

**1 FEBRUARY 2024**

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

**Pepco Group N.V.**

to be held on **15 March 2024** at 1 p.m. (CET)

Pepco Group N.V. (the **Company**) invites its shareholders to its Annual General Meeting (the **AGM**), which will be held at 1 p.m. CET on 15 March 2024.

The meeting will be held at the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands. The meeting will be broadcasted live at the Company's website [www.pepcogroup.eu](http://www.pepcogroup.eu) for all interested parties. The recording also will be made available to watch online after the meeting.

Shareholders should regularly check the Company's website at [www.pepcogroup.eu](http://www.pepcogroup.eu) for updates in relation to the AGM.

**Agenda**

The following agenda items are scheduled for the AGM:

1. Opening
2. Annual Report and Annual Financial Statements 2023
  - a. Report of the Board for the financial year 2023
  - b. Advisory vote on the Remuneration Report for the financial year 2023 (**advisory voting item**)
  - c. Adoption of the Annual Financial Statements for the financial year 2023 (**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 2023 (**voting item**)
  - b. Discharge of the non-executive members of the Board in respect of the performance of their duties during the financial year 2023 (**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% of the ordinary shares in the Company's capital and to restrict or exclude related pre-emptive rights (**voting item**)
5. Cancellation of ordinary shares (**voting item**)
6. Composition of the Board
  - a. Appointment of Sean Mahoney as a non-executive member of the Board for a term of three years (**voting item**)
  - b. Re-appointment of Neil Brown as a non-executive member of the Board for a term of three years (**voting item**)

- c. Re-appointment of María Fernanda Mejía as a non-executive member of the Board for a term of three years (**voting item**)
  - d. Re-appointment of Brendan Connolly as non-executive member of the Board for a term of three years (**voting item**)
  - e. Re-appointment of Grazyna Piotrowska-Oliwa as a non-executive member of the Board for a term of three years (**voting item**)
  - f. Re-appointment of Paul Soldatos as a non-executive member of the Board for a term of three years (**voting item**)
7. Re-appointment of Mazars Accountants N.V. as the Company's external auditor for the financial year 2024 (**voting item**)
  8. Amendments to the long-term incentive plan (**voting item**)
  9. Amendment to the Company's Directors' Remuneration Policy (**voting item**)
  10. Any other business
  11. Closing of the meeting

## Documentation

The agenda with the explanatory notes thereto, the annual report over the financial year 2023 (including the report of the Board, the remuneration report and the annual financial statements relating to the financial year 2023), can be found at [www.pepcogroup.eu](http://www.pepcogroup.eu) in the "Investors" section. These documents can also 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).

## Registration

Shareholders are entitled to attend the meeting in-person if:

- a. they are recorded as a shareholder of the Company on 16 February 2024, following the processing of deposits and withdrawals on that date, (the **Record Date**) in one of the (sub)registers administered by the Polish National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*); and
- b. they have notified their attendance for the meeting no later than 8 March 2024, 5:00 p.m. CET in accordance with the registration procedure set out below.

Shareholders who either in-person or by proxy would like to attend the meeting, should register for the meeting following the Record Date but no later than 8 March 2024, 5:00 p.m. CET. Shareholders can register themselves via the electronic platform 'Evote by ING' available via: <https://evote.ingwb.com> or via their intermediary where their shares are administered. The intermediaries must provide ING Bank N.V., Issuer Services (location TRC 02.039, Foppingadreef 7, 1102 BD, Amsterdam, the Netherlands, email: [agm.pas@ing.com](mailto:agm.pas@ing.com)) no later than 8 March 2024, 5:00 p.m. CET with an electronic statement that includes the number of shares presented for registration purposes, as well as the full address details of the relevant shareholder(s).

## **Attendance**

Shareholders who would like to attend the meeting in-person, should furthermore have registered themselves on 15 March 2024, the day of the meeting, at the registration desk (between 12 p.m. and the commencement of the meeting at 1 p.m. (CET). Proof of identity by means of a valid identity document may be requested.

## **Proxy voting procedure and voting instructions**

Without prejudice to the provisions above regarding application and registration for the meeting, shareholders who will not be attending the AGM in-person, but nonetheless wish to participate in the decision-making process may:

- a. grant an electronic voting proxy to civil-law notary Mr. C.A. Voogt or his substitute (the **Notary**) with the instructions to vote at the AGM. To that effect, the shareholder should submit the voting instructions to the Notary on the electronic platform 'Evote by ING' available via <https://evote.ingwb.com>. By providing the voting instructions, the shareholder grants a proxy to the Notary to vote on the shares at the AGM in accordance with the instructions. Voting instructions must be received no later than 8 March 2024, 5:00 p.m. CET; or
- b. submit the voting instructions by means of a proxy form, which can be downloaded online via the Company's website: [www.pepcogroup.eu](http://www.pepcogroup.eu). After completion and signing, the proxy form should be sent to ING Bank N.V. Issuer Services: location TRC 02.039, Foppingadreef 7, 1102 BD, Amsterdam, the Netherlands or by email: [agm.pas@ing.com](mailto:agm.pas@ing.com), where it should be received no later than 8 March 2024, 5:00 p.m. CET.

The aggregate voting results based on the voting proxies given to the Notary may be shared with the Company prior to the AGM.

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

At the day of this notice, the Company has an issued share capital of EUR 5,760,273.42 consisting of 576,027,342 ordinary shares, each having a nominal value of EUR 0.01. At the day of this notice, 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 576,027,342.

The Board of Pepco Group N.V.

Amsterdam, 1 February 2024.