

14 DECEMBER 2021

**Notice convening the virtual Annual General Meeting of Shareholders of**

**Pepco Group N.V.**

to be held virtually on **27 January 2022** at 3p.m. (CET) and to be attended via webcast via [www.pepcogroup.eu](http://www.pepcogroup.eu)

Pepco Group N.V. (the **Company**) invites its shareholders to its virtual Annual General Meeting of Shareholders (the **AGM**), which will be held at 3 p.m. CET on 27 January 2022.

In accordance with the Temporary Act COVID-19 Justice and Safety, shareholders can only attend the AGM virtually via a webcast as set out below. Formally, the meeting will be held at the offices Allen & Overy LLP (Amsterdam office), Apollolaan 15, 1077 AB Amsterdam, the Netherlands.

**Agenda**

The following agenda items are scheduled for the AGM:

1. Opening
2. Annual report and Annual Financial Statements 2021
  - a. Report of the Board 2021
  - b. Advisory vote on the remuneration report 2021 (advisory item)
  - c. Adoption of the Annual Financial Statements 2021 (voting item)
  - d. Explanation of the dividend policy
3. Discharge of the members of the Board
  - a. Discharge of the executive members of the Board in respect of the performance of their duties during the financial year 2021 (voting item)
  - b. Discharge of the non-executive members of the Board in respect of the performance of their duties during the financial year 2021 (voting item)
4. Authorisations of the Board
  - a. Authorisation of the Board to have the Company acquire up to 10% of the ordinary shares in its own capital (voting item)
  - b. Authorisation of the Board to issue (rights to subscribe for) up to 10% ordinary shares in the Company's capital and to restrict or exclude related pre-emptive rights (voting item)
5. Approval of the implementation of a new long-term incentive plan (voting item)
6. Re-appointment of the External Auditor for the financial year 2022 (voting item)
7. Any other business
8. Closing of the meeting

**Documentation**

The agenda with the explanatory notes thereto, the annual report over the financial year 2021 (including the report of the Board, the remuneration report and the annual financial statements

relating to the financial year which ended on 30 September 2021), can be found at [www.pepcogroup.eu](http://www.pepcogroup.eu) in the “Investors” section. These documents can be requested via [investorrelations@pepcogroup.eu](mailto:investorrelations@pepcogroup.eu) and will then be sent electronically. For any other questions relating to the (organisation of the) AGM, you can contact [investorrelations@pepcogroup.eu](mailto:investorrelations@pepcogroup.eu).

### **Record Date**

Persons entitled to attend, vote at and participate in the virtual AGM shall be those persons who, after all entries and deletions have been processed, have these rights on 30 December 2021 (the ‘**Record Date**’) at 6 p.m. (CET) and are registered as such in one of the registers designated by the Company.

### **Application and registration**

Shareholders (both holders of shares in book-entry form and holders of shares registered in the shareholder’s name in the Company’s register of shareholders) may exercise their rights if they are the shareholders in the Company on the Record Date and they or their proxy have notified the Company of their intention to attend the virtual Annual General Meeting in writing or by any other electronic means that can be reproduced on paper ultimately at 20 January 2022 as set out below.

All notifications to attend the AGM must be accompanied by the following information:

- the name of the shareholder;
- the address of the shareholder;
- the email address of the shareholder;
- the number of shares for which such shareholder may exercise the voting rights and/or meeting rights at the AGM;
- if the shareholder is a legal entity: a recent extract from the commercial register where such shareholder is registered;
- a copy of a passport of the shareholder, or if the shareholder is a legal entity of the person representing the shareholder;
- where applicable, a written proxy in connection with the exercise of voting rights (see below);
- only applicable to holders of shares in book-entry form: the account number of the securities account of the shareholder;
- only applicable to holders of shares in book-entry form: the name of the intermediary operating the securities account of the shareholder; and
- only applicable to holders of shares in book-entry form: evidence from the intermediary operating its securities account that on the Record Date (i.e. 30 December 2021), such number of shares for which such shareholder intends to exercise voting rights and/or meeting rights at the AGM, were recorded on its securities account.

Shareholder wishing to attend the AGM and/or to exercise the voting rights attached to their shares must notify the Company thereof, which notice must have been received by email by Ms Jacqueline Knox, the Company’s secretary, by email to [AGM.registration@pepcogroup.eu](mailto:AGM.registration@pepcogroup.eu) no later than 20 January 2022.

### *Voting by proxy*

The right to vote at the AGM can only be exercised by a written proxy with voting instructions to Ms Jacqueline Knox, the Company’s secretary, provided that the relevant shareholder has registered for the AGM as set out above.

A form of a written proxy is available at the Company's website. The written proxy must be received by the Company no later than Thursday 20 January 2022. The proxy can be granted by sending an email with the proxy and voting instructions to [AGM.registration@pepcogroup.eu](mailto:AGM.registration@pepcogroup.eu) no later than Thursday 20 January 2022.

It is not possible for shareholders to vote electronically during the meeting.

#### *Webcast*

Due to the associated health risks and governmental restrictions related to the COVID-19 pandemic, the meeting will be held virtually and can only be attended via webcast. This means that shareholders will not be able to physically attend the meeting. The meeting will be webcast live and available in full via [www.pepcogroup.eu](http://www.pepcogroup.eu).

#### *Questions regarding the agenda items*

A shareholder entitled to vote at the meeting may submit questions about the agenda items until 3 p.m. (CET) on 24 January 2022. The submitted questions will be answered, possibly in a bundled form, during the meeting and will be published on the website. Shareholders who have submitted questions before the deadline, may ask follow-up questions via email during the meeting. If it is not feasible to answer all follow-up questions during the meeting, the answers to the remaining questions will be published on the website of the company after the meeting. The Chair of the meeting may further determine this in the interest of the order the meeting. Questions (both prior to the meeting as well as follow-up questions during the meeting) may be submitted via [investorrelations@pepcogroup.eu](mailto:investorrelations@pepcogroup.eu).

#### *Shareholders of Pepco Group NV*

Shareholders of Pepco Group NV can follow the meeting via [www.pepcogroup.eu](http://www.pepcogroup.eu).

#### *Issued capital and voting rights of the Company*

At the day of this notice, the Company has an issued share capital of EUR 5,750,000 consisting of 575,000,000 ordinary shares, each having a nominal value of EUR 0.01. The Company does not hold ordinary shares in its own capital. Therefore, the total number of voting rights at the day of this notice amounts to 575,000,000.

The Board of Pepco Group N.V.

Amsterdam, 14 December 2021