Draft dated 21 March 2023. Any comments on the minutes should be sent to investorrelations@pepcogroup.eu

Minutes of the Annual General Meeting of Shareholders (AGM) of Pepco Group N.V., having its official seat in Amsterdam, the Netherlands, held on Thursday 2 February 2023 at 2:00 p.m. (CET)

Chair: Richard Burrows, Chair of the Board of Directors (the **Chair**) of Pepco Group N.V. (**Pepco Group** or the **Company**)
Secretary: Jacqueline Knox, company secretary (the **Secretary**)

The Chair opened the meeting at 2:00 p.m. (CET) and welcomed the persons present to the meeting, either in person or virtually. He then invited the Secretary to run through a few technical considerations.

The Secretary explained that the webcast was streamed in 'listen only' mode. The Board members present were Richard Burrows, Trevor Masters and Brendan Connolly and they were joined by Mat Ankers, Interim CFO of the Company. The meeting was conducted in English, in accordance with the articles of association of the Company and was recorded for the purpose of preparing minutes of the meeting. Shareholders have had the opportunity to submit questions prior to the meeting via the shareholder voting platform Evote by ING; no questions were received prior to the meeting.

The Secretary acted as secretary of the meeting. Civil-law notary Ms. Joyce Leemrijse, partner with Allen & Overy LLP, was present to oversee the meeting. Furthermore, in accordance with the provisions of the Dutch Corporate Governance Code, Ms. Nathalie Habers from Mazars Accountants N.V., the external auditor of the Company, was present to comment on the audit opinion provided on the financial statements.

The Secretary advised that the notice for the meeting and other meeting documents were made publicly available on the Company's website on 22 December 2022, in accordance with the relevant provisions of the Company's articles of association and all legal requirements. These documents were also published via ESPI. The record date for the meeting was 5 January 2023, in line with the statutory term of 28 days prior to the meeting.

The Secretary notified the meeting that the holders of 495,239,675 shares were present or represented in the meeting, amounting to 86.12% of the issued capital of the Company on the record date and on the date of the meeting. This represented an equal number of votes. She concluded that the requirements relevant to the convening and holding of the meeting were met and the meeting could validly resolve on the matters put forward on the agenda.

The Chair moved on to agenda item 2.a. and invited Trevor Masters to discuss the Annual Report and Annual Financial statements for the financial year 2022 and the current state of affairs of the Company.

Trevor Masters, CEO of the Company, stated that since stepping up as CEO of the Company he has been reminded of the significant opportunities of the Pepco group as a whole. Previously, the Company was just focused on maximising the returns at each of its operating companies. The Company has increasingly been focused on maximising the Pepco group as a whole, by unlocking the scale and utilising the overall capability of the Pepco group. Overall, the aim is to make sure the Company will become bigger, better, simpler and cheaper every year.

Despite macro-economic challenges, Pepco Group delivered another good year with tremendous resilient trading in all of Pepco Group's countries. This is a result from Pepco Group's new store opening program, its profitable new store openings, as well as its significant reduction of the cost of operating its businesses.

He concluded that Pepco Group has ambitious plans. It will continue to grow its stores, which is incredibly important, and it will continue to drive and improve its customer offer.

The Chair thanked Trevor Masters. He concluded that there are no questions on this agenda item and moved on to agenda item 2.b., the advisory vote on the 2022 remuneration report.

He explained that the remuneration policy is to be discussed as a separate agenda item and put to the General Meeting for a vote. The remuneration report details the implementation and execution of the remuneration policy for the Board for the financial year 2022. He invited Brendan Connolly, Chair of the Remuneration Committee, to give a short explanation.

Brandan Connolly explained that there are three core parts to Executive Directors' pay, being base salary, an annual cash bonus and a long-term incentive plan. The Remuneration Committee reviewed the base salary of Trevor Masters, who was appointed as temporary executive director of the Company in July 2022, when he was confirmed as the new Group CEO and it determined that his base salary should be increased by 5.0% in 2023, in line with the average increase awarded to the Group's senior management team. For the short-term bonus plan, the Remuneration Committee assessed the Company's EBITDA performance against the targets the Company had set for the financial year. The strong performance achieved delivered 66% of salary as a bonus for the CEO and CFO for the period during which they were employed in financial year 2022. On the basis of Trevor Masters' contribution to the Company's strong performance in challenging macro-economic circumstances, the Board exercised its discretion to award to Trevor Masters the maximum bonus opportunity of 100% of base salary. The third part of the Executive Directors' pay is their participation in the Value Creation Plan (**VCP**), which operates for five years up to 30 September 2024. In January 2023, the Company's performance was once again measured against the VCP value hurdle. However, the Company did not exceed the value hurdles for the financial year ending 30 September 2022. Consequently, the nil cost options granted to the previous CEO and CFO in February 2022 will not vest during this financial year.

He continued that, as part of the remuneration package agreed with the new CEO upon his appointment, the Board agreed to exercise its discretion to vary the vesting conditions applicable to the nil cost options granted to Trevor Masters, and others, in February 2022. The VCP value hurdle was disapplied to Trevor Masters' nil cost options and replaced with an EBITDA target for the financial years ending 30 September 2022, 30 September 2023 and 30 September 2024. The EBITDA target for 2022 set by the Board was achieved and consequently 50% of the nil cost options issued to Trevor Masters in February 2022 will vest in 2023. Shares issued to participants in the VCP are subject to a two year holding period from the date of vesting. As CEO, Trevor Masters is expected to build a shareholding in the Company equal to 300% of his base salary.

The Chair reiterated that the right to vote at the meeting could be exercised on the shareholder voting platform, Evote by ING, and by written proxies with voting instructions granted to Joyce Leemrijse. In the absence of any questions, the Chair moved on to the voting results and asked the Secretary to share the voting results.

The Secretary stated that the results include votes in favour of the proposal, votes against the proposal and votes abstained. According to the statutory regulations, votes abstained are considered non-casted votes. The Secretary showed that in respect of this agenda item there were 2,964 abstentions, 19,291,955 votes against the proposal and 475,944,756 votes in favour of the proposal, which means that 96.10% of the votes were cast in favour of the proposal.

The Chair concluded that the General Meeting had approved the remuneration report.

He moved on to agenda item 2.c., which concerned the adoption of the Annual Financial Statements for financial year 2022, which ended on 30 September 2022. The financial statements were prepared in accordance with Dutch law, and the audit of the Company's financial statements was performed by the external auditor Mazars Accountants N.V. The Chair invited Nathalie Habers to present the findings of Mazars.

Nathalie Habers, auditor with Mazars, stated that Mazars was engaged to audit the financial year 2022 consolidated financial statements of Pepco Group. She confirmed that the statutory auditor, the audit firm and partners, senior managers and managers conducting the statutory audit, remained independent from the Company in conducting the audit.

Mazars' audit procedures were set up to obtain partial control reliance in areas where it deemed control testing relevant for the audit. Otherwise, a full substantive audit approach was used. The materiality, the amount that could potentially influence users of the financial statements, was set at EUR 16.7 million, which is based on 7.5% of the net profit before tax. Mazars' reporting threshold was set at EUR 0.5 million. It used component auditors in several countries to perform the work on the local entities. All of the component auditor audit files were reviewed and Mazars was involved throughout the audit process in accordance with ISA auditing standard 600.

The significant audit areas were: (a) risk of fraud in revenue recognition, (b) management override of control, (c) inventory, (d) valuation of goodwill and intangible assets and (e) the consolidation process. In addition to last year, more time was spent on bribery and corruption. The audit report is included in the Annual Report starting at page 167. Unlike previous year, Mazars had issued a qualified opinion for financial year 2022. The qualification is aimed at the inability for the auditor to obtain sufficient audit evidence, supporting the reconciliation of inventory held at warehouses and the inventory included in the financial statements. There is a net unexplained difference of EUR 7 million. In previous year, reconciliation was possible due to different circumstances.

The auditors report includes key audit matters. The key audit matters are not a comprehensive reflection of all matters discussed. Only the two most important matters were mentioned, which are the carrying value of goodwill and the risk of bribery and corruption.

The auditors report also contains a specific paragraph on fraud and going concern. This paragraph became mandatory this year as a result of new regulations in the Netherlands for listed companies. The paragraph includes a risk assessment, the audit response and Mazars' conclusions reached.

The Chair stated that there are no questions on this agenda item.

The Secretary announced that in respect of this agenda item there were no abstentions, 2,968,336 votes against the proposal and 492,271,339 votes in favour of the proposal, which means that 99.40% of the votes were cast in favour of the proposal.

The Chair therefore concluded that the proposal to adopt the Annual Financial Statements for the financial year 2022 had been approved.

The Chair invited Mat Ankers to discuss agenda item 2.d., which concerned an explanation of the dividend policy.

Mat Ankers, interim CFO of the Company, referred to Pepco Group's dividend policy outlined in the IPO Prospectus, which stated that "*the Directors intend to commence dividend payments at an appropriate time in the future while maintaining an appropriate level of cover and retaining flexibility for investment opportunities as they arise*". This statement sought to balance a number of factors, but all based on the foundation of the cash generative quality of the Pepco group, which has been strongly evidenced over time. This strength of cash generation readily funds the Board's preference to invest the Company's cash in the future growth of the Pepco group. However, the Company naturally remains cognisant of the trading uncertainty introduced by COVID-19 and inflation, and where a healthy cash position provides useful protection.

He continued that the Board remains committed to the introduction of a dividend. However, as a prudent management team, while the COVID-19 and inflation related uncertainties remain valid and opportunities are still being identified to further accelerate store openings from their current rate, it would not be appropriate to introduce further cash pressure on the Pepco group in the form of a dividend.

However, the Company believes that the quality of its business, particularly as it grows in scale, should support a dividend. The Company will continue to review periodically the timing of the implementation of a progressive dividend policy alongside fully exploring opportunities for growth investment.

The Chair confirmed that no dividend will be paid for the financial year 2022.

He then moved on to agenda item 3.a., regarding the discharge of the executive members of the Board in respect of the performance of their duties during the financial year 2022. It was proposed to release the previous executive directors and the current temporary executive director from liability in relation to the performance of their duties during this period. The discharge will be granted to the extent that such exercise is apparent from the financial statements over the relevant financial year or otherwise disclosed to the General Meeting of Shareholders of the Company prior to the adoption of the financial statements.

The Secretary announced that in respect of this agenda item there were no abstentions, no votes against the proposal and 495,239,675 votes in favour of the proposal, which means that 100% of the votes were cast in favour of the proposal.

The Chair therefore concluded that the proposal to discharge the executive members of the Board in respect of the performance of their duties during the financial year 2022 was adopted.

He then continued to agenda item 3.b., concerning the discharge of the non-executive members of the Board in respect of the performance of their duties during the financial year 2022. It was proposed to release the current non-executive members of the Board from liability in relation to the performance of their duties during this period. The discharge will be granted to the extent that such exercise is apparent from the financial statements over the relevant financial year or otherwise disclosed to the General Meeting of Shareholders of the Company prior to the adoption of such financial statements.

The Secretary announced that in respect of this agenda item there were no abstentions, 4,338,957 votes against the proposal and 490,900,718 votes in favour of the proposal, which means that 99.12% of the votes were cast in favour of the proposal.

The Chair therefore concluded that the proposal to discharge the non-executive members of the Board in respect of the performance of their duties during the financial year 2022 was adopted.

He continued with agenda item 4.a., concerning the authorisation of the Board to have the Company acquire up to 10% of the ordinary shares in its own capital. It was proposed to the General Meeting that, with effect from the date of the meeting, the Board is authorised for a term of 18 months, to resolve on the acquisition by the Company of its own fully paid-up shares, up to a maximum of 10% of the current issued share capital. The repurchase should take place either through purchase on the Warsaw Stock Exchange or otherwise, at a price, excluding expenses, not lower than the nominal value of the ordinary shares and not higher than the opening market price of the ordinary shares on the Warsaw Stock Exchange on the day of the repurchase plus 10%. The proposed authorisation will replace the authorisation granted to the Board on 27 January 2022.

The Secretary announced that in respect of this agenda item there were no abstentions, 2,964 votes against the proposal and 495,236,711 votes in favour of the proposal, which means that 99.99% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to authorise the Board to have the Company acquire up to 10% of the ordinary shares in its own capital was adopted.

He then continued to agenda item 4.b., regarding the designation of the Board as the competent body to issue ordinary shares in the Company's capital, including the right to issue rights to subscribe for ordinary shares in the Company's capital, and to restrict or exclude related pre-emptive rights, with effect from the date of the meeting, for a maximum of 10% of the issued share capital on the date of the meeting and for a term of 18 months. This designation will allow the Board to be flexible and react quickly, if and when deemed appropriate, to circumstances that require the issuance of ordinary shares, without prior approval from the General Meeting. The designation can be used for any and all purposes, subject to statutory limitations.

The proposed authorisation replaces the general authorisation granted to the Board on 27 January 2022. However, this authorisation does not replace the authorisation granted to the Board to issue ordinary shares at any time during a period of five (5) years from 26 May 2021 to enable the Company to comply with its obligations to the participants in the VCP and Equity Award Plan, as defined in the Company's prospectus dated 5 May 2021.

The Secretary announced that in respect of this agenda item there were no abstentions, 10,923,598 votes against the proposal and 484,316,077 votes in favour of the proposal, which means that 97.79% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to designate the Board as the competent body to issue up to 10% ordinary shares in the Company's capital, including the rights to subscribe for shares, and to restrict or exclude related pre-emptive rights was adopted.

He continued with agenda item 5, concerning the proposal to appoint new members of the Board. Under agenda item 5.a., it was proposed to appoint Trevor Masters as an executive member of the Board. Trevor Masters joined the Pepco group in November 2019 as Managing Director of Pepco and accepted the role of Group Chief Operating Officer in January 2022. Following the retirement of Andy Bond as Group Chief Executive Officer in March 2022, Trevor Masters was appointed as interim Group CEO, a position made permanent in May 2022. Trevor Masters is currently a temporary Executive Director and if approved, he will be appointed as an Executive Director with immediate effect until the close of the AGM of the Company to be held in 2026.

The Secretary announced that in respect of this agenda item there were 4,347,000 abstentions, 343,764 votes against the proposal and 490,548,911 votes in favour of the proposal, which means that 99.93% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to appoint Trevor Masters as an executive member of the Board was adopted.

He then continued to agenda item 5.b., regarding the proposal to appoint Neil Galloway as an executive member of the Board with effect from the date of his commencement in the role of Chief Financial Officer on 1 April 2023 until the close of the AGM of the Company to be held in 2026. Neil Galloway is an experienced listed company CFO who has worked in senior finance and commercial roles at multi-national companies over the past 15 years, including cross-border retail.

The Secretary announced that in respect of this agenda item there were 4,347,000 abstentions, 1,693,428 votes against the proposal and 489,199,247 votes in favour of the proposal, which means that 99.66% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to appoint Neil Galloway as an executive member of the Board was adopted.

He then continued to agenda item 5.c., regarding the proposal to appoint Andy Bond as a non-executive member of the Board until the close of the AGM of the Company to be held in 2026. Andy Bond held the role of CEO of the Pepco group between 2015 and March 2022, when he retired from his executive position. Andy Bond has a deep understanding of Pepco Group's business and has significant experience within the retail sector.

The Secretary announced that in respect of this agenda item there were 1,362,538 abstentions, 14,081,045 votes against the proposal and 479,796,092 votes in favour of the proposal, which means that 97.15% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to appoint Andy Bond as a non-executive member of the Board was adopted.

He continued with agenda item 6, concerning the proposal to amend selected items of the existing remuneration policy. He invited Brendan Connolly to give an explanation.

Brendan Connolly explained that the Company's remuneration policy was approved just before the shares were listed on Warsaw Stock Exchange and was not scheduled to be presented to the General Meeting for approval until the next AGM in 2024. Nevertheless, the retirement of the Company's Group CEO and Group CFO in March and April 2022 respectively, both of whom received significant long-term incentive awards whilst the business was privately owned, required the Company to consider a more market relevant salary and bonus structure for their successors.

He summed up the key proposed changes to the remuneration policy, being (a) to add in clarity over the performance metrics to be used in the Company's long-term incentive plan (**LTIP**), (b) to increase the annual bonus plan maximum for the executive members of the Board from 100% to 150%, (c) to provide for the periodic review of the fee levels of non-executive members of the Board, including an increase of 5% with effect from 1 October 2022, (d) to extend the VCP by two years and to re-base the annual valuation hurdle against which the VCP is measured and (e) to allow the Chair of the Board, Andy Bond, to participate in the VCP.

With regard to the LTIP, the Remuneration Committee has decided what performance metrics would be most suitable, being a balanced scorecard of performance metrics consisting of: 45% weighting on Adjusted EPS growth, 45% weighting on an enterprise value measure and 10% weighting on ESG.

With regard to the short-term bonus opportunity for the Group CEO and, on his appointment, the new Group CFO, it is proposed to set the maximum bonus opportunity at 150% of salary. The opportunity for the current interim Group CFO will remain at 100% of salary. The bonus opportunity will be divided into 80% for underlying EBITDA and 20% for strategic goals. These performance metrics are broadly aligned with the broader senior management team.

The incoming Chair of the Board will receive the same annual fee as the current Chair, being GBP 400,000. This will next be reviewed on 1 October 2023. The Company's new Group CFO will receive a salary of GBP 600,000, an annual bonus opportunity of 150% of salary and a 0.6% participation in the VCP.

It has furthermore proposed to increase the fees of the non-executive directors of the Board with 5% and to permit the Board to periodically review the fees paid to non-executive directors to reflect latest market practice and the remuneration reviews undertaken across our broader workforce.

The Secretary announced that in respect of this agenda item there were no abstentions, 19,294,919 votes against the proposal and 475,944,756 votes in favour of the proposal, which means that 96,10% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to amend the remuneration policy was adopted.

The Chair moved on to agenda item 7, concerning the proposal to amend the Company's VCP.

Brandan Connolly explained that the VCP was designed to incentivise the Company's senior management to deliver exceptional returns for shareholders. The Company has operated the VCP since before its shares were admitted to the Warsaw Stock Exchange. However, the growth in the business anticipated when the VCP was launched, has been delayed by the COVID-19 pandemic and the current impact of macro-economic uncertainties. As such, the anticipated growth has been delayed and the current market valuation multiples are below where the Company expected them to be at this stage in its development, for reasons outside the control of the management team.

With a new CEO and CFO and the adoption of a new strategy, he explained that the Remuneration Committee believes that it is appropriate to adapt the VCP terms to address concerns that current and potential future participants will be materially adversely impacted by the 10% annual compounding valuation hurdle that is a key feature of the VCP. Due to the two years of delays caused by the COVID-19 pandemic it was also deemed appropriate to reconsider the end date of the plan.

He continued that the size of the total pool is reduced from 6.9% to 6.5% of the increase in value created above the valuation hurdle. An aggregate cap on the total value of nil-cost options which can be granted in any one year under the VCP, will be set at EUR 52 million for all participants. Individual annual caps will apply to the value of nil cost options that may vest for any director who participates.

He concluded that the Chair's interests should be firmly aligned to those of the Company's shareholders through the grant of a 1% participation in the VCP. Although Andy is not considered to be independent under Dutch and Polish corporate governance rules, the Board is of the view that both his nomination to the Board and his participation in the VCP are appropriate at this stage in the Company's development.

The Secretary announced that in respect of this agenda item there were no abstentions, 19,294,919 votes against the proposal and 475,944,756 votes in favour of the proposal, which means that 96,10% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to amend the VCP was adopted.

He continued with agenda item 8, concerning the re-appointment of the External Auditor, Mazars Accountants N.V., for the financial year 2023. He added that the proposal was recommended by the Board, and in the absence of any questions he moved on to the voting results.

The Secretary announced that in respect of this agenda item there were no abstentions, 2,964 votes against the proposal and 495,236,711 votes in favour of the proposal, which means that 99.99% of the votes were cast in favour of the proposal.

The Chair concluded that the proposal to re-appoint Mazars Accountants N.V. as External Auditor for the financial year 2023 was adopted and that all agenda items of Pepco Group's second Annual General Meeting have now been discussed. He continued and concluded that there are no other questions or other items to discuss under "Any other business". The voting results of the meeting were published on the website, shortly after the meeting.

He stated that the draft minutes of the meeting will be available on the Company's website at the latest three (3) months after the date of the meeting. After this date, shareholders have another three months to submit their comments prior to the adoption of the minutes.

The Chair noted that he will step down as the Chairman and from the Board at the end of this AGM and thanked every colleague across the Pepco group for their hard work and commitment. He also thanked the shareholders for their participation in the AGM.

The Chair the meeting closed at 2:38 p.m. (CET).

Chair: R. Burrows	Secretary: J. Knox