

## **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NEW AMSTERDAM INVEST N.V.**

The annual general meeting of shareholders ("**AGM**") of the public limited company New Amsterdam Invest N.V. ("**NAI**") will be held on D.V. 5 June 2026 as from 10:00 a.m. at Van der Valk Hotel, Winthontlaan 4-6, 3526 KV Utrecht, the Netherlands.

The AGM has been convened by the Management Board of NAI (the "**Management Board**") to discuss and resolve upon the following:

### **AGENDA**

- 1. Opening of the AGM.**
- 2. Discussion of the report of the Management Board for the financial year ended 31 December 2025 ("financial year 2025").**
- 3. Discussion of the report of the Supervisory Board for the financial year 2025.**
- 4. Discussion of the annual accounts of NAI for the financial year 2025.**
- 5. Adoption of the annual accounts of NAI for the financial year 2025 (*voting*).**
- 6. Discussion of the remuneration report for the financial year 2025 (*advisory vote*).**
- 7. Granting of discharge to each member of the Management Board in respect of the performance of their duties in the financial year 2025 (*voting*):**
  - i. Aren van Dam;
  - ii. Arie Johannes Maarten van Dam;
  - iii. Cornelis Martinus Verkade; and
  - iv. Elisha Sjemtov Evers.
- 8. Granting of discharge to each member of the Supervisory Board of NAI in respect of the performance of their duties in the financial year 2025 (*voting*):**
  - i. Jan Louis Burggraaf;
  - ii. Paulus Johannes Steman; and
  - iii. Elbert Dijkgraaf.
- 9. Authorisation of the Management Board to acquire fully paid ordinary shares or depositary receipts for shares in the capital of NAI (*voting*).**
- 10. Designation of the Management Board as the authorised body to issue ordinary shares in the capital of NAI (*voting*).**
- 11. Designation of the Management Board as the authorised body to restrict or exclude the statutory pre-emptive right upon issuance of ordinary shares in the capital of NAI (*voting*).**
- 12. Reappointment of BDO Audit & Assurance B.V. as the external independent auditor of NAI for the financial year ending 31 December 2026 (*voting*).**
- 13. Resolution on dividend distribution for the financial year 2025. With the approval of the Supervisory Board and of the meeting of holders of priority shares, the Management**

**Board proposes not to distribute any further dividend for the financial year 2025. The final dividend is nil. (voting).**

#### **14. Questions and closing of the AGM.**

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**The procedures for registration, representation and voting at the AGM to be held on D.V. 5 June 2026 at 10:00 a.m. in Utrecht are described below.**

##### **1. AGM DOCUMENTATION**

The following AGM documentation is available on the website of NAI (<https://www.newamsterdaminvest.nl/>):

- this AGM notice, including the agenda; and
- the explanatory notes to the agenda of the AGM; and
- the annual report of NAI for the financial year 2025 (including the annual accounts of NAI for the financial year 2025 and the auditor’s report).

This documentation is, by prior appointment with NAI, also available for inspection at the offices of NAI, Herengracht 474, 1017 CA Amsterdam. If you, as a shareholder, wish to receive a copy of the documentation, NAI will provide it to you free of charge. To receive the documentation by e-mail, please send your request to: [mariette@newamsterdaminvest.com](mailto:mariette@newamsterdaminvest.com), with a copy to: [frans@newamsterdaminvest.com](mailto:frans@newamsterdaminvest.com).

##### **2. RECORD DATE**

Shareholders of NAI who, after processing of all book-entry settlements on that day, are entitled to vote and attend at **8 May 2026 at 5:40 p.m.** (the “**Record Date**”) and are registered as shareholders in one of the registers designated for this purpose by the Management Board, are entitled to attend the AGM, provided that they subsequently register in the manner described below. Changes in a shareholder’s holding after the Record Date do not affect the right to attend the AGM. The Management Board has designated the following registers: (i) for book-entry shares held via Euroclear Nederland: the administration of the banks and brokers that are intermediaries of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act; and (ii) for registered shares held by persons recorded in the shareholders’ register of NAI: the shareholders’ register of NAI maintained by the Management Board.

##### **3. REGISTRATION FOR THE AGM**

**Holders of book-entry shares who wish to attend the AGM must register with ABN AMRO Bank N.V. (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) or via their intermediary. Registration is possible from 9 May 2026 up to and including 29 May 2026 at 5:00 p.m.**

No later than **1 June 2026 at 1:00 p.m.** the relevant intermediary must provide ABN AMRO Bank N.V. (via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary)) with a statement confirming that the shares were registered in the name of the relevant shareholder on the Record Date and are submitted for registration. Furthermore, the intermediary must provide the full address details of the relevant shareholder upon submission in order to enable ABN AMRO Bank N.V. to efficiently verify the shareholding as at the Record Date.

**Holders of registered shares will be contacted individually by ABN AMRO Bank N.V. regarding registration for the AGM. Holders of registered shares who wish to attend must register with ABN AMRO Bank N.V.; they will receive an email regarding this on or after 11 May 2026 from the email address [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com). Registration is possible from 11 May up to and including 29 May 2026 at 5:00 p.m.**

##### **4. ATTENDING AND VOTING AT THE AGM**

Shareholders may vote at the AGM in the following three ways:

- (i) by submitting voting instructions via electronic proxy; or
- (ii) by submitting voting instructions via the proxy form; or
- (iii) by attending the AGM in person and voting at the meeting.

(i) Voting instructions via electronic proxy.

**Holders of book-entry shares and/or registered shares who are entitled to vote at the AGM and have been correctly and timely registered may, as from 9 May 2026, submit electronic voting instructions to the company secretary Mr Frans (F.J.J.) Scheefhals or his substitute (the "Secretary") via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The Secretary will attend the AGM and vote in accordance with the proxies and voting instructions granted to him. Electronic voting instructions may be submitted up to 29 May 2026 at 5:00 p.m.**

(ii) Voting instructions via the proxy form

**Holders of book-entry shares and/or registered shares who are entitled to vote at the AGM and have been correctly and timely registered may, as from 9 May 2026, grant a written proxy to the Secretary. In that case, the Secretary is authorised to attend the AGM on behalf of the shareholder and vote in accordance with the voting instructions. Shareholders who wish to submit voting instructions via a form must contact NAI no later than 29 May 2026 via [mariette@newamsterdaminvest.com](mailto:mariette@newamsterdaminvest.com). A holder of book-entry shares must, in order to vote validly, send the proxy form together and simultaneously with a confirmation from the intermediary regarding the number of book-entry shares held on the Record Date.**

A written proxy may be granted without voting instructions. If a written proxy is granted to the Secretary without voting instructions, it is deemed to include voting instructions in favour of all proposals made by the Management Board.

(iii) Voting in person

**Holders of book-entry shares and/or registered shares who are entitled to attend and have been correctly and timely registered will receive a registration certificate which also serves as an admission ticket. Those entitled to attend or their representatives must identify themselves at the venue by presenting the registration certificate and a valid proof of identity (valid passport, driving licence or identity card).**

To ensure swift registration, visitors who wish to vote in person are requested to register at the registration desk no later than **9:45 a.m.** After **10:00 a.m.** the registration desk will be closed.

## **5. NUMBER OF ISSUED SHARES**

On the date of convening the AGM, NAI's issued share capital consists of 6,185,255 ordinary shares, including 73,653 promoter shares and 5 priority shares. One vote may be cast on each share. NAI holds 943,558 shares in its own capital; no vote may legally be cast on those shares. In total, 5,241,697 votes may be cast at the AGM.

## **EXPLANATORY NOTES TO THE AGENDA**

### **Agenda item 1 – Opening of the general meeting of shareholders (AGM).**

The chairman of the Supervisory Board opens the AGM. The chairman appoints a secretary. The number of shares represented at the meeting is announced.

### **Agenda item 2 – Discussion of the report of the Management Board for the financial year ended 31 December 2025.**

The Management Board discusses NAI's performance for the financial year 2025. Shareholders are invited to discuss the Management Board's report, as included in the annual report for the financial year 2025.

### **Agenda item 3 – Discussion of the report of the Supervisory Board for the financial year 2025.**

The Supervisory Board discusses its report for the financial year 2025. Shareholders are invited to discuss the report of the Supervisory Board, as included in the NAI annual report.

### **Agenda item 4 – Discussion of the annual accounts of NAI for the financial year 2025.**

The Management Board provides an explanation of the annual accounts of NAI for the financial year 2025, which have been signed by the members of the Management Board and the members of the Supervisory Board and audited by BDO Audit & Assurance B.V.

**Agenda item 5 – Adoption of the annual accounts of NAI for the financial year 2025 (\_voting\_).**

The Management Board proposes that the AGM adopt the audited annual accounts for 2025.

**Agenda item 6 – Discussion of the remuneration report for the financial year 2025 (\_advisory vote\_).**

The remuneration report for 2025 is discussed and submitted to the AGM for an advisory vote. Reference is made to the remuneration report included in the annual report. In the remuneration report for 2026, NAI will explain how the vote at this AGM has been taken into account. If you vote in favour, this means you give a positive advisory opinion on behalf of the AGM. If you vote against, this means you give a negative advisory opinion on behalf of the AGM regarding the remuneration report for 2025. The advisory vote is not binding.

**Agenda item 7 – Granting of discharge to each member of the Management Board in respect of the performance of their duties in the financial year 2025 (\_voting\_):**

- i. Aren van Dam;
- ii. Arie Johannes Maarten van Dam;
- iii. Cornelis Martinus Verkade; and
- iv. Elisha Sjemtov Evers.

The Management Board proposes that the AGM grant discharge to each member of the Management Board for the performance of their duties in the financial year 2025 insofar as appears from the annual report for 2025, including the annual accounts for 2025, and from statements made during the AGM.

**Agenda item 8 – Granting of discharge to each member of the Supervisory Board in respect of the performance of their duties in the financial year 2025 (\_voting\_):**

- i. Jan Louis Burggraaf;
- ii. Paulus Johannes Steman; and
- iii. Elbert Dijkgraaf.

The Management Board proposes that the AGM grant discharge to each member of the Supervisory Board for the performance of their duties in the financial year 2025 insofar as appears from the annual report for 2025, including the annual accounts for 2025, and from statements made during the AGM.

**Agenda item 9 – Authorisation of the Management Board to acquire fully paid ordinary shares or depositary receipts for shares in the capital of NAI (\_voting\_).**

On 6 June 2025 the AGM resolved to authorise the Management Board for a period of 18 months to acquire fully paid ordinary shares or depositary receipts for shares in NAI's own capital on behalf of NAI, subject to the conditions that:

- (i) the maximum number of fully paid ordinary shares or depositary receipts that may be acquired by NAI equals 50% of the total number of issued shares immediately after settlement (as defined in the Prospectus);
- (ii) the shares may be acquired via the stock exchange or otherwise; and
- (iii) the purchase price, excluding costs, may not be lower than the nominal value and may not be higher than EUR 10.00.

This authorisation expires on 6 December 2025 or such earlier time as it is renewed or revoked.

To enable the Management Board to continue to acquire shares after 6 December 2025, this authorisation must be revoked and regranted.

The Management Board therefore proposes that the AGM revoke the current authorisation and grant a new authorisation for a period ending on 5 December 2027 or such earlier time as it is renewed or revoked, provided that the purchase price, excluding costs, may not be higher than a maximum of ten percent (10%) above the average stock exchange price of the NAI shares over the last five (5) trading days prior to acquisition (instead of EUR 10.00).

**Agenda item 10 – Designation of the Management Board as the authorised body to issue ordinary shares in the capital of NAI (\_voting\_).**

To maintain financial flexibility, the Management Board, with the approval of the Supervisory Board, proposes that the AGM designate the Management Board as the body authorised to resolve on the issuance of ordinary shares and the granting of rights to subscribe for ordinary shares, in accordance with Article 8.1 of the articles of association of NAI, for a period of 18 months, from 5 June 2026 up to and including 5 December 2027. The maximum number of ordinary shares to be issued is limited

to 20% of the issued share capital as at 5 June 2026, and the existing authorisation of the Management Board will be revoked. Resolutions of the Management Board are subject to the approval of the Supervisory Board.

**Agenda item 11 – Designation of the Management Board as the authorised body to restrict or exclude the statutory pre-emptive right upon issuance of ordinary shares in the capital of NAI (\_voting\_).**

The Management Board, with the approval of the Supervisory Board, proposes that the AGM designate the Management Board as the body authorised to resolve on the restriction or exclusion of the statutory pre-emptive right of existing shareholders upon issuance of ordinary shares or the granting of rights to subscribe for ordinary shares, in accordance with Article 8.7 of the articles of association of NAI, for a period of 18 months, from 5 June 2026 up to and including 5 December 2027. This authority is limited to 20% of the issued share capital as at 5 June 2026, and the existing authorisation of the Management Board will be revoked. Resolutions are subject to the approval of the Supervisory Board.

**Agenda item 12 – Reappointment of BDO Audit & Assurance B.V. as external independent auditor of NAI for the financial year ending on 31 December 2026 (\_voting\_).**

For the financial year 2025, the AGM appointed BDO as external independent auditor for the audit of the annual accounts for 2025. In the selection of the external independent auditor for the financial year ending on 31 December 2026, the Management Board has concluded that reappointment of BDO would be best for NAI, given their knowledge of NAI, willingness to perform and their quality. The Management Board therefore proposes that the AGM reappoint BDO as external independent auditor for the audit of the annual accounts for the financial year ending on 31 December 2026.

**Agenda item 13 – Resolution on dividend distribution for the financial year 2025. With the approval of the Supervisory Board and the meeting of holders of priority shares, the Management Board proposes not to distribute any final dividend for 2025 (\_voting\_).**

The Management Board, with the approval of the Supervisory Board and the meeting of holders of priority shares, proposes not to make any further dividend distribution for 2025.

**Agenda item 14 – Questions and closing of the AGM.**

**The chairman gives shareholders the opportunity to ask questions and closes the meeting.  
22 April 2026**

**New Amsterdam Invest N.V.**  
Management Board  
Raad van Bestuur