

## PROXY FORM

IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION AND THE LUXEMBOURG LAW OF 24 MAY 2011 ON CERTAIN RIGHTS OF SHAREHOLDERS IN LISTED COMPANIES, AS AMENDED, SHAREHOLDERS WISHING TO PARTICIPATE IN THE ANNUAL GENERAL MEETING WITHOUT ATTENDING IN PERSON, MAY PROVIDE A PROXY OR VOTING FORM TO EXERCISE THEIR VOTING RIGHTS (IN ACCORDANCE WITH SECTION "REPRESENTATION" OF THE CONVENING NOTICE).

IF A SHAREHOLDER HAS CHOSEN TO APPOINT A PROXYHOLDER OTHER THAN THE PERSON APPOINTED BY THE COMPANY AS THEIR PROXYHOLDER, SUCH PROXYHOLDER MAY VOTE BY ATTENDING IN PERSON OR BY WAY OF THIS PROXY FORM.

Dear Shareholder,

You are holding shares of the Company (as defined below) on **10 August 2023 at 24.00 (midnight) (CEST)**. You are therefore entitled to participate in the Annual General Meeting of shareholders of:

<b>Company name</b>	<b>Novem Group S.A.</b> (the "Company")
<b>Nationality</b>	Incorporated under the laws of the Grand Duchy of Luxembourg
<b>Legal form</b>	<i>Société anonyme</i>
<b>Registered office</b>	19, rue Edmond Reuter, L-5326 Contern
<b>Registration number</b>	R.C.S. Luxembourg B 162537

### WHEN IS THE MEETING?

We invite you to participate in the Annual General Meeting of shareholders that will be held on:

<b>Date, time and place</b>	24 August 2023 at 10:00 (CEST) at Novotel Luxembourg Kirchberg, 6, Rue du Fort Niedergruenewald, 2226 Kirchberg, Grand-Duchy of Luxembourg
<b>Deadline to provide proof of shareholding</b>	No later than on 18 August 2023 at 18:00 (CEST)

### HOW TO PARTICIPATE AND VOTE?

**STEP 1** : Provide proof of shareholding no later than on 10 August 2023 at 18:00 (CEST)

**1** Provide proof of shareholding no later than on 10 August 2023 at 18:00 (CEST) to the Company by any of the following means of communication:

✉ By postal mail to:  
**Novem Group S.A.**,  
c/o Computershare Operations Center  
Address: 80249 Munich, Germany

@ By e-mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

📠 By fax to: +49 (0)89 – 30903-74675

## STEP 2 : Vote by proxy form

- 1 Fill in the “*Proxy form*” in [Schedule 1](#)
- 2 Send the proxy form no later than on 18 August 2023 at 18:00 (CEST) by any of the following means of communication:
  - ✉ By postal mail to:  
**Novem Group S.A.**,  
 c/o Computershare Operations Center  
 Address: 80249 Munich, Germany
  - @ By e-mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)
  - ☎ By fax to: +49 (0)89 – 30903-74675

## WHAT IS ON THE AGENDA?

The shareholders will 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 2023.
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.
3	Presentation of the reports of the independent auditor ( <i>cabinet de révision agréé</i> ) 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.
4	Approval of 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.
6	Approval of 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.
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.
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.

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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 year ending on 31 March 2024.

**SCHEDULE 1**

**PROXY FORM**

for the Annual General Meeting of shareholders of **Novem Group S.A.** to be held on 24 August 2023 at **10:00** (CEST) at Novotel Luxembourg Kirchberg, 6, Rue du Fort Niedergruenewald, 2226 Kirchberg, Grand-Duchy of Luxembourg.



**Please return this form no later than on 18 August 2023 at 18.00 (CEST)**

✉ By postal mail to:  
**Novem Group S.A.**,  
c/o Computershare Deutschland GmbH & Co. KG  
Address: 80249 Munich, Germany

@ By e-mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

☎ By fax to: +49 (0)89 – 30903-74675

**I, THE UNDERSIGNED,**

**If you are an individual, please indicate:**

First name(s)

Last name

Address

**OR**

**If you are a company, please indicate:**

Corporate name

Registered office  
or principal place  
of business

Registration  
authority

Registration  
number

**HOLDER OF THE FOLLOWING SHARES**

Check the type(s) of shares you own and fill in the number of corresponding shares as shown in the attached certificate(s):

Number of shares:

**HEREBY ACKNOWLEDGE**

that the Annual General Meeting will be held on 24 August 2023 at 10:00 (CEST) at Novotel Luxembourg Kirchberg, 6, Rue du Fort Niedergruenewald, 2226 Kirchberg, Grand-Duchy of Luxembourg.

**I HEREBY GIVE PROXY TO**

[\*\*\*1]

**OR**  **Other proxyholder<sup>2</sup>:**

First Name(s)

Last Name

Date of birth

Place of birth

Address

**IN ORDER TO DELIBERATE AND VOTE AS FOLLOWS ON THE AGENDA ITEMS**

**Resolution**

**1** *no resolution required.*

**Resolution**

**2** *no resolution required.*

**Resolution**

**3** *no resolution required.*

<sup>1</sup> Please insert details of the Proxyholder appointed by the Company

<sup>2</sup> If you wish to appoint a person other than the person appointed by the Company as your proxyholder, please note that the proxyholder will need to provide a new voting form in accordance with section "Voting Forms" of the convening notice in case they do not attend in person.

Resolution	My vote
<p><b>4</b> The Management Board proposes that the Meeting approve the annual accounts of the Company for the financial year ended 31 March 2023.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>5</b> 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.</p> <p>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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>6</b> The Management Board proposes that the Meeting approve the consolidated financial statements of the Company for the financial year ended 31 March 2023.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>7</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>8</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>9</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>10</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>11</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>12</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>13</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>14</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>15</b> 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 his duties as member of the Management Board and in connection with the financial year ended 31 March 2023.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>16</b> 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.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<b>17</b> 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.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<b>18</b> The Management Board proposes that the Meeting appoint KPMG Audit S.à r.l., represented by partner Yves Thorn, as independent auditor ( <i>cabinet de revision agréé</i> ) 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.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain



## IMPORTANT NOTES

### What happens if my vote is not clearly expressed?

Any lack of choice in one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as abstention for the relevant resolution.

### How can I inform you of a conflict of interest?

In case of a conflict of interest the proxy holder shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the proxy holder might pursue any interest other than the interest of the undersigned. For more information, see on the website of the Company (<https://ir.novem.com/websites/novem/English/5000/corporate-governance.html>).

### Can I revoke this proxy form?

Yes. This proxy can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the proxy to the Centralizing Agent no later than on 18 August 2023 at 18:00 (CEST).

### What is the applicable law to this proxy?

This proxy and the rights, obligations and liabilities of the undersigned and the proxyholder hereunder shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder in the courts of the city of Luxembourg, and each of the undersigned and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

## SIGNATURES

<b>Date of signature</b>		← Use the format day/month/year
<b>Place of signature</b>		← Write the name of the city and the country
<b>Signature</b>		
<b>Name</b>		← Name of a company <b>or</b> the first and last names of a natural person
<b>Signed by</b>		← If signed by a company, first and last names of a natural person
<b>Title</b>		← If signed by a company, title of the natural person signing on behalf of the company