

**Novem Group S.A.**  
*Société anonyme*  
Registered office: 19, rue Edmond Reuter  
L-5326 Contern  
R.C.S. Luxembourg B 162537  
(the “**Company**”)

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**ANNUAL GENERAL MEETING 2023  
AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING**

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1. Presentation of the combined consolidated Management Report regarding the annual accounts of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2023.

*No resolution required.*

2. Presentation of the report of the Supervisory Board of the Company regarding the annual accounts of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2023.

*No resolution required.*

3. Presentation of the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2023.

*No resolution required.*

4. Approval of the annual accounts of the Company for the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the annual accounts of the Company for the financial year ended 31 March 2023.*

5. Acknowledgement of the profit of the Company made with respect to the financial year ended 31 March 2023, and resolution concerning the allocation of the results of the Company for the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting acknowledge that the Company made a profit with respect to the financial year ended 31 March 2023 in an aggregate amount of EUR 16,228,007.69.*

*The Management Board proposes to the Annual General Meeting of shareholders to resolve the distribution of a dividend in an amount of EUR 1.15 per share resulting in*

*an aggregate dividend distribution in an amount of EUR 49,484,848.45, such dividend shall be made available out of the profits of the financial year ended 31 March 2023 and the profits carried forward from previous financial years which amount to EUR 123,851,119.15 and to carry forward the resulting balance of profits brought forward in an aggregate amount of EUR 90,594,278.39 to the next financial year. The dividend shall be payable within three business days as of the Meeting. In addition, the Management Board proposes to the Annual General Meeting of shareholders to allocate an amount of EUR 297,775.00 to the net wealth tax reserve, such allocation being made either from the profit of the financial year ended 31 March 2023 or the results brought forward.*

6. Approval of the consolidated financial statements of the Group for the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the consolidated financial statements of the Group for the financial year ended 31 March 2023.*

7. Presentation of and advisory vote on the Remuneration Report for the members of the Management Board and the Supervisory Board in the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting pass an advisory vote on the Remuneration Report for the members of the Management Board and the Supervisory Board as set out in Annex 1 to the convening notice.*

8. Discharge (quitus) to Dr. Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Dr. Stephan Kessel, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.*

9. Discharge (quitus) to Mark Wilhelms, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Mr. Mark Wilhelms, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.*

10. Discharge (quitus) to Natalie C. Hayday, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Ms. Natalie C. Hayday, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.*

11. Discharge (quitus) to Florian Schick, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Mr. Florian Schick, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.*

12. Discharge (quitus) to Philipp Struth, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Mr. Philipp Struth, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board and in connection with the financial year ended 31 March 2023.*

13. Discharge (quitus) to Günter Brenner, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Mr. Günter Brenner, as member of the Management Board, for the performance of his duties as member of the Management Board and in connection with the financial year ended 31 March 2023.*

14. Discharge (quitus) to Dr. Johannes Burtscher, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Dr. Johannes Burtscher, as member of the Management Board, for the performance of his duties as member of the Management Board and in connection with the financial year ended 31 March 2023.*

15. Discharge (quitus) to Christine Hollmann, as former member of the Management Board, for the performance of her duties as member of the Management Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Ms. Christine Hollmann, as former member of the Management Board, for the performance of her duties as member of the Management Board and in connection with the financial year ended 31 March 2023.*

16. Discharge (quitus) to Mathias Rieger, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Mr. Mathias Rieger, as member of the Management Board, for the performance of his duties as member of the Management Board and in connection with the financial year ended 31 March 2023.*

17. Discharge (quitus) to Frank Schmitt, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended 31 March 2023.

*The Management Board proposes that the Meeting approve the discharge of Mr. Frank Schmitt, as member of the Management Board, for the performance of his duties as member of the Management Board and in connection with the financial year ended 31 March 2023.*

18. Appointment of KPMG Audit S.à r.l. as the independent auditor (cabinet de révision agréé) of the Company, represented by partner Yves Thorn, in relation to the annual accounts and the consolidated financial statements for the financial years ending on 31 March 2024.

*The Management Board proposes that the Meeting appoint KPMG Audit S.à r.l., represented by partner Yves Thorn, as independent auditor (cabinet de révision agréé) of the Company in relation to the annual accounts and the consolidated financial statements, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the annual accounts and the consolidated financial statements for the financial year ending 31 March 2024.*