

## AGENDA AND EXPLANATORY NOTES

for the extraordinary general meeting ("EGM") of CM.com N.V. (the "Company" or "CM.com"), to be held on 29 September 2021 at 16.00 CEST as a virtual meeting.

### AGENDA

- 1. OPENING**
- 2. COMPOSITION OF THE SUPERVISORY BOARD**
  - (a) Appointment of Mr. J. van den Broek as Supervisory Board member (vote)
  - (b) Appointment of Mrs. J. Frijters as Supervisory Board member (vote)
- 3. ANNOUNCEMENTS AND ANY OTHER BUSINESS**
- 4. CLOSING**

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

### Agenda item 2: Composition of the Supervisory Board

On 12 August 2021, the Company announced that Mr. De Buck, member of the Company's Supervisory Board with the title vice-chairman, decided to resign from the Supervisory Board as per 30 September 2021. Before his resignation, the Supervisory Board has been searching for valuable additions to the Supervisory Board in order to further strengthen the Supervisory Board in the fields of international knowledge, listed companies, IT and diversity. This search resulted in the Supervisory Board making a binding nomination for the appointment of two new members to the Supervisory Board in accordance with article 7.6.2 of the Company's articles of association.

Following the appointment of both nominees, the Supervisory Board is confident that it will continue to have the combined experience, expertise and diversity to best carry out its responsibilities and its duties with regard to CM.com – also taking into account the paced growth of the Company.

### Agenda item 2(a): Appointment of Mr. J. van den Broek as Supervisory Board member

The Supervisory Board proposes to, in accordance with its binding nomination, appoint Mr. J. (Jacques) van den Broek as a member of the Supervisory Board, for a term beginning at the close of the EGM and ending at the close of the annual general meeting that is to be held in 2025. Further information on Mr. Van den Broek and the reasons for his proposed appointment can be found below.

#### Reasons for the proposed appointment:

The Supervisory Board has nominated Mr. Van den Broek (Dutch, 61) for appointment in view of his extensive experience as a CEO in leading a renowned and listed multinational, as well as his knowledge on compliance, corporate governance and stock exchange rules. As a seasoned corporate executive with a track record in HR innovation processes, he is seen as a very good fit to CM.com. His business experience complements the current state of the Company's paced growth, retaining CM.com's DNA and culture. Furthermore, Mr. Van den Broek fits the Supervisory Board Profile. The proposed appointment of Mr. Van den Broek is supported by the Management Board.

#### Further information on Mr. Van den Broek:

- Profession/main occupation: Executive director.
- Other supervisory positions:
  - Member of the supervisory board of the Dutch foundation Goldschmeding Stichting voor Mens, Werk en Economie.
- Relevant other positions:
  - CEO and Chair of the Executive Board of Randstad N.V.;
  - Member of the advisory board of Rotterdam School of Management, Erasmus University.
- Relevant former positions:
  - CEO of newmonday.com;
  - Several positions at Randstad, including director of Randstad Inhouse Services, Denmark and Switzerland;
- Amount of shares held in the Company (17 August 2021): No shares.

<sup>1</sup> The convening notice, agenda with notes, and proxy voting form in respect of the EGM can be found on our website: <https://www.cm.com/investor-relations/corporate-governance/general-meetings/>, and are available for inspection at the Company's headquarters, Konijnenberg 30 in Breda, the Netherlands.

Following the above, the number of roles Mr. J. van den Broek holds is within the boundaries of article 2:142a of the Dutch Civil Code. Furthermore, Mr. J. van den Broek qualifies as independent within the meaning of the Dutch Corporate Governance Code.

The remuneration of Mr. J. van den Broek will be in line with the remuneration policy for the Supervisory Board as adopted by the Company's general meeting on 30 April 2021, which can be found on our website: <https://www.cm.com/investor-relations/corporate-governance/>.

#### **Agenda item 2(b): Appointment of Mrs. J. Frijters as Supervisory Board member (vote)**

The Supervisory Board proposes to, in accordance with its binding nomination appoint Mrs. J. (Joëlle) Frijters as a member of the Supervisory Board, for a term beginning at the close of the EGM and ending at the close of the annual general meeting that is to be held in 2025. Further information on Mrs. Frijters and the reasons for her proposed appointment can be found below.

#### **Reasons for the proposed appointment:**

The Supervisory Board has nominated Mrs. Frijters (Dutch, 47) for appointment in view of her 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 non-profit organization InspiringFifty in Belgium, she promotes the visibility of female role models in the technology sector. Furthermore, Mrs. Frijters fits the Supervisory Board Profile and her appointment would contribute to the diversity on the Supervisory Board in line with the Company's Diversity Policy. The proposed appointment of Mrs. Frijters is supported by the Management Board.

#### **Further information on Mrs. Frijters:**

- Profession/main occupation: Non-executive director.
- Other supervisory positions:
  - chairperson of the supervisory board of LeQuest B.V.;
  - member of the supervisory board of HightechXL;
  - member of the supervisory board and remuneration committee of Timber and Building Supplies Holland N.V.
- Relevant former positions:
  - CEO and co-founder Improve Digital.
- Amount of shares held in the Company (17 August 2021): No shares.

Following the above, the number of supervisory roles Mrs. Frijters holds is within the boundaries of article 2:142a of the Dutch Civil Code. Furthermore, Mrs. Frijters qualifies as independent within the meaning of the Dutch Corporate Governance Code.

The remuneration of Mrs. Frijters will be in line with the remuneration policy for the Supervisory Board as adopted by the Company's general meeting on 30 April 2021, which can be found on our website: <https://www.cm.com/investor-relations/corporate-governance/>.