



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

**ANNUAL GENERAL MEETING 2024
AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING**

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.

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 2024.

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 2024.

No resolution required.

4. Approval of the annual accounts of the Company for the financial year ended 31 March 2024.

The Management Board proposes that the Meeting approves 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.

The Management Board proposes that the Meeting acknowledges that the Company made a profit with respect to the financial year ended 31 March 2024 in an aggregate amount of EUR 41,427,101.27. The Management Board proposes that the Meeting resolves to carry forward such profit to the next financial year.

6. Approval of the consolidated financial statements of the Group for the financial year ended 31 March 2024.

The Management Board proposes that the Meeting approves 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.

The Management Board proposes that the Meeting passes 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 2024.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves 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 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.

The Management Board proposes that the Meeting approves the discharge of Ms. Maria Eichinger, 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 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.

The Management Board proposes that the Meeting approves the discharge of Mr. Markus Wittmann, 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 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.

The Management Board proposes that the Meeting appoints 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.

The Management Board proposes that the Meeting appoints Ms. 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.

The Management Board proposes that the Meeting appoints Mr. 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.

The Management Board proposes that the Meeting appoints Mr. 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.

The Management Board proposes that the Meeting appoints Mr. 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 years ending on 31 March 2025.

The Management Board proposes that the Meeting appoints KPMG Audit S.à r.l. 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 2025.