Supervisory Board (vote)

The Supervisory Board proposes to reappoint Mrs. J. (Joëlle) Frijters as member of the Supervisory Board. Subject to her reappointment, Mrs. Frijters will continue as member of the Supervisory Board.

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

³ Independent, meaning: meeting the independence requirements as described under Principles 2.1.7 to 2.1.9 of the Code.

The Supervisory Board proposes to reappoint Mrs. Frijters in view of her continued contributions to CM.com, valuable international experience, entrepreneurial background and knowledge of the fast-developing technology sector, including SaaS, data protection and artificial intelligence. Additionally, Mrs. Frijters is an advocate for diversity and inclusion. With her nonprofit organization InspiringFifty in Belgium, she promotes the visibility of female role models in the technology sector. Mrs. Frijters holds no shares in the capital of the Company.

Mrs. Frijters (Dutch, 1974) is a member of the supervisory boards of Basic-Fit N.V. and of HightechXL Group B.V. She is also member of the supervisory board and remuneration committee of Timber and Building Supplies Holland N.V. (a HAL investment) and member of the advisory board of Cronos Groep. In addition, she is a member of the independent commission overseeing the Technostarters seed capital & TTT funds of the Netherlands Enterprise Agency.

It is therefore proposed to the General Meeting to reappoint Mrs. Frijters 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 2029 and any adjournment thereof.

Agenda item 5: 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 2024, CM.com employees received a salary increase, depending on their performance and the general merit increase. The general merit increase over 2024 was 3%. 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 as of the year 2025:

- a) from EUR 51,000 to EUR 52,500 for the chair of the Supervisory Board;
- b) from EUR 36,000 to EUR 37.100 for the other members of the Supervisory Board;
- c) from EUR 7,000 to EUR 7,200 for the chairs of the Audit Committee and the Nomination, Selection and Remuneration Committee; and

- d) from EUR 4.000 to EUR 4.100 for the other members of the Audit Committee and Nomination, Selection and Remuneration Committee.

The Supervisory Board intends to review both the annual fixed fee and the committee fee of the Supervisory Board annually.

Agenda item 6: (Re)appointment of the external auditor

Agenda item 6(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 2025. The audit will be carried out under the responsibility of Mr. R.H.M. (Ruud) Hermans, partner at Deloitte Accountants B.V.

Agenda item 6(b): Appointment of the external auditor for the sustainability report

According to the corporate sustainability reporting directive (CSRD)⁴, 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 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 the sustainability statements for the financial year 2025 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 2025 which is to be audited by an external auditor appointed by the General Meeting.

Agenda item 7: Authorization of the Management Board

⁴ 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.

Agenda item 7(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 9 November 2026) and is limited to a maximum of 20% of the issued share capital of the Company as per 9 May 2025. If and when this authorization is approved, the authorization granted by the general meeting on 19 April 2024 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 7(b): Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 7(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 9 November 2026), 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 authorization is approved, the authorization granted by the general meeting on 19 April 2024 will no longer be utilised.

Agenda item 8: 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 9 November 2026), 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 (9 May 2025). If and when this authorization is approved, the authorization granted by the general meeting on 19 April 2024 will no longer be utilised.

