



**AGENDA OF  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGM) OF  
ESPERITE N.V.**

**to be held on 30 April 2020 at 14:00 hours CET at**

**Hotel NH – Barbizon Palace , Prins Hendrikkade 59-72,  
1012 AD Amsterdam**

1. Opening and announcements
2. Business update
3. Esperite 2.0
4. Change of Headquarters location
5. Annual report 2018 – including Corporate Governance
6. Proposal to amend article 4 of the Company’s Articles of Association - Change of shares capital nominal value (Voting Item)
7. Proposal to amend article 22 Financial Year, Annual Accounts of the Company’s Articles of Association - (Voting Item)
8. Proposal to appoint two external auditors in relation to the audit of the annual accounts ending 30<sup>st</sup> June 2020 (Voting Item)
9. Future Board of Directors configuration. Resignation of Mr. Vincent Borgeot as non-executive director of the Company.
10. Delegation to the Board of Directors of the powers to (a) issue, and grant rights to subscribe for, shares in the capital of the Company up to a maximum aggregate issuance price of EUR 7,000,000; and (b) restrict or exclude the pre-emptive rights in connection with such issue of, or grant of rights to subscribe for shares in the capital of the Company, each for a period of 18 months from the date of the AGM (Voting Item)
11. Delegation to the Board of Directors, for a period of 24 months from the date of the EGM, of the power to acquire - through purchases on Euronext Amsterdam or otherwise - up to a maximum of 10% of the issued share capital of the Company as at the date of the EGM by acquiring shares for a purchase price not less than the share nominal value price and not higher than the average closing price over the five trading days prior to the date of acquisition at Euronext Amsterdam plus a 10% premium (Voting Item)
12. Any other business
13. Closing

Amsterdam, 13 March 2020

The notice, the complete agenda and the explanatory notes thereto are available for inspection and can be acquired at no costs at our offices and at F. Van Lanschot Bankiers N.V. (Beethovenstraat 300, 1077 WZ Amsterdam, facsimile +31(0)203489549, email: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)). These documents can also be downloaded from the website of the Company ([www.esperite.com](http://www.esperite.com)).