

## VOTING FORM

IN ACCORDANCE WITH THE LAW OF 23 SEPTEMBER 2020 RELATING TO MEASURES ON THE HOLDING OF MEETINGS IN COMPANIES AND OTHER LEGAL ENTITIES, AS EXTENDED, THE SHAREHOLDERS WILL NOT BE ABLE TO EXPRESS THEIR VOTE IN PERSON AT THE ANNUAL GENERAL MEETING. FOR THIS REASON, PLEASE EXERCISE YOUR VOTING RIGHTS BY USING THIS VOTING FORM (IN ACCORDANCE WITH SECTION “VOTING FORM” OF THE CONVENING NOTICE).<sup>1</sup>

Dear Shareholder,

You are holding shares of the Company (as defined below) on **11 August 2022 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 “ <b>Company</b> ”)
<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 and time</b>	25 August 2022 at 10:00 (CEST)
<b>Deadline to register</b>	No later than 11 August 2022 at 24:00 (midnight) (CEST)

### HOW TO PARTICIPATE AND VOTE?

**STEP 1 :** Register for the meeting no later than 11 August 2022 at 24:00 (midnight) (CEST)

**1** Submit your registration form to the Company by any of the following means of communication:

✉ By postal mail to:  
**Novem Group S.A.**,  
c/o Link Market Services GmbH  
Address: Landshuter Allee 10  
80637 Munich, Germany  
Tel: +49 (0) 89 21 027 - 222

@ By e-mail to: [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de)

📠 By fax to: +49 (0) 89 21 027 - 298

<sup>1</sup> **NOTE:** If this voting form has been received no later than 11 August 2022 at 24:00 (midnight) (CEST) (“**Record Date**”), no additional registration is needed in order to participate in the Annual General Meeting.

**STEP 2 : Vote by voting form**

- 1** Fill in the “*Voting form*” in Schedule 1
- 2** Send the voting form no later than 19 August 2022 at **18:00** (CEST) by any of the following means of communication:

✉ By postal mail to:  
**Novem Group S.A.**,  
 c/o Link Market Services GmbH  
 Address: Landshuter Allee 10  
 80637 Munich Germany  
 Tel: +49 (0) 89 21 027 - 222

@ By e-mail to: [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de)

📠 By fax to: +49 (0) 89 21 027 - 298

**WHAT IS ON THE AGENDA?**

The shareholders will deliberate and vote on the following agenda:

<b>Agenda</b>	
<b>1</b>	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 2022.
<b>2</b>	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 2022.
<b>3</b>	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 2022.
<b>4</b>	Approval of the annual accounts of the Company for the financial year ended 31 March 2022.
<b>5</b>	Acknowledgement of the profit of the Company made with respect to the financial year ended 31 March 2022, and resolution concerning the allocation of the results of the Company for the financial year ended 31 March 2022.
<b>6</b>	Approval of the consolidated financial statements of the Group for the financial year ended 31 March 2022.
<b>7</b>	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 2022.
<b>8</b>	Presentation of and advisory vote on the Remuneration Policy for the members of the Management Board and the Supervisory Board applying as from the financial year ending 31 March 2023.

- 9** 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 2022.
- 10** 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 2022.
- 11** 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 2022.
- 12** 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 2022.
- 13** Discharge (quitus) to Philipp Struth, 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 2022.
- 14** 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 2022.
- 15** 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 2022.
- 16** Discharge (quitus) to Christine Hollmann, 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 2022.
- 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 2022.
- 18** Appointment of KPMG Luxembourg SA 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 2023.

**SCHEDULE 1****VOTING FORM**

for the Annual General Meeting of shareholders of **Novem Group S.A.** to be held in Luxembourg on 25 August 2022 at **10:00** (CEST)



**Please return this form no later than on 19 August 2022 18:00 (CEST)**

✉ By postal mail to:  
**Novem Group S.A.**,  
c/o Link Market Services GmbH  
Address: Landshuter Allee 10  
80637 Munich Germany  
Tel: +49 (0) 89 21 027 - 222

@ By e-mail to: [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de)

📠 By fax to: +49 (0) 89 21 027 - 298

**I, THE UNDERSIGNED,**

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

First name(s)	<input type="text"/>
Last name	<input type="text"/>
Address	<input type="text"/>

**OR**

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

Corporate name	<input type="text"/>
Registered office or principal place of business	<input type="text"/>
Registration authority	<input type="text"/>
Registration number	<input type="text"/>



**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 in accordance with the law of 23 September 2020 relating to measures on the holding of meetings in companies and other legal entities, as extended, the Company has decided to hold the Annual General Meeting in written form only, without any physical meeting that shareholders can attend.

**EXPRESSION OF VOTES**

The undersigned hereby votes as follows:

Resolution	
1	<i>no resolution required.</i>

Resolution	
2	<i>no resolution required</i>

Resolution	
3	<i>no resolution required.</i>

Resolution	My vote
4 The Management Board proposes that the Meeting approve the annual accounts of the Company for the financial year ended 31 March 2022.	<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 2022 in an aggregate amount of EUR 1,074,786.06. The Management Board proposes that the Meeting resolve to approve the distribution of a dividend in an amount of EUR 0.40 per share resulting in an aggregate dividend distribution in an amount of EUR 17,212,121.20 out of the profits of the financial year ended 31 March 2022 and the profits carried forward from previous financial years which amount to EUR 140,025,234.59 and to carry forward the resulting balance of profits in an aggregate amount of EUR 123,851,119.15 to the next financial year. The dividend shall be payable within three days as of the Meeting. The amount of EUR 36,780.30 from the profit of the financial year ended 31 March 2022 is allocated to the legal reserve and therefore not available for distribution.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<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 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<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
<p><b>8</b> The Management Board proposes that the Meeting pass an advisory vote on the Remuneration Policy for the members of the Management Board and the Supervisory Board as set out in Annex [2] to the convening notice.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>9</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 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>10</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 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
11 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 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
12 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 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
13 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 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
14 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 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
15 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 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
16 The Management Board proposes that the Meeting approve the discharge of Ms. Christine Hollmann, as 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 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
17 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 2022.	<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 Luxembourg SA, represented by partner Yves Thorn, as independent auditor (cabinet de revision 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 2023.	<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.

### Can I revoke this voting form?

Yes. The voting form can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the voting form to the Company no later than on 19 August 2022 at **18:00** (CEST).



**What is the applicable law to this voting form?**

This voting form and the rights, obligations and liabilities of the undersigned 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 voting form shall be brought by the undersigned and the Company in the courts of the city of Luxembourg, and each of the undersigned and the Company 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>	<input type="text"/>	← Use the format day/month/year
<b>Place of signature</b>	<input type="text"/>	← Write the name of the city and the country

<b>Signature</b>	<input type="text"/>
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<b>Name</b>	<input type="text"/>	← Name of a company <b>or</b> the first and last names of a natural person
<b>Signed by</b>	<input type="text"/>	← If signed by a company, first and last names of a natural person
<b>Title</b>	<input type="text"/>	← If signed by a company, title of the natural person signing on behalf of the company