

ANNOUNCEMENT FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NEW AMSTERDAM INVEST N.V.

The Annual General Meeting of Shareholders ("**AGM**") of the public limited liability company New Amsterdam Invest N.V. ("**NAI**") will be held on D.V. 21 June 2024 from 10.00 a.m. at the Van der Valk Hotel, Winthontlaan 4-6, 3526 KV Utrecht, The Netherlands.

The AGM was convened by the Board of Directors of NAI (the "**Board of Directors**") to discuss and decide on the following:

AGENDA

- 1.** Opening of the AGM.
- 2.** Discussion of the report of the Board of Directors for the financial year ended 31 December 2023 ("**financial year 2023**").
- 3.** Discussion of the report of the Supervisory Board for the financial year 2023.
- 4.** Discussion of NAI's financial statements for the financial year 2023.
- 5.** Adoption of NAI's financial statements for the financial year 2023 (*vote*).
- 6.** Discussion of the remuneration report for the financial year 2023 (*advisory vote*).
- 7.** Discharge of each member of the Board of Directors in respect of the performance of his duties in financial year 2023 (*vote*):
 - i. Aren van Dam;
 - ii. Arie Johannes Maarten van Dam;
 - iii. Cornelis Maartinus Verkade; and
 - iv. Elisha Shemtov Evers.
- 8.** Discharge to each member of the Supervisory Board in respect of the performance of his duties in the financial year 2023 (*vote*):
 - i. Jan Louis Burggraaf;
 - ii. Paulus Johannes Steman; and
 - iii. Elbert Dijkgraaf.¹
- 9.** Authorization of the Board of Directors to acquire paid-up ordinary shares or depositary receipts for shares in NAI's own capital (*vote*).
- 10.** Designation of the Board of Directors as the competent body to issue ordinary shares in the capital of NAI (*vote*).
- 11.** Designation of the Board of Directors as the competent body to limit or exclude the statutory right of pre-emption in the issue of ordinary shares in the capital of NAI (*vote*).

¹ As of 22 March 2024, Supervisory Board member Prof. Elbert Dijkgraaf no longer participated in the deliberations, meetings and decision-making by the Supervisory Board of the company due to his de facto inability to act as a result of his appointment as informer. Due to the temporary nature of this task, it has not been decided to (temporarily) replace the Supervisory Board member.

12. Reappointment of BDO Audit & Assurance B.V. as external independent auditor of NAI for the financial year ending 31 December 2024 (vote).

13. Interim dividend payment for the financial year 2024 (2.25% in June 2024 and – subject to (possible) future prior approval of the Supervisory Board – 2.25% in December 2024) (vote).

14. Questions and closure of the AGM.

The procedures for registration, representation and voting at the AGM to be held on D.V. 21 June 2024 at 10.00 a.m. in Utrecht are described below.

1. AGM DOCUMENTATION

The following AGM documentation is available on the NAI website

(<https://www.newamsterdaminvest.nl/>):

- this announcement of the AGM, including the agenda;
- the explanatory memorandum on the agenda of the AGM;
- NAI's annual report for the financial year 2023 (including the financial statements of NAI for the financial year 2023 and the report of the external auditor); and
- the proxy form for shareholders

This documentation can also be viewed at the offices of NAI, Herengracht 280, 1016 BX Amsterdam, by prior agreement made with NAI. If you, as a shareholder, wish to receive a copy of the documentation, NAI will make it available to you free of charge. To receive the copies by e-mail, please send your request to the following e-mail addresses:

mariette@newamsterdaminvest.com with a copy to frans@newamsterdaminvest.com.

2. REGISTRATION DATE

Shareholders of NAI who are entitled to vote and meet on **24 May 2024 at 5.40 p.m.** ("Record Date") after processing all book-entry settlements of that day and who are registered as such as shareholders in one of the NAI registers designated for this purpose by the Board of Directors, are entitled to participate in the AGM, provided that they subsequently register in the manner described below. Changes in a shareholder's shareholding after the Record Date do not affect the right to participate in the AGM.

The Board of Directors has designated as registers:

- (i) for book-entry shares held through Euroclear Nederland: the administrations of the banks and commission agents that are intermediaries of Euroclear Nederland within the meaning of the Giro Securities Transactions Act; and
- (ii) for registered shares held by persons registered in the shareholders' register of NAI: the shareholders' register of NAI maintained by the Board of Directors.

3. AGM REGISTRATION

Holders of book-entry shares who wish to attend the AGM must register with ABN AMRO Bank N.V. (via www.abnamro.com/evoting) or through their intermediary. Registration is possible from **May 25, 2024 to June 14, 2024 at 5:00 p.m.**

No later than **17 June 2024 at 13:00**, the relevant intermediary must provide ABN AMRO Bank N.V. (via www.abnamro.com/intermediary) with a statement confirming that the shares were registered in the name of the relevant shareholder on the Record Date and will be submitted for registration. Furthermore, the intermediary must provide the full address details of the relevant shareholder at the time of registration in order to enable ABN AMRO Bank N.V. to efficiently verify the shareholding on the Record Date.

Holders of registered shares will be approached individually by ABN AMRO Bank N.V. on **27 May 2024** regarding registration for the AGM. Holders of registered shares who wish to attend the AGM must register with ABN AMRO Bank N.V. (via www.abnamro.com/evoting). Registration is possible from **May 27, 2024 to June 14, 2024 at 5:00 p.m.**

4. ATTEND AGM AND VOTE

Shareholders can vote at the AGM in the following three ways:

- (i) By giving voting instructions via electronic proxy; or
- (ii) By giving voting instructions via the proxy form; or
- (iii) By physically attending the AGM and voting on the spot.

(i) By giving voting instructions via electronic proxy.

From 25 May 2024, holders of book-entry shares and/or registered shares, **who are entitled to cast a vote at the AGM and who have been registered correctly and on time, can** issue an electronic voting instruction to the company's secretary mr. Frans (F.J.J.) Crooked Neck or his deputy (the "**Secretary**") (via www.abnamro.com/evoting). The company secretary will attend the AGM and vote in accordance with the proxies and voting instructions given to him. The electronic voting instructions can be issued until **June 14, 2024 at 5:00 p.m. at the latest**.

(ii) Voting instructions via the proxy form

Holders of book-entry shares and/or registered shares who are entitled to vote at the AGM and who have been registered correctly and on time can grant a written proxy to the Secretary from **25 May 2024**. In that case, the Secretary is entitled to attend the AGM on behalf of the shareholder and to vote in accordance with the voting instructions given. The power of attorney form is available at the offices of NAI, Herengracht 280, 1016 BX Amsterdam and on the website of NAI (<https://www.newamsterdaminvest.nl/>).

The power of attorney form must **be received no later than June 14, 2024 at 5:00 p.m.** at the return address stated in the power of attorney form. In order to be able to vote validly at the AGM, a holder of book-entry shares must send the proxy form together with and at the same time as a confirmation from the intermediary regarding the number of book-entry shares held by the shareholder in question on the Record Date.

A written proxy can be issued without voting instructions. In the event that a written proxy is issued to the Secretary without voting instruction, the written proxy shall be deemed to contain a voting instruction for all proposals made by the Board of Directors.

(iii) Voting on the spot

Holders of book-entry shares and/or registered shares who are entitled to attend the AGM and have been registered correctly and on time will receive a registration certificate that also serves as an admission ticket to the AGM. Those who are entitled to attend the AGM or their representatives must identify themselves on the spot and bring a valid proof of identity (valid passport, driver's license or identity card) in addition to their registration certificate.

To ensure speedy registration, visitors who wish to vote in person at the AGM are requested to register at the registration desk no later than **9:45 a.m.** The **registration desk is closed** after 10:00 am.

At the start of the AGM, each voter will receive an electronic voting box. The electronic voting box can be used to vote for, against or blank when a decision is put to the vote during the AGM.

5. NUMBER OF SHARES OUTSTANDING

On the date of the convocation of the AGM, the number of issued and issued capital of NAI amounts to 6,111,597 ordinary shares, 73,653 promoter shares and 5 priority shares. One vote can be cast for each share. NAI holds 943,558 shares in its own capital, on which no vote can be cast. A total of 5,241,697 votes can be cast at the AGM.

NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NEW AMSTERDAM INVEST N.V. on 21 JUNE 2024.

Agenda item 1 - Opening of the General Meeting of Shareholders (AGM).

The Chairman of the Supervisory Board of NAI opens the AGM. The chairman shall appoint a secretary. The number of shares represented at the meeting shall be announced.

Agenda item 2 - Discussion of the report of the Board of Directors for the financial year ended 31 December 2023.

NAI's Executive Board discusses NAI's performance for the financial year 2023 at the AGM. The AGM is invited to discuss the Executive Board's management report, as included in the NAI annual report for the financial year 2023.

Agenda item 3 - Discussion of the report of the Supervisory Board for the financial year 2023.

The Supervisory Board will discuss its report on the financial year 2023 at the AGM. The AGM is invited to further discuss the report of the Supervisory Board, as included in the NAI Annual Report.

Agenda item 4 - Discussion of NAI's financial statements for the financial year 2023.

The Executive Board provides an explanation of NAI's financial statements for the financial year 2023, which were signed by the members of the Executive Board and two of the three members of the Supervisory Board and audited by BDO Audit & Assurance B.V.

As of 22 March 2024, Supervisory Board member Prof. Elbert Dijkgraaf no longer participated in the deliberations, meetings and decision-making by the company's Supervisory Board due to his de facto inability to act as a result of his appointment as informer. For that reason alone, he did not sign the company's 2023 financial statements. Due to the temporary nature of the Supervisory Board, it has not been decided to (temporarily) replace the Supervisory Board member.

Agenda item 5 - Adoption of the annual accounts of NAI for the financial year 2023 (vote).

The Executive Board proposes to the AGM to adopt the audited financial statements for 2023.

Agenda item 6 - Discussion of the remuneration report for the financial year 2023 (advisory vote).

The remuneration report for 2023 will be discussed and submitted to the AGM for an advisory vote. Reference is made to the remuneration report included in the NAI annual report. In the remuneration report for 2023, NAI will explain how the vote at this AGM was taken into account. If you vote in favour, this means that you are in favour of a positive recommendation on behalf of the AGM. If you vote against, this means that you are in favour of a negative recommendation on behalf of the AGM with regard to the remuneration report for 2023. The AGM's advice is not binding.

Agenda item 7 - Granting discharge to each member of the Executive Board in respect of the performance of his duties in financial year 2023 (vote):

- i. Aren van Dam;
- ii. Arie Johannes Maarten van Dam;
- iii. Cornelis Maartinus Verkade; and
- iv. Elisha Shemtov Evers.

The Executive Board proposes to the AGM to discharge each member of the Executive Board for the performance of their duties in the financial year 2023 insofar as this is apparent from the 2023 annual report, including the financial statements 2023, and from announcements and rulings made during the AGM.

Agenda item 8 - Granting discharge to each member of the Supervisory Board in respect of the performance of his duties in the financial year 2023 (vote):

- i. Jan Louis Burggraaf;
- ii. Paulus Johannes Steman; and
- iii. Elbert Dijkgraaf.

The Executive Board proposes to the AGM to discharge each member of the Supervisory Board for the performance of their duties in the financial year 2023 insofar as this is apparent from the

annual report 2023, including the financial statements 2023, and from announcements and rulings made during the AGM.

Agenda item 9 - Authorisation of the Executive Board to acquire paid-up ordinary shares or depositary receipts for shares in NAI's own capital (vote).

On 2 June 2023, the AGM decided to authorise the Executive Board for a period of 18 months to acquire paid-up ordinary shares or depositary receipts for shares in NAI's own capital on behalf of NAI, subject to the conditions that:

(i) the maximum number of paid-up ordinary shares or depositary receipts for NAI shares that can be acquired by NAI is equal to 50% of the total number of outstanding shares immediately after the settlement date (as defined in the Prospectus);

(ii) the paid-up ordinary shares or depositary receipts for shares in the capital of NAI may be acquired through the stock market or otherwise; and

(iii) the price for the acquisition of the paid-up ordinary shares or depositary receipts for NAI shares, excluding costs, may not be less than the nominal value of those paid-up ordinary shares or depositary receipts for NAI shares and may not exceed EUR 10,000.

This authorization will expire on December 2, 2024 or sooner if it is renewed or revoked.

In order to give the Executive Board the opportunity to obtain paid-up ordinary shares or depositary receipts for shares in NAI's own capital on behalf of NAI after 2 December 2024, this authorization must be revoked and reissued.

The Executive Board therefore proposes to the AGM to revoke the current authorization and to reissue this authorization for a period ending on 21 December 2025 or as soon as this authorization is renewed or revoked, on the understanding that the price for the acquisition of the paid-up ordinary shares or depositary receipts for NAI shares, excluding costs, may not exceed (at most) ten percent (10%) above the average share price of the NAI shares over the last five (5) working days prior to acquisition (instead of EUR 10.00).

Agenda item 10 - Designation of the Executive Board as the competent body to issue ordinary shares in the capital of NAI (vote).

In order to continue to guarantee financial flexibility, the Executive Board, with the approval of the Supervisory Board, proposes to the AGM to appoint the Executive Board as the body of NAI with the power to decide to issue ordinary shares and to grant rights to acquire ordinary shares, in accordance with Article 8.1 of the Articles of Association of NAI. for a period of 18 months, from 21 June 2024 to 21 December 2025. The maximum number of ordinary shares to be issued is limited to 20% of the issued capital as of 21 June 2024, and to revoke the existing authorization of the Executive Board. Resolutions of the Executive Board to issue ordinary shares or to grant rights to acquire ordinary shares are subject to the approval of the Supervisory Board.

Agenda item 11 - Designation of the Executive Board as the competent body to limit or exclude the statutory right of pre-emption in the issuance of ordinary shares in the capital of NAI (vote).

The Executive Board, with the approval of the Supervisory Board, proposes to the AGM to appoint the Executive Board as the body of NAI with the power to decide to limit or exclude the statutory preferential rights of existing shareholders in the issuance of ordinary shares or in the granting of rights to acquire ordinary shares in accordance with Article 8.7 of the Articles of Association of NAI, for a period of 18 months, from 21 June 2024 to 21 December 2025. This power is limited to 20% of the issued capital as of 21 June 2024, and to revoke the existing authorization of the Executive Board. Decisions of the Executive Board to limit or exclude the statutory right of pre-emption are subject to the approval of the Supervisory Board.

Agenda item 12 - Reappointment of BDO Audit & Assurance B.V. as external independent auditor of NAI for the financial year ending 31 December 2024 (vote).

For the financial year 2023, the AGM has appointed BDO as an external independent auditor for the audit of the financial statements 2023. In the selection of the external independent auditor for the financial year ending 31 December 2024, the Executive Board concluded that a reappointment of BDO would be best for NAI, given their knowledge of NAI, willingness to perform and their quality. The Executive Board therefore proposes to the AGM to reappoint BDO as external independent auditor for the audit of the financial statements for the financial year ending 31 December 2024.

Agenda item 13 - Interim dividend payment for financial year 2024 (2.25% in June 2024 and – subject to (possible) future prior approval of the Supervisory Board – 2.25% in December 2024) (vote).

The Executive Board has decided to propose an interim dividend payment in June and, subject to conditions, also in December 2024. The Supervisory Board has approved this proposal. It is proposed that the General Meeting should decide in accordance with this proposal. The reason why the Executive Board is proposing this is the expected operating profit for the year 2024 as well as the forecasted multi-year figures.

Agenda item 14 – Questions and closure of the AGM

The chairman gives the opportunity to make use of the round of questions and closes the meeting.

May 8, 2024

New Amsterdam Invest N.V.

Board of Directors