



**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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## **CONVENING NOTICE**

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Notice is hereby given to the holders of shares of Novem Group S.A. that an

### **ANNUAL GENERAL MEETING**

of shareholders will be held on **22 August 2024 at 10:00 (CEST)** at Novotel Luxembourg Kirchberg, 6, Rue du Fort Niedergruenewald, 2226 Kirchberg, Grand-Duchy of Luxembourg (the “**AGM**”).

Shareholders wishing to participate at the AGM shall either (i) provide a proxy or voting form (in accordance with sections “*Right to Participate at the AGM*”, “*Registration for the AGM*”, “*Voting Forms*” and “*Representation*”) or (ii) physically attend in person and vote at the AGM (in accordance with sections “*Right to Participate at the AGM*” and “*Attendance in-Person*”).

At the AGM, the shareholders shall deliberate and vote on the following agenda:

### **AGENDA**

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 2024.
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 2024.
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 2024.
4. Approval of the annual accounts of the Company for the financial year ended 31 March 2024.
5. Acknowledgement of the profit of the Company made with respect to the financial year ended 31 March 2024, and resolution concerning the allocation of the results of the Company for the financial year ended 31 March 2024.

6. Approval of the consolidated financial statements of the Group for the financial year ended 31 March 2024.
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 2024.
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 2024.
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 2024.
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 2024.
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 2024.
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 2024.
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 2024.
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 2024.
15. 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 2024.
16. 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 2024.
17. Discharge (*quitus*) to Maria Eichinger, as 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 2024.

18. Discharge (quitus) to Markus Wittmann, 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 2024.
19. Appointment of Dr. Stephan Kessel, as member of the Supervisory Board, until the general meeting called to approve the Company's annual financial statements for the financial year ending 31 March 2027.
20. Appointment of Natalie C. Hayday, as member of the Supervisory Board, until the general meeting called to approve the Company's annual financial statements for the financial year ending 31 March 2027.
21. Appointment of Philipp Struth, as member of the Supervisory Board, until the general meeting called to approve the Company's annual financial statements for the financial year ending 31 March 2027.
22. Appointment of Laurent Müller, as member of the Supervisory Board, until the general meeting called to approve the Company's annual financial statements for the financial year ending 31 March 2027.
23. Appointment of Florian Schick, as member of the Supervisory Board, until the general meeting called to approve the Company's annual financial statements for the financial year ending 31 March 2027.
24. Appointment of KPMG Audit S.à r.l. as the independent auditor (*cabinet de révision agréé*) of the Company in relation to the annual accounts and the consolidated financial statements for the financial year ending on 31 March 2025.

### **Quorum and Majorities**

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding items 4 through 6, as well as 8 through 24 of the agenda will be passed at a simple majority of the votes validly cast, regardless of the portion of the capital present or represented. Item 7 constitutes an advisory vote only. Items 1 through 3 do not require any votes from the shareholders of the Company.

## Right to Amend the Content of the Agenda

Pursuant to the Company's articles of association and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the "**Luxembourg Shareholders' Rights Law**"), one or several shareholders representing at least five per cent (5%) of the Company's share capital may request the addition of one or several items to the agenda of the AGM, provided that the request is accompanied by a justification or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders' Rights Law and the Company's articles of association, such request and justification or draft resolution(s) must be received at the Company's registered office by registered letter or by e-mail (to the attention of the Management Board, 19, rue Edmond Reuter, L-5326 Contern) or electronic means (to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, i.e. by **31 July 2024** accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgement of receipt of such request. The Company must acknowledge reception of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company will make an amended agenda available at the latest fifteen (15) days prior to the date of the general meeting, i.e. by **7 August 2024**.

## Documents

The following documents are available for inspection by the shareholders on the Company's website (<https://ir.novem.com/websites/novem/English/5000/corporate-governance.html>) and at the registered office of the Company as from 19 July 2024 until the ending of the AGM:

- The convening notice for the AGM;
- The proposed resolutions of the AGM;
- The respective Management, Supervisory Board and auditor's reports regarding the annual accounts of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2024;
- The Remuneration Report; and
- The biographical information of the candidates for the appointment as members of the Company's Supervisory Board.

Upon request to the centralising agent of the Company (the "**Centralising Agent**"), being:

**Computershare Operations Center**  
80249 Munich, Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

copies of the above-mentioned documents are going to be mailed to the shareholders.

## Share Capital of the Company

The Company's share capital is set at four hundred thirty thousand three hundred three Euro and three Euro cent (EUR 430,303.03), consisting of forty-three million thirty thousand three hundred three (43,030,303) shares without nominal value.

Each share entitles the holder thereof to one vote.

## Right to Participate at the AGM

Shareholders wishing to participate in the AGM without attending in person, shall provide a proxy or voting form (in accordance with sections "*Voting Forms*" and "*Representation*" respectively).

According to Article 5 of the Luxembourg Shareholders' Rights Law, the record date for general meetings of shareholders of listed companies incorporated under the laws of the Grand Duchy of Luxembourg has been set at fourteen (14) days prior to the date of the corresponding general shareholders' meeting. Therefore, any shareholder who holds one or more shares of the Company on **08 August 2024 at 24:00 (midnight) (CEST)** (the "**Record Date**") and registers for the AGM, where applicable, (please see below section "*Registration for the AGM*") and provides the certificate specified below, shall be admitted to participate and vote at the AGM in person, by proxy or by way of written vote.

## Registration for the AGM

The Management Board of the Company considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form or provide a proxy as set forth in the below section "*Representation*", do not have to undertake other formalities to comply with the obligation set out in Article 5 (3) of the Luxembourg Shareholders' Rights Law.

Proof of shareholding being a prerequisite for a shareholder to participate and vote in the AGM, shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository must submit proof certifying the number of shares held on the Record Date to the Centralising Agent in the period from **08 August 2024 at 24:00 (midnight) CEST** until **16 August 2024 at 18:00 CEST**.



## Attendance in-Person

In case of participation in person and notwithstanding the foregoing, the intention to participate in person shall be indicated in writing by post or electronic means (the “**In-Person Attendance Declaration**”) at the postal or electronic address referred to below and in particular by any other electronic means made available by the Company by **16 August 2024 at 18:00 (CEST)** at the following address:

**Novem Group S.A.**  
c/o Computershare Operations Center  
80249 Munich, Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In-Person Attendance Declarations are provided on the Company’s website (<https://ir.novem.com/websites/novem/English/5000/corporate-governance.html>) which may be used.

Any shareholder or proxyholder participating in the AGM in person shall carry proof of identity.

Shareholders who do not wish to attend the AGM in person must provide a voting form or proxy form in case they do wish to vote in the AGM by **16 August 2024 at 18:00 (CEST)** (see below section “*Voting Form*” and “*Representation*” respectively).

## Voting Forms

Shareholders who do not wish to participate in person in the AGM or appoint a proxy may cast their votes by sending a voting form to the Company by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company no later than on **16 August 2024 at 18:00 (CEST)** (see above sections “*Registration for the AGM*” and “*Right to Participate at the AGM*” for requirements to participate at the AGM). Voting forms provided by the Company on its website (<https://ir.novem.com/websites/novem/English/5000/corporate-governance.html>) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically).

Shareholders having submitted a voting form but who wish to revoke such voting form may do so by timely providing a later dated voting or proxy form or cancelling the voting form in writing to the Company at the address referred to above. Only the last voting or proxy form received by the Company before **16 August 2024 at 18:00 (CEST)** will be considered.

## Representation

In the event that any shareholder appoints another person as proxy to vote on their behalf, the completed and executed proxy form must be submitted by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company, to the Centralising Agent of the Company no later than on **16 August 2024 at 18:00 (CEST)** (for

further requirements see above sections “*Right to Participate at the AGM*” and “*Registration for the AGM*”).

Proxy forms provided on the website of the Company (<https://ir.novem.com/websites/novem/English/5000/corporate-governance.html>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later-dated proxy or voting form or by cancelling the proxy form in writing to the Centralising Agent of the Company at the address referred to above.

If the Company and/or the Centralising Agent receives more than one different voting document from a shareholder, only the last voting or proxy form received by the Centralising Agent and/or the Company before **16 August 2024 at 18:00 (CEST)** will be considered. Any voting document provided will be disregarded should the shareholder attend the AGM in person and collect a voting card.

If, pursuant to a signed proxy form as described above, shareholders appoint a person other than the person appointed by the Company as their proxyholder, please note that the proxyholder will need to provide a new voting form in accordance with section “*Voting Forms*” in the name and on behalf of the shareholder.

### **Shareholder Questions**

Shareholders, the proxyholder appointed by the Company and individually appointed proxyholders that have correctly submitted their proof of shareholding (see above sections “*Registration for the AGM*” and “*Right to Participate at the AGM*”) and carry proof of identity at the AGM, shall have the opportunity to ask questions to the Company at the AGM.

The questions will be answered at the reasonable discretion of the Company and the Company is not required to answer all questions. In particular, questions may be summarised, combined or separated. Reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders’ associations and institutional investors with significant voting interests may be given preference.

### **Language**

The AGM will be held in English language.

Luxembourg, 19 July 2024

The Management Board of the Company