

AGENDA

2024 ANNUAL GENERAL MEETING

CTP N.V.

The annual general meeting ("AGM") of CTP N.V. (the "Company") will be held on Tuesday 23 April 2024 at 9.30 AM (CET) at The Dylan Amsterdam, Keizersgracht 384, 1016 GB Amsterdam, the Netherlands, the Netherlands.

AGENDA

1. **Opening**
2. **Financial year 2023**
 - (a) Report of the Board for the financial year 2023 (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 2023 annual accounts of the Company (voting item)
 - (e) Compliance with the Dutch Corporate Governance Code (discussion item)
 - (f) Adoption of the final dividend over the financial year 2023 (voting item)
3. **Discharge**
 - (a) Discharge of the Company's executive directors from liability for their duties in the financial year 2023 (voting item)
 - (b) Discharge of the Company's non-executive directors from liability for their duties in the financial year 2023 (voting item)
4. **Adoption of the Remuneration Policy (voting item)**
5. **Composition of the Board**
 - (a) Reappointment of Ms. Barbara Knoflach (voting item)
 - (b) Reappointment Ms. Susanne Eickermann-Riepe (voting item)
 - (c) Appointment of Mr. Rodolphe Schoettel (voting item)
 - (d) Appointment of Ms. Kari Pitkin (voting item)
6. **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)
7. **Closing**

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2(a): Report of the Board for the financial year 2023

Presentation by the Board on the performance of the Company in 2023 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 2023, which is set out on pages 143 to 154 (inclusive) of the 2023 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 2023. The policy is available on the Company's website (www.ctp.eu).

Agenda item 2(d): Adoption of the 2023 annual accounts of the Company

It is proposed to adopt the annual accounts for the financial year 2023. The annual accounts can be found on pages 171 to 276 (inclusive) of the 2023 annual report and is available on the Company's website (www.ctp.eu).

Agenda item 2(e): Compliance with the Dutch Corporate Governance Code

The Company complies with all but eight of the best practice provisions of the Dutch Corporate Governance Code 2022. For an account of the Company's compliance with the Dutch Corporate Governance Code reference is made to the section "Compliance with the Dutch Corporate Governance Code 2022" in the 2023 annual report.

Agenda item 2(f): Adoption of the final dividend over the financial year 2023

As announced in the Company's press release on 7 March 2024, 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 0.275 per share for the financial year 2023. Recognizing the 2023 interim dividend of EUR 0.25 that was paid on 4 September 2023, this leads to a full year dividend of EUR 0.525 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

29 April 2024	Ex-dividend before opening of business
30 April 2024	Record date dividend at close of business
2 May 2024	Start election period scrip or cash dividend
15 May 2024	End election period
20 May 2024	Payment date dividend

Agenda item 3(a): Discharge of the Company's executive directors from liability for their duties in the financial year 2023

It is proposed to discharge the Company's executive directors in office in the financial year 2023 from all liability in relation to the exercise of their duties in the financial year 2023, to the extent such performance is apparent from the 2023 annual accounts or other public disclosures prior to the adoption of the 2023 annual accounts.

Agenda item 3(b): Discharge of the Company's non-executive directors from liability for their duties in the financial year 2023

It is proposed to discharge the Company's non-executive directors in office in the financial year 2023 from all liability in relation to the exercise of their duties in the financial year 2023, to the extent such performance is apparent from the 2023 annual accounts or other public disclosures prior to the adoption of the 2023 annual accounts.

Agenda item 4: Adoption of the Remuneration Policy

The current policy in respect of the remuneration of the executive directors and the non-executive directors of the Company was adopted by the AGM in 2021 and will expire next year. In line with the requirement to (re)submit the remuneration policy to a vote by the general meeting at least every four years, it is proposed to adopt a new policy in respect of the remuneration of the executive directors and the non-executive directors of the Company as published on the Company's website (www.ctp.eu) (the "**Remuneration Policy**"). If adopted, the Remuneration Policy will be effective as per 1 January 2024.

It is proposed to make limited changes to the Remuneration Policy. The key proposed changes in relation to implementing the Remuneration Policy are to (i) amend the peer group; (ii) change the STI and LTI; (iii) provide for the possibility to remunerate the Company's non-executive directors in shares; and (iv) provide for fixed annual fees for the members of the Company's sustainability committee.

- (i) Peer group – To ensure a balanced approach to benchmarking of remuneration, the Company compares its remuneration levels to a peer group. The Company's current peer group consists solely of Euronext AEX and AMX listed companies. The Company's proposed peer group has been constructed with a narrower sector focus, to only include real estate logistics companies in Europe and the UK and Canada with European operations. Euronext AEX and AMX listed companies will be used as a reference if they are within a reasonable range of CTP's market capitalization, for labour market purposes.

- (ii) Changes to the STI and LTI – Under the new Remuneration Policy, the maximum pay out when the STI targets are met will be amended downwards from 300% to 200%. ESG will be positioned as a separate target instead of a malus. For the LTI targets, ESG will be included as one of the performance measures. The TSR (absolute) target will be changed into a target better representing the underlying business growth of the Company.
- (iii) Option to remunerate the Company's non-executive directors (partly) in shares – The fixed annual fees granted to the Company's non-executive directors for the performance of their duties, including their role as chair or member of one or more committees, will remain the same in the new Remuneration Policy. It is proposed that the Company's non-executive directors may receive part of their fixed annual fees in the form of shares in the Company instead of a cash payment. A non-executive director may only elect to receive shares in accordance with and subject to the restrictions of the Remuneration Policy, which restrictions include a lock-up period during which the non-executive director may not dispose the shares received. For 2024, the Company's non-executive directors will not be eligible to receive part of their fixed annual fees in the form of shares in the Company.
- This proposal also includes the adoption of the remuneration of the non-executive directors whereby the Company's non-executive directors may elect to receive shares instead of cash in line with the new Remuneration Policy and with effect from 2025.
- (iv) Sustainability Committee – Given the introduction of the Company's sustainability committee in 2022, the fixed annual fees for the members of the Company's sustainability committee are EUR 10,000 for a member and EUR 15,000 for the chair. These committee fees are the same as currently applicable to the nomination and remuneration committee.
- This proposal also includes the adoption of the fixed fees for the members of the Company's sustainability committee as mentioned above in this paragraph (iv) and in line with the new Remuneration Policy and with effect from 1 January 2023.

In the preparation of the new Remuneration Policy, the Company has conducted meaningful engagement with its stakeholders. In this respect, the Company engaged with seven stakeholders and investors. The feedback received during this engagement has been very helpful to the Company's nomination and remuneration committee in developing the proposals. The key findings and themes of this engagement were (i) the composition of the peer group; (ii) the consideration on whether to include the Company's CEO in the STI and LTI target setting; (iii) the reduction of maximum STI pay-out from 300% to 200%; (iv) the inclusion of ESG targets; (v) the deletion and replacement of the LTI target Absolute TSR with EBITDA growth; and (vi) the option to remunerate the Company's non-executive directors (partly) in shares.

The main principles of the Remuneration Policy are to remunerate the members of the Board to ensure that both short term operational results and long-term sustainable value creation are balanced; to align the remuneration granted with the Company's stakeholders; to grant remuneration that is simple and transparent and aligned with the Company's performance measures; and to attain that the remuneration granted is fair but competitive.

Agenda item 5(a): Reappointment of Ms. Barbara Knoflach

The current term of Ms. Barbara Knoflach ends at the close of this AGM. It is proposed to reappoint Ms. Knoflach as non-executive director of the Company, in accordance with the nomination by the Board, for a term ending at the close of the AGM to be held in 2028, i.e. for a period of 4 years, in accordance with article 8.2 of the Company's articles of association.

Ms. Knoflach was born in 1965 and has the Austrian nationality. Ms. Knoflach holds a degree in Economics with a focus on Computer Science from the University of Applied Sciences in Mainz, Germany. Currently Ms. Knoflach is a member of the board of directors of both Swiss Prime Site AG and Lendlease Corporation Limited (Australia). Ms. Knoflach also serves as a supervisory board member of Aareal Bank AG, of which she is also the vice-chairperson, and Landmarken AG. Until 2019 she was Deputy CEO and Global Head of Investment Management of BNP Paribas Real Estate Investment Management and before that also served as CEO of SEB Asset Management.

Ms. Knoflach holds 8,921 shares in the capital of the Company.

Ms. Knoflach was appointed in March 2021 as the Company's senior independent director and chair of the Board. With her knowledge of the real estate business and the real estate markets in Western and Central Eastern European countries she has proven to be capable of leading the Company to better results and to be crucial in the transition of the Company from entrepreneur to institutional entrepreneur. Ms. Knoflach's knowledge of the HR domain makes her an excellent chair of the Company's nomination and remuneration committee which the Company proposes to continue as long as no suitable candidate has been found.

Agenda item 5(b): Reappointment Ms. Susanne Eickermann-Riepe

The current term of Ms. Susanne Eickermann-Riepe ends at the close of this AGM. It is proposed to reappoint Ms. Eickermann-Riepe as non-executive director of the Company, in accordance with the nomination by the Board, for a term ending at the close of the AGM to be held in 2028, i.e. for a period of 4 years, in accordance with article 8.2 of the Company's articles of association.

Ms. Eickermann-Riepe was born in 1960 and has the German nationality. Ms. Eickermann-Riepe holds a degree in civil engineering from the Fachhochschule Münster, Germany. Currently Ms. Eickermann-Riepe is a supervisory board member of ARE Austrian Real Estate GmbH. She also acts as Chair of the European World Regional Board at the Royal Institute of Chartered Surveyors and as Chair of the board of the ICG Institute. Until 2020 she was a Partner and Head of German Real Estate Business at PwC and before that also served as Managing Director of PwC's Pension Fund.

Ms. Eickermann-Riepe holds 14,400 shares in the capital of the Company.

Ms. Eickermann-Riepe was appointed in March 2021 as member of the Board and member of the Company's audit committee. Upon establishment of a sustainability committee as one of the 3 subcommittees below the Board, Ms. Eickermann-Riepe became the first chair. Her knowledge of the ESG domain is undisputed and helps the Company to achieve its ESG goals both from a company- as well as from a regulatory perspective. Ms. Eickermann-Riepe will be asked to remain chair of the Company's sustainability committee and member of the Company's audit committee.

Agenda item 5(c): Appointment of Mr. Rodolphe Schoettel

It is proposed to appoint Mr. Rodolphe Schoettel as non-executive director of the Company, in accordance with the nomination by the Board, for a term of ending at the close of the AGM to be held in 2027, i.e. for a period of 3 years, in accordance with article 8.2 of the Company's articles of association.

Mr. Schoettel was born in 1962 and has the French and Swiss nationality. Mr. Schoettel holds a degree in Business administration from the University of St. Gallen, Switzerland. Currently, he is the CFO and Managing Director of

the Augustin Quehenberger Group GmbH. He also acts as Managing Partner of CR Asset Management GmbH and affiliated companies and as Executive Director of ROS Capital AG and affiliated companies. Mr. Schoettel has also served as Turnaround Manager at Treuhandanstalt Berlin, as Executive Director of Delacher+Co Transport AG, as CFO of the Board of Directors of Thiel Logistik AG, as Executive Board member of TNT Logistics CEE and as CFO and member of the Board of Directors of Pin Group AG.

Mr. Schoettel does not hold shares in the capital of the Company.

As a CFO of Quehenberger Group, a big transport- and logistics company active throughout Europe, Quehenberger Group, Mr. Schoettel has extensive knowledge in the area of financing, accounting and auditing. In addition to Mr. Schoettel's work at Quehenberger, he is an investor in various asset management companies in Switzerland and Austria and thus understands the perspective of investors and entrepreneurs in the Central and Eastern European countries.

Agenda item 5(d): Appointment of Ms. Kari Pitkin

It is proposed to appoint Ms. Kari Pitkin as non-executive director of the Company, in accordance with the nomination by the Board, for a term of ending at the close of the AGM to be held in 2027, i.e. for a period of 3 years, in accordance with article 8.2 of the Company's articles of association.

Ms. Kari Pitkin was born in 1969 and has the American and British nationality. Previously, she was the Head of Client Solutions at PIMCO Prime Real Estate GmbH. Prior to that, she was the Head of EMEA Real Estate & Lodging Investment Banking at Bank of America Merrill Lynch. She is a Global Trustee of Urban Land Institute.

Ms. Kari Pitkin holds an MBA from the Darden School of Business, University of Virginia and a bachelor's degree in Economics and Sociology, also from the University of Virginia.

Ms. Kari Pitkin does not hold shares in the capital of the Company.

Ms. Pitkin has an Anglo-American background and brings this cultural perspective to the table. She is a real estate investment banker with extensive knowledge of Anglo-American capital- and bond markets and is at ease with private investors and is experienced in the areas of governance, ESG and HR related topics.

Agenda item 6(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 23 October 2025, and is limited to a maximum of 10% for general purposes and 10% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances. In both cases, the authorization is limited to a maximum of 10% of the issued share capital of the Company as per 23 April 2024 and will be used with due observance of the applicable statutory provisions. Subject to this authorisation being approved, the existing authorisation will no longer be utilised.

This agenda item 6(a) as well as agenda item 6(b), are an annually recurring agenda item because the Board considers it in the interest of the Company and its stakeholders to be able to react in a timely manner when certain opportunities arise that require the issue of shares. Therefore, the Board would like to have the authority to issue shares when such occasions occur, and to exclude the pre-emptive rights in situations where it is imperative to be

able to act quickly, without having to request the prior approval of the Company's shareholders, for which an extraordinary shareholders' meeting would have to be convened, which would take valuable time or could create disruptive market speculations. In the past, this authorisation was for example used in relation to the takeover of Deutsche Industrie REIT-AG ("DIR"). In addition to a mandatory cash consideration, the Company was able to offer Company shares as an alternative consideration in exchange for DIR shares. The opportunity to enter into this type of transaction may be limited if the Company needs to request prior approval to issue shares and/or exclude shareholders' pre-emption rights.

Agenda item 6(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 authorisations referred to in agenda item 6(a). This authorisation will apply for a period of 18 months from the date of this AGM, i.e. until and including 23 October 2025. Subject to this authorisation being approved, the existing authorisation will no longer be utilised.

Agenda item 6(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 6(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 6(c).

Agenda item 6(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 23 October 2025.

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. 23 April 2024), 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.