



## CONVOCAATION 2023 ANNUAL GENERAL MEETING CTP N.V.

CTP N.V. (the "**Company**" or "**CTP**") invites its shareholders to attend the annual general meeting (the "**AGM**") to be held on Tuesday 25 April 2023 at 10.00 AM (CET). Shareholders may attend the AGM in person or virtually. The AGM will be held at Capital C, Weesperplein 4B, 1018 XA Amsterdam, the Netherlands. Further information regarding attendance and voting can be found below.

### 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





## Meeting documents

The agenda including the explanatory notes, the 2022 annual accounts of the Company and the proposal to amend the Company's articles of association as well as any other meeting documents are available at the offices of the Company (CTP N.V., Company Secretary Office, Apollolaan 151, 1077 AR Amsterdam, the Netherlands) and can be accessed via the Company's website [www.ctp.eu](http://www.ctp.eu). The meeting documents are available in the English language. Only where required by law, Dutch language versions are available.

## Record date

Shareholders will be entitled to vote and (virtually) attend the AGM if they are registered as shareholders at **5.30 PM (CET) on Tuesday 28 March 2023** (the "**Record Date**") and (ii) have duly submitted their Application (as defined below).

## Registration and application

A shareholder who wishes to attend the AGM virtually, in person, or by proxy must register with ING Bank N.V. (via Evote by ING [evote.ingwb.com](http://evote.ingwb.com)) or, in case of attendance in person or by proxy, through their bank or broker (the "**Application**"). The Application may be submitted in the period starting as of the Record Date and no later than **5.30 PM (CET) on Monday 17 April 2023**.

The Application of or on behalf of the shareholder should state that the shareholder wishes to attend the AGM virtually, in person, or by proxy, and in which administration the holder is registered for the shares, stating that such shares were registered in his/her/its name at the Record Date. Together with this Application, intermediaries are furthermore requested to include further details of the relevant holder in order to be able to verify the shareholding on the Record Date in an efficient manner.

## Attendance in person

Shareholders who wish to attend the AGM in person will, following the Application, receive a confirmation of registration per email, including a link to the attendance card, that will give them entrance to the AGM. Shareholders may be requested to identify themselves by means of a valid identification document prior to being admitted.

Shareholders who wish to attend the AGM in person are requested to vote electronically by using their own electronic device (smartphone or tablet). In addition, CTP has voting devices available in case shareholders do not wish to use their own electronic device.

## Virtual attendance

Shareholders who wish to attend the AGM virtually may, following the Application, access the online platform of the AGM via Evote by ING [evote.ingwb.com](http://evote.ingwb.com). Certain details of the shareholder may be required for verification purposes. On the day of the AGM, shareholders may log into the





online platform from **9.30 AM (CET)** until the commencement of the AGM. After this time, registration for admission is no longer possible.

Shareholders may vote in real time electronically during the AGM via the online platform of the AGM.

### **Voting by proxy**

Voting rights may be exercised by a person holding a written proxy. In order to vote by proxy, shareholders must have registered their shares via the Application. Shareholders can submit their voting instructions online via Evote by ING [evote.ingwb.com](https://evote.ingwb.com) until and including **5.30 PM (CET)** on **Monday 17 April 2023**. Shareholders may also grant a proxy with a voting instruction to Mr. B.J. Kuck, civil-law notary in Amsterdam, the Netherlands, or in his absence a substitute designated by him, or a third party, to vote on behalf of the shareholder. A proxy form is available at the Company's website ([www.ctp.eu](https://www.ctp.eu)) or can be obtained in electronic form upon request at ING via [agm.pas@ing.com](mailto:agm.pas@ing.com). The written proxy must be received by ING Bank N.V. (via attn. Issuer Services TRC 02.039, Foppingadreef 7, 1102 BD, Amsterdam, the Netherlands, or via [agm.pas@ing.com](mailto:agm.pas@ing.com)) no later than **5.30 PM (CET)** on **Monday 17 April 2023**.

### **Questions**

#### Written questions ahead of the AGM

Shareholders may submit written questions about the items on the agenda to the Company in advance of the AGM, no later than **10.00 AM (CET)** on **Friday 21 April 2023** via [company.secretary@ctp.eu](mailto:company.secretary@ctp.eu). Timely submitted questions will, possibly combined with other questions, be answered during the AGM. The chair of the AGM may at her sole discretion amend this procedure on behalf of an orderly meeting. When submitting questions, for verification purposes, shareholders must include their name, address and number of shares held at the Record Date in their email, which is to be accompanied by a statement of the shareholder's bank or intermediary of the number of shares held by the shareholder at the Record Date.

#### Written and verbal questions during the AGM

Furthermore, shareholders who have registered to attend the AGM virtually have the opportunity to ask questions in writing via the chat-function of the webcast during the AGM. Shareholders who attend the AGM in person have the opportunity to ask questions during the AGM as well.

Amsterdam, 9 March 2023

The Board of Directors

