

NOTICE AND INFORMATION ON ATTENDING THE GENERAL MEETING OF CM.COM N.V.

CM.com N.V. (the “Company” or “CM.com”) invites its shareholders to attend the annual General Meeting, to be held on 30 April 2020 at 1:00pm CET at the premises of CM.com at Konijnenberg 24 in Breda, the Netherlands. Registration will be open as of 12:00pm CET on the day of the General Meeting, and will end at 1:00pm CET when the General Meeting starts.

AGENDA

1. OPENING

2. FINANCIAL YEAR 2019¹

- (a) Report of the Board² for the financial year 2019 (discussion)
- (b) Remuneration Report (advisory vote)
- (c) Explanation of the policy on dividends and additions to reserves (discussion)
- (d) Adoption of the 2019 Company and consolidated financial statements (vote)
- (e) Determination of the dividend over the financial year 2019 (vote)

3. DISCHARGE

- (a) Discharge of the Company’s former executive directors from liability for their responsibilities in the financial year 2019 (vote)
- (b) Discharge of the Company’s former non-executive directors from liability for their responsibilities in the financial year 2019 (vote)

4. APPOINTMENT OF MR. JÖRG DE GRAAF AS MANAGEMENT BOARD MEMBER (VOTE)

5. AMENDMENT OF THE REMUNERATION POLICY FOR THE MANAGEMENT BOARD (VOTE)

6. REAPPOINTMENT OF THE EXTERNAL AUDITOR (VOTE)

7. AMENDMENT OF THE COMPANY’S ARTICLES OF ASSOCIATION (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

¹ On 21 February 2020, a legal merger was effected between the Company (at that time named: Dutch Star Companies ONE N.V.) as acquiring company, and CM.com B.V. as disappearing company (the “Merger”). The Company’s 2019 Annual Report, including the report of the Board and 2019 annual accounts, and therefore agenda items 2 and 3 explicitly relate to the pre-Merger activities, policies and financials of the Company (i.e. Dutch Star Companies ONE N.V.).

² Prior to the Merger, the Company had a one-tier board, consisting of both executive and non-executive directors. The Company’s articles of association were amended simultaneously with the Merger, whereby (i) the Company’s name was changed into CM.com N.V. and (ii) the Company’s board structure was changed from a one-tier board to a two-tier board. Any reference in this document to “Board” refers to the Company’s one-tier board as installed prior to the Merger.

Availability of meeting documents and registration

The agenda with notes, the 2019 Annual Report, which contains the 2019 financial statements, the 2019 Remuneration Report, the information as meant in Section 2:392(1) of the Dutch Civil Code, a short resume of Mr. De Graaf, the main elements of Mr. De Graaf's management agreement, the proposed revised remuneration policy for the Company's Management Board and a triptych in respect of the proposed amendments to the Company's articles of association are made available on <https://www.cm.com/investor-relations/corporate-governance/>. These documents may also be obtained free of charge from ABN AMRO Bank N.V. ("ABN AMRO"), e-mail: ava@nl.abnamro.com and are available for review by shareholders (by appointment) at the office of the Company.

Coronavirus (COVID-19)

In light of the evolving outbreak of Covid-19 (coronavirus) and the recent measures imposed by the Dutch government, we would like to emphasize and encourage the use of the possibility of e-voting and proxy voting for all shareholders as referred to in the notice convening the General Meeting. To ensure that as many shareholders as possible are able to attend the General Meeting, CM.com will make live recordings of the General Meeting available through the audio-webcast referred to above. We encourage our shareholders to attend this audio-webcast in view of the recent Covid-19 developments. We will continue to closely monitor the developments and will share any further updates in this respect via our website when available.

Any questions related to the items included in the agenda for the General Meeting can be sent to our Investor Relations Manager Anneke Hoijtink (Anneke.hoijtink@cm.com) until 26 April 2020. In line with the current guidelines of the Dutch government and in order to further mitigate potential health risks, there will be no social event preceding or following the General Meeting. The number of Supervisory Board members and Management Board members attending the General Meeting will be limited.

For any further information with regard to the General Meeting, proxy voting possibilities, attendance of General Meeting through the audio-webcast and further updates following the Covid-19 developments, we kindly ask you to visit our website (<https://www.cm.com/investor-relations/corporate-governance/>).

Record date

Pursuant to the provisions in Section 2:119 of the Dutch Civil Code, attendance of and voting rights in the General Meeting of Thursday 30 April 2020 accrue to those persons listed on Thursday 2 April 2020 at the close of business (the 'Record Date') as shareholders of the Company ("Shareholders") in the records of intermediaries within the meaning of the Securities (Bank Giro Transactions) Act ("Intermediaries") or otherwise as being entitled to attend and/or to vote at the General Meeting of the Company.

Registration

Shareholders are entitled to cast votes for the shares they hold on the Record Date, provided they have registered for the General Meeting in time and in the way as described below.

Shareholders wishing to attend or be represented at the General Meeting are requested to register on www.abnamro.com/evoting or through the Intermediaries who administrate their shares, no later than 5:00pm CET on Thursday 23 April 2020 with ABN AMRO. The Intermediaries must provide a statement to ABN AMRO on www.abnamro.com/intermediary no later than 11:00am CET on 24 April 2020, listing the number of shares held by the respective Shareholder on the Record Date that are being submitted for registration. The Intermediaries are further requested to provide the relevant underlying shareholder's full address details in the statement to allow for efficient checking of shareholding on the Record Date.

The Shareholders will receive a confirmation of registration from ABN AMRO that serves as proof of admittance to the General Meeting. If a Shareholder does not receive such confirmation of registration in time, the Shareholder (or its proxy holder) should turn to the registration desk with a valid identification, following which access to the General Meeting will be granted upon confirmation of the data listed in the registration list held by the Company. The abovementioned requirements apply by analogy to other persons entitled to attend and/or to vote at the General Meeting of the Company as at the Record Date.

Proxies/Internet voting

Without prejudice to the registration requirements set out above, attendance and voting rights may be exercised by a person holding a written proxy. Shareholders can decide to give a voting instruction to the Company's company secretary, to Mr. L.J.M. Teunissen, civil law notary in Breda, the Netherlands, or in his absence the substitute designated by him, or to a third party, to vote on behalf of the shareholder at the General Meeting. The executed written proxy must be received by ABN AMRO no later than Thursday 23 April 2020 at 5:00pm CET at the address mentioned below or at ava@nl.abnamro.com. A copy of the proxy must be presented at the registration desk at the General Meeting, together with the proof of admittance.

ABN AMRO Bank N.V.

Corporate Broking Department HQ7212

PO Box 283, 1000 EA Amsterdam, the Netherlands

Shareholders wishing to exercise their voting right through a digital proxy may submit their voting instructions on www.abnamro.com/evoting until 5:00pm CET on Thursday 23 April 2020.

Registration for admission and identification

On the day of the General Meeting, Shareholders, proxy holders and others who may attend the General Meeting are requested to register themselves with the received proof of admittance at the registration desk. Registration for admission to the General Meeting on 30 April 2020 starts at 12.00am CET and ends at 1.00pm CET when the General Meeting starts. After this time, registration is no longer possible. Before being admitted to the General Meeting, Shareholders and persons entitled to vote may be asked to show a valid ID, such as a passport or driving licence.

Issued capital and voting rights

At the start of trading on Euronext Amsterdam on the date of this notice, the Company's issued share capital amounted to 26,259,854 ordinary shares, no shares were held in treasury. The total number of voting rights attached to the issued shares was 26,259,854.

Audio-webcast

The General Meeting will be audio-webcasted live and in full via the internet:

<https://www.cm.com/investor-relations/corporate-governance/>

Other matters

For further information, please go to: <https://www.cm.com/investor-relations/corporate-governance/> or contact CM.com's Investor Relations via Anneke.hoijtink@cm.com or on +31 643280788.

The Supervisory Board

The Management Board

Breda, 19 March 2020