

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

to be held on 30 September 2020 at 14:00 hours CET
at Hotel NH Amsterdam Barbizon Palace
Prins Hendrikkade 59-72, 1012 AD Amsterdam, the Netherlands

1. Opening and announcements
2. Approval Minutes of the Annual General Meeting of Shareholders of 8 January 2019 (Voting Item)
3. Status of bankruptcy and presentation of restructuring plan and future strategy of the Company
4. External Financing
5. Delegation to the Board of Directors of the powers to issue, and grant rights to subscribe for, shares in the capital of the Company and to restrict or exclude pre-emptive rights accruing in connection with such issue of shares or grant of rights to subscribe for shares (Voting Item)
6. Proposal to reduce the share capital with EUR 15,750,000 by means of reducing the nominal value of the shares from EUR 0.10 to EUR 0.01 per share (Voting Item)
7. Amendment of article 4 of the Articles of Association (Voting Item)
8. Composition of the Board of Directors
 - (i) Appointment of Mr. Hugo Brugiere as executive director of the Company for a maximum period of four years or until the AGM to be held in 2024 (Voting Item)
 - (ii) Re-appointment of Mr. Gert-Jan van der Marel as non-executive director of the Company for a maximum period of four years or until the AGM to be held in 2024 (Voting Item)
 - (iii) Appointment of Mr. Amar as non-executive director of the Company for a maximum period of four years or until the AGM to be held in 2024 (Voting Item)
9. Discharge of the former members of the Board of Directors (Voting Item)
10. Proposal to approve, confirm and ratify the entering into the strategic license agreement (Voting Item)
11. Any other business
12. Closing

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



The notice, the complete agenda and the explanatory notes thereto and the minutes referred to in agenda item 2 are available for inspection and can be acquired at no costs at the registered office of the Company (Vosselmanstraat 1, 7311 CL Apeldoorn) and at Van Lanschot Kempen 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).

Zutphen, 19 August 2020