



AGENDA

2023 ANNUAL GENERAL MEETING

CTP N.V.

The annual general meeting ("**AGM**") of CTP N.V. (the "**Company**") will be held on Tuesday 25 April 2023 at 10.00 AM (CET) at Capital C, Weesperplein 4B, 1018 XA Amsterdam, the Netherlands.

AGENDA

- 1. Opening**
- 2. Financial year 2022**
 - (a) Report of the Board for the financial year 2022 (discussion item)
 - (b) Remuneration report (voting item – advisory vote)
 - (c) Explanation of the policy on dividends and additions to the reserves (discussion item)
 - (d) Adoption of the 2022 annual accounts of the Company (voting item)
 - (e) Proposal to determine the final dividend over the financial year 2022 (voting item)
- 3. Discharge**
 - (a) Discharge of the Company's executive directors from liability for their duties in the financial year 2022 (voting item)
 - (b) Discharge of the Company's non-executive directors from liability for their duties in the financial year 2022 (voting item)
- 4. Re-appointment KPMG Accountants N.V. as the external auditor for the financial year 2023 and 2024 (voting item)**
- 5. Authorisation of the Board to:**
 - (a) Issue shares (voting item)
 - (b) Restrict or exclude pre-emptive rights (voting item)
 - (c) Issue shares or grant rights to subscribe for shares pursuant to an interim scrip dividend (voting item)
 - (d) Restrict or exclude pre-emptive rights in relation to an interim scrip dividend (voting item)
 - (e) Acquire shares in the share capital of the Company (voting item)
- 6. Amendment of the Company's articles of association (voting item)**
- 7. Any other business**
- 8. Closing**





EXPLANATORY NOTES TO THE AGENDA

Agenda item 2(a): Report of the Board for the financial year 2022

Presentation by the Company's board of directors (the "**Board**") on the performance of the Company in 2022 and discussion of the report of the Board, including the report of the non-executive directors of the Company.

Agenda item 2(b): Remuneration report

This item concerns an advisory vote on the remuneration report for the financial year 2022, which is set out on pages 320 to 328 (inclusive) of the 2022 annual report, and is available on the Company's website (www.ctp.eu). It is proposed to cast a favourable advisory vote.

Agenda item 2(c): Explanation of the policy on dividends and additions to the reserves

The Board will give an explanation of the dividend policy of the Company applicable in the financial year 2022. The policy is available on the Company's website (www.ctp.eu).

Agenda item 2(d): Adoption of the 2022 annual accounts of the Company

It is proposed to adopt the annual accounts for the financial year 2022. The annual accounts can be found on pages 348 to 444 (inclusive) of the 2022 annual report, and is available on the Company's website (www.ctp.eu).

Agenda item 2(e): Proposal to determine the final dividend over the financial year 2022

As announced in the Company's press release on 3 March 2023, it is proposed by the Board, with the consenting vote of a majority of the Company's non-executive directors entitled to vote, to declare a final dividend of EUR 0.23 per share for the financial year 2022. Recognizing the 2022 interim dividend of EUR 0.22 that was paid on 5 September 2022, this leads to a full year dividend of EUR 0.45 per share.

The final dividend will be paid either in cash, after deduction of withholding tax if applicable, or in shares, at the election of the shareholder. If no choice is made during the election period, the dividend will be paid in shares. Further details regarding the election mechanism whereby shareholders can opt to receive a distribution as a cash payment instead of a payment in shares will be announced by the Company timely before such distribution becomes payable. Dividends paid in the form of shares will be issued by charging the share premium reserve of the Company. The stock fraction for the shares dividend will be based on the volume weighted average price of the shares in the share capital of the Company on Euronext Amsterdam of the last three trading days of the election period. Rights to fractions of shares shall be paid in cash.





This proposal also includes the authorisation of the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, issue shares or grant rights to subscribe for shares up to the amount necessary for the payment of the dividend in shares to the shareholders entitled to receive the final dividend in shares pursuant to the election terms of the dividend and to exclude pre-emptive rights in relation to such issue of shares or grant of rights to subscribe for shares.

Planning final dividend

27 April 2023	Ex-dividend before opening of business
28 April 2023	Record date dividend at close of business
2 May 2023	Start election period scrip or cash dividend
15 May 2023 including	End election period
18 May 2023	Payment date dividend

Agenda item 3(a): Discharge of the Company's executive directors from liability for their duties in the financial year 2022

It is proposed to discharge the Company's executive directors in office in the financial year 2022 from all liability in relation to the exercise of their duties in the financial year 2022, to the extent such performance is apparent from the 2022 annual accounts or other public disclosures prior to the adoption of the 2022 annual accounts.

Agenda item 3(b): Discharge of the Company's non-executive directors from liability for their duties in the financial year 2022

It is proposed to discharge the Company's non-executive directors in office in the financial year 2022 from all liability in relation to the exercise of their duties in the financial year 2022, to the extent such performance is apparent from the 2022 annual accounts or other public disclosures prior to the adoption of the 2022 annual accounts.

Agenda item 4: Re-appointment KPMG Accountants N.V. as the external auditor for the financial year 2023 and 2024 (voting item)

In 2022, the audit committee of the Company evaluated the performance of the Company's external auditor, KPMG Accountants N.V. The outcome of the evaluation was positive. As a result, it is proposed to re-appoint KPMG Accountants N.V. as external auditor of the annual accounts of the Company for the financial years 2023 and 2024.



**Agenda item 5(a): Authorisation of the Board to issue shares**

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, issue shares or grant rights to subscribe for shares in the share capital of the Company. This authorisation will apply for a period of 18 months from the date of this AGM, i.e. until and including 25 October 2024, and is limited to a maximum of 15 % of the issued share capital of the Company as per 25 April 2023. The authorisation may be used for general purposes with due observance of the applicable statutory provisions. Subject to this authorisation being approved, the existing authorisation will no longer be utilised.

Agenda item 5(b): Authorisation of the Board to restrict or exclude pre-emptive rights

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, restrict or exclude pre-emptive rights in relation to the issue of shares or grant of rights to subscribe for shares in the share capital of the Company under the authorisation as referred to in agenda item 5(a). This authorisation will apply for a period of 18 months from the date of this AGM, i.e. until and including 25 October 2024. Subject to this authorisation being approved, the existing authorisation will no longer be utilised.

Agenda item 5(c): Authorisation of the Board to issue shares or grant rights to subscribe for shares pursuant to an interim scrip dividend

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, issue shares or grant rights to subscribe for shares in the share capital of the Company up to the amount necessary for the payment of an interim scrip dividend regarding the financial year 2023 resolved upon by the Board in shares, should the Board decide to provide shareholders with such interim distribution pursuant to articles 11.1 and 11.2 of the Company's articles of association, in shares to the shareholders entitled to receive the scrip dividend in shares pursuant to the election terms of the scrip dividend. Further details regarding the election mechanism whereby shareholders can opt to receive a distribution as a cash payment instead of a payment in shares will be announced by the Company timely before such distribution becomes payable.

Agenda item 5(d): Authorisation of the Board to restrict or exclude pre-emptive rights in relation to an interim scrip dividend

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the non-executive directors entitled to vote, restrict or exclude pre-emptive rights in relation to the issue of shares or grant of rights to subscribe for shares in the share capital of the Company under the authorisation as referred to in agenda item 5(c).

Agenda item 5(e): Authorisation of the Board to acquire shares in the share capital of the Company



It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, acquire shares in the share capital of the Company. This authorisation will apply for a period of 18 months from the date of this AGM, i.e. until and including 25 October 2024.

Under the authorisation shares may be repurchased up to 10% of the issued share capital of the Company as per the date of this AGM (i.e. 25 April 2023), at the stock exchange or otherwise, for a valuable consideration, or otherwise at a price between the nominal value of the shares and 110% of the opening price of the shares on Euronext Amsterdam N.V.'s stock exchange during five trading days prior to the date of the acquisition. Subject to this authorisation being approved, the existing authorisation to acquire shares will no longer be utilised.

The purpose of this proposal is to give the Board the authorisation to return capital to the Company's shareholders, and/or to cover obligations under share-based compensation plans, or for other purposes.

Agenda item 6: Amendment of the Company's articles of association

The Board proposes to amend the Company's articles of association to make a clarification and to provide for the possibility to hold fully digital general meetings, insofar the law permits. The proposed amendment to the Company's articles of association, including the English translation of the proposed articles of association and an explanation thereto (both in the governing Dutch language and in unofficial English translation) are available at the offices of the Company in Amsterdam and on the Company's website (www.ctp.eu). In addition, shareholders will have the opportunity to receive a copy of the proposed amendment of the articles of association in accordance with section 2:123 subsection 3 of the Dutch Civil Code and article 12.1.1 of the Company's articles of association.

This proposal includes the authorisation of each of the Company's executive directors as well as each lawyer, (candidate) civil law notary and paralegal of De Brauw Blackstone Westbroek N.V. to execute the notarial deed of amendment of the Company's articles of association.

