

24 APRIL 2024

**Notice convening the Extraordinary General Meeting of Shareholders of  
Pepco Group N.V.**

to be held on **6 June 2024** at 14.30 (CET)

Pepco Group N.V. (the **Company**) invites its shareholders to its Extraordinary General Meeting (the **EGM**), which will be held at 14.30 CET on 6 June 2024.

The meeting will be held at De Brauw Blackstone Westboek, Burgerweeshuispad 201, 1076 GR Amsterdam, 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 EGM.

### **Agenda**

The following agenda items are scheduled for the EGM:

1. Opening
2. Composition of the Board
  - a. Appointment of Stephan Borchert as an executive member of the Board for a term of three years (**voting item**)
  - b. Appointment of Frederick Arnold as a non-executive member of the Board for a term of three years (**voting item**)
3. Amendment to the Company's Directors' Remuneration Policy (**voting item**)
4. Approval of a share matching plan (**voting item**)
5. Any other business
6. Closing of the meeting

### **Documentation**

The agenda with the explanatory notes thereto, 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) EGM, 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 9 May 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 30 May 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 30 May 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 30 May 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 6 June 2024, the day of the meeting, at the registration desk (between 1.30pm and the commencement of the meeting at 2.30 (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 EGM 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 EGM. 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 EGM in accordance with the instructions. Voting instructions must be received no later than 30 May 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 30 May 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 EGM.

### **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, 24 April 2024.