



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 **08 August 2024 at 24:00 (midnight) (CEST)**. You are therefore entitled to participate in the Annual General Meeting of shareholders of:

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

Date, time and place	22 August 2024 at 10:00 (CEST) at Novotel Luxembourg Kirchberg, 6, Rue du Fort Niedergruenewald, 2226 Kirchberg, Grand-Duchy of Luxembourg
Deadline to provide proof of shareholding	No later than on 16 August 2024 at 18:00 (CEST)

HOW TO PARTICIPATE AND VOTE?

STEP 1 : Provide proof of shareholding no later than on 16 August 2024 at 18:00 (CEST)

1 Provide proof of shareholding no later than on 16 August 2024 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

STEP 2 : Vote by proxy form

- 1 Fill in the “*Proxy form*” in Schedule 1
- 2 Send the proxy form no later than on 16 August 2024 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

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 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 (<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 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 (quibus) 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 (quibus) 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 (quibus) 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 (quibus) 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 (quibus) 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 (quibus) 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 (quibus) 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 (quibus) 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.

SCHEDULE 1

PROXY FORM

for the Annual General Meeting of shareholders of **Novem Group S.A.** to 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.



Please return this form no later than on 16 August 2024 at 18:00 (CEST)

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

@ By e-mail to: anmeldestelle@computershare.de

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 22 August 2024 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 proxyholder²:

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.*

¹ Please insert details of the Proxyholder appointed by the Company.

² 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>4 The Management Board proposes that the Meeting approves the annual accounts of the Company for the financial year ended 31 March 2024.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>5 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>6 The Management Board proposes that the Meeting approves the consolidated financial statements of the Group for the financial year ended 31 March 2024.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>7 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>8 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>9 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>10 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>11 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>

Resolution	My vote
<p>12 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>13 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>14 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>15 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>16 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>17 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>18 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>

Resolution	My vote
<p>19 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>20 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>21 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>22 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>23 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.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>
Resolution	My vote
<p>24 The Management Board proposes that the Meeting appoints KPMG Audit S.à r.l. 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 2025.</p>	<p><input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain</p>

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 Centralising Agent no later than on 16 August 2024 at 18:00 (CEST).

Board (*bureau*) of the Annual General Meeting of shareholders

By submitting this proxy form, you agree to appoint Dr. Stephan Kessel as chairman and Mr. Markus Laue as scrutineer as part of the board (*bureau*) of the Annual General Meeting of shareholders of the Company. The chairman will designate a secretary for the Annual General Meeting of shareholders. If any person mentioned above cannot, for any reason whatsoever, attend the Annual General Meeting of shareholders, you agree that Dr. Stephan Kessel may appoint other persons to act as chairman and scrutineer at the Annual General Meeting of shareholders.

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

Date of signature		← Use the format day/month/year
Place of signature		← Write the name of the city and the country

Signature	
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Name		← Name of a company or the first and last names of a natural person
Signed by		← If signed by a company, first and last names of a natural person
Title		← If signed by a company, title of the natural person signing on behalf of the company