



**NOTICE 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 30st 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

The notice, the complete agenda and these 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). These documents can also be downloaded from the website of the Company (www.esperite.com).

Esperite is an international company and its corporate language is English. The EGM will therefore be conducted in English and translated in French if necessary.

As at the date hereof, 175'000'000 shares and 31 sub-shares are in issue. No (sub-)shares are currently held by the Company or its subsidiaries. The total number of voting rights as at the date hereof amounts to 175'000'000.

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Registration Date

Holders of shares or other persons with voting and/or meeting rights who are registered on 2 April 2020 (the "**Registration Date**"), after processing all additions and withdrawals as at the Registration Date, in the Company's shareholders' register or in the administration held by the Intermediaries with Euroclear Nederland within the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*), will have the right to attend the meeting in person or by proxy. Only shareholders may vote at the EGM.

Notification

Shareholders who wish to attend the EGM, either in person or by proxy, must notify the Company's agent F. Van Lanschot Bankiers N.V. in writing (F. Van Lanschot Bankiers N.V., Agency Services department, Beethovenstraat 300, 1077 WZ Amsterdam or by facsimile: +31(0)203489549 or by e-mail: proxyvoting@kempen.nl) ultimately by 15.00 hours CET on 23 April 2020. The registration certificate issued by F. Van Lanschot Bankiers N.V. serves as admission ticket for the meeting.

Proxy

Shareholders who wish to have themselves represented at the EGM by a proxy holder must register in accordance with the procedure stated above and deposit a written power of attorney which must be received by F. Van Lanschot Bankiers N.V. in writing (F. Van Lanschot Bankiers N.V., Agency Services department, Beethovenstraat 300, 1077 WZ Amsterdam or by facsimile: +31(0)203489549 or by e-mail: proxyvoting@kempen.nl) no later than 15.00 hours CET on 23 April 2020. Please note that when using sub-proxies, all proxies that are part of the proxy-chain need to be provided in time. A power of attorney and voting instruction form for this purpose can be obtained via our website.

Registration and identification

Registration for admission to the EGM will take start one hour prior to the commencement of the meeting. After this time registration is no longer possible. Persons entitled to attend the EGM may be asked for identification prior to being admitted and are therefore requested to carry a valid identification paper.

If you intend to instruct your custodian or broker for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.

Board of Directors

Amsterdam, 13 March 2020