

NOTICE OF TWO EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS

Dutch Star Companies ONE N.V. (the **Company**) invites its shareholders to its two consecutive Extraordinary General Meetings of Shareholders (each an **EGM**) to be held at Crowne Plaza Amsterdam Zuid, George Gerschwinlaan 101, 1082 MT Amsterdam, on 20 February 2020. The first EGM (the **First EGM**) will be held at 2:00 pm CET, followed immediately by the second EGM (the **Second EGM**) to be held at the same venue on that same date at 3:00 pm CET or such earlier or later time, determined by the closure of the First EGM. Registration for admission to the meetings starts at 1:30 pm CET. The language of the meetings shall be in Dutch.

The agenda items of the First EGM and Second EGM will be as follows:

Agenda First EGM

1. Agenda item 1: Opening and announcements
2. Agenda item 2: Proposal to consider the proposed Business Combination (*discussion item*), which item will include:
 - (a) approval of the proposed Business Combination pursuant to section 2:107a of the DCC;
 - (b) effecting the legal merger between the Company (as acquiring company) and CM.com (as disappearing company);
 - (c) amendment of the Articles of Association effective as of the Effective Time;
 - (d) acceptance of the resignation of each of S.R. Nanninga and N.W. Hoek as Executive Directors of the Company effective as of the Effective Time and grant a full and final release from liability for their management of the Company;
 - (e) acceptance of the resignation of each of G.J. Ter Brugge, P.M. Feenstra, A. Schouwenaar, R.H.L. ten Heggeler and J.N.A. van Caldenborgh as Non-Executive Directors of the Company effective as of the Effective Time and grant a full and final release from liability for their supervision on the management of the Company;
 - (f) appointment of J. van Glabbeek (CEO) and G.F.A.M. Gooijers (COO) as members of the Management Board of the Company with effect as of the Effective Time;
 - (g) appointment of L.W. Beins, D.P.W. de Buck, D. Karsten, M.C.J. van Pernis, M.L. Tannemaat and S.R. Nanninga as members of the Supervisory Board of the Company with effect as of the Effective Time;
 - (h) approval of the remuneration policy of the Management Board;
 - (i) approval of the remuneration policy of the Supervisory Board;
 - (j) authorization of the Board or the management board, as the case may be, of the Company as competent body to repurchase Ordinary Shares in the capital of the Company; and
 - (k) authorization of the Board, or the management board, as the case may be, of the Company to (i) issue Ordinary Shares in the capital of the Company and (ii) restrict or exclude pre-emptive rights upon issuance of Ordinary Shares.

3. Agenda item 3: Approval to make use of the Mandatory Bid Exemption with regard to the Business Combination (*voting item*).
4. Agenda item 4: Extension of the term of the Company in case of approved Business Combination (*voting item*).
5. Agenda item 5: Any other business and closure of the meeting.

Agenda Second EGM

1. Opening.
2. Agenda item 2: Proposal to approve and resolve on the proposed Business Combination (*voting item*), which single item will include the following resolutions:
 - (a) approval of the proposed Business Combination pursuant to section 2:107a of the DCC;
 - (b) effecting the legal merger between the Company (as acquiring company) and CM.com (as disappearing company);
 - (c) amendment of the Articles of Association effective as of the Effective Time;
 - (d) acceptance of the resignation of each of S.R. Nanninga and N.W. Hoek as Executive Directors of the Company effective as of the Effective Time and grant a full and final release from liability for their management of the Company;
 - (e) acceptance of the resignation of each of G.J. Ter Brugge, P.M. Feenstra, A. Schouwenaar, R.H.L. ten Heggeler and J.N.A. van Caldenborgh as Non-Executive Directors of the Company effective as of the Effective Time and grant a full and final release from liability for their supervision on the management of the Company;
 - (f) appointment of J. van Glabbeek (CEO) and G.F.A.M. Gooijers (COO) as members of the Management Board of the Company with effect as of the Effective Time;
 - (g) appointment of L.W. Beins, D.P.W. de Buck, D. Karsten, M.C.J. van Pernis, M.L. Tannemaat and S.R. Nanninga as members of the Supervisory Board of the Company with effect as of the Effective Time;
 - (h) approval of the remuneration policy of the Management Board;
 - (i) approval of the remuneration policy of the Supervisory Board;
 - (j) authorization of the Board or the management board, as the case may be, of the Company as competent body to repurchase Ordinary Shares in the capital of the Company; and
 - (k) authorization of the Board, or the management board, as the case may be, of the Company to (i) issue Ordinary Shares in the capital of the Company and (ii) restrict or exclude pre-emptive rights upon issuance of Ordinary Shares.
3. Close of meeting.

Meeting documents, definitions

An extensive shareholder circular including the agenda above with explanatory notes thereto, the merger proposal and ancillary documents and the wording of the proposed amendment to the articles with an explanation are available free of charge on the Company's website: <https://dutchstarcompanies.com/important-information/>, or through a request addressed to ir@dutchstar1.com. The relevant documents are also available for inspection at the head offices of DSCO at Hondecoeterstraat 2E, 1071 LR Amsterdam.

Defined terms used in the agenda above have the meaning attributed to those terms in the shareholder circular.

Reason for two EGM's

Under mandatory Dutch law, a notarial record has to be prepared of the meeting in which a resolution to merge is adopted. Because the merger is to be completed shortly after the EGM, there will not be sufficient time to prepare such notarial record of all proceedings. For this reason, the resolution to enter into the Business Combination, including the resolution to the merger, will be adopted in a separate meeting. The notarial record will only be prepared with respect to the Second EGM.

Record Date

The Board has determined that for these meetings the persons who will be considered as entitled to attend the EGM's, are those holders of shares who on 23 January 2020, after close of trading on the regulated market of Euronext Amsterdam (the **Record Date**), hold those rights and are registered as such in the administrations of their banks and brokers that are intermediaries in the meaning of the Dutch financial supervision act (*de Wet giraal effectenverkeer*).

Registration to Vote

Shareholders are entitled to vote up to the total number of shares that they held at the close of trading at the Record Date, provided they have registered their shares timely.

Holders of shares who wish to attend the meetings in person or appoint a representative, must notify ABN AMRO by Friday 14 February 2020, at 5.30 p.m. CET at the latest via www.abnamro.com/evoting or via the intermediary in whose administration their shares are registered at the Record Date.

The intermediaries must submit to ABN AMRO, a statement via www.abnamro.com/intermediary including the number of shares notified for registration and held by that shareholder at the Record Date.

ABN AMRO will send these shareholders a proof of registration via the relevant intermediary. Shareholders (or their proxy holder) can be requested at the registration desk of the meetings to show a valid identification document. After checking this with the registration list, the shareholder (or proxy holder) will be admitted to the meetings.

Voting by Proxy

Notwithstanding the obligation to register for the meetings, the right to attend and to vote at the meetings may be exercised by a holder of a written proxy. A form of a written proxy is available free of charge in the manner set out under "Meeting documents" above. The written proxy must be received by the Company no later than on 14 February 2019, 5:30 pm CET. A copy of the proxy will need to be presented at the registration for admission to the meetings.

The proxy to represent a shareholder that includes a voting instruction may (but needs not) be granted electronically to the Board, via www.abnamro.com/evoting no later than 14 February 2020 at 5:30 pm CET. The intermediaries must submit to ABN AMRO, a statement including the number of shares notified for registration and held by that shareholder at the Record Date.

If you intend to instruct your custodian bank for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.

Registration and identification at the meetings

Registration for admission to both meetings will take place from 1:30 pm CET until the commencement of the meetings at [2:00] pm CET. After this time registration is no longer possible. Persons entitled to attend the meetings may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

For further information, please see the Company's website (www.dutchstarcompanies.com/investor-relations) or contact us by at +31 (0)20 416 1303 or via e-mail ir@dutchstar1.com.

The Board

Amsterdam, 9 January 2020