



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

CONVENING NOTICE

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 25 August 2022 at 10:00 (CEST) (the "**AGM**").

In accordance with the law of 17 December 2021 relating to measures on the holding of meetings in companies and other legal entities, as extended, the Company has decided to hold the AGM by correspondence only, using a voting form. Therefore, shareholders wishing to participate at the AGM shall provide a voting form (in accordance with sections "*Voting Forms*" and "*Representation*").

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 2022.
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 2022.
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 2022.
4. Approval of the annual accounts of the Company for the financial year ended 31 March 2022.
5. 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.

6. Approval of the consolidated financial statements of the Group for the financial year ended 31 March 2022.
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 ending 31 March 2022.
8. 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.

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 9 through 19 of the agenda will be passed at a simple majority of the votes validly cast, regardless of the proportion of the capital represented. Items 7 and 8 constitute advisory votes 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 percent (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 of 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: agm@linkmarketservices.de) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, i.e. by **3 August 2022** 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 acknowledgment 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 relevant general meeting, i.e. by **10 August 2022**.

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 22 July 2022:

- The proposed resolutions of the AGM
- The respective Management, Supervisory Board and auditor's reports regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended 31 March 2022

- The Remuneration Report and
- The Remuneration Policy

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

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 11 August 2022 at 24:00 (midnight) (CEST) (the "Record Date") and registers for the AGM (please see below section "*Registration for the AGM*") and provides the certificate specified below, shall be admitted to participate and vote at the AGM.

Registration for the AGM

If you wish to participate at the AGM, please register for the AGM.

Shareholders wishing to participate at the AGM must register for the AGM by submitting their registration to the Company in writing by post or electronic means at the postal or electronic address referred to below and in particular by any other electronic means made available by the Company by **11 August 2022 at 24:00 (midnight) (CEST) at the following address:**

Novem Group S.A.
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 (0) 89 21 027 - 298
E-mail: agm@linkmarketservices.de

Registration forms are also provided on the website of the Company (<https://ir.novem.com/websites/novem/English/5000/corporate-governance.html>) which may be used. Shareholders having registered for the AGM must provide a voting form in case they do wish to vote in the AGM by **19 August 2022 at 18:00 (CEST)** (see below section "*Voting Form*").

Voting Forms

Shareholders having registered for the AGM 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 **19 August 2022 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 and registered in due time 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 **19 August 2022 at 18:00 (CEST)** will be considered.

Shareholder Questions

Duly registered shareholders that have correctly submitted their proof of shareholding (see above sections "*Registration for the AGM*" and "*Right to Participate at the AGM*") shall have the opportunity to submit questions to the Company. All questions must be submitted in writing in advance of the AGM.

Shareholders must submit questions, along with their full name, via e-mail to the following address: **agm@linkmarketservices.de**

Questions submitted by the shareholders must be received in writing at the latest on **16 August 2022 at 18:00 (CEST)**. Questions submitted after this deadline may not be answered and any questions submitted by other means will not be considered.

The submitted 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, with any answers being published by **18 August 2022** on the Company's website <https://ir.novem.com/websites/novem/English/5000/corporate-governance.html>.

Luxembourg, 22 July 2022

The Management Board of the Company