



**NOTICE 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 Brugiére 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.



As at the date hereof, the Company has an issued and outstanding share capital of EUR 7,555,955.40 comprising 75,559,554 ordinary shares with a nominal value of EUR 0.10 each and 31 sub-shares with a nominal value of EUR 0.02 each.

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).

Registration Date

Holders of shares or other persons with voting and/or meeting rights who are registered on 2 September 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 Van Lanschot Kempen N.V. in writing (Van Lanschot Kempen 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 September 2020. The registration certificate issued by Van Lanschot Kempen 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 Van Lanschot Kempen N.V. in writing (Van Lanschot Kempen 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 September 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

Zutphen, 19 August 2020