



## **Agenda**

### **for the General Meeting of Shareholders of Hydratec Industries NV**

to be held on Thursday 25 April 2023 at 14.30 hrs

Van der Valk Hotel Amersfoort, Ruimtevaart 22 - 24, 3824 MX, Amersfoort, The Netherlands

1. Opening
2. Announcements
3. Explanation and discussion of the 2023 Annual Report
4. 2023 Financial Statements and profit appropriation
  - a. Adoption of the 2023 Financial Statements (resolution)
  - b. Adoption of the profit appropriation proposal (resolution)
5. Discharge of the Management Board and Supervisory Board
  - a. Discharge of the Management Board (resolution)
  - b. Discharge of the Supervisory Board (resolution)
6. Remuneration: Adoption of the 2023 remuneration report (advisory vote)
7. Designation of the Management Board as the authorised body in respect of decisions relating to the:
  - a. Issue of ordinary shares (resolution)
  - b. Limitation or exclusion of shareholders' pre-emptive rights with regard to the issue of the shares referred to under 7a (resolution)
8. Company Auditor for the 2024 financial year (resolution)
9. Other
10. Closing

The 2023 Annual Report and Financial Statements have been published on the Company website ([www.hydratec.nl](http://www.hydratec.nl)) along with the agenda of the Annual General Meeting of Shareholders and the Minutes of the Shareholders' Meeting of 17 May 2023. A printed copy of the 2023 Annual Report can be obtained, free of charge, from the Company's office: Spoetnik 20, Amersfoort, The Netherlands.

### *Registration date*

Pursuant to the Law, the persons entitled to vote and attend meetings are the persons who on Thursday 28 March 2024 (the Registration date), after the processing of all registrations and de-registrations as of the Registration date, are registered as a shareholder in the manner described below in a (sub) register as referred to below. The designated (sub-)registers are the administrations of the intermediaries within the meaning of the Giro Securities Transactions Act and the Company's register of shareholders.

### *Registration*

The notice is applicable for shareholders who have registered their shares with ABN AMRO via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) between Friday 29 March and Thursday 18 April 2024, 17:00 hrs. The Intermediaries must issue an electronic statement to ABN AMRO latest on Friday 19 April 2024 by 13.00 hrs (CET) via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) stating the number of shares held by and submitted for registration by the shareholder on the Registration date, as well as, if applicable, an electronic or written proxy. The registration certificate provided by ABN AMRO also serves as proof of entitlement to admission to the Meeting.

The number of shares and voting rights of the date of this Meeting notice (14 March 2024) amounts to 1,297,212.

### *Proxy and voting instruction*

Shareholders who are unable to attend the Meeting may, without prejudice to the above provisions regarding registration, issue a voting instruction to the Chairman of the Company's Supervisory Board. A voting instruction may be submitted electronically via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) until 17.00 hrs on 18 April 2024. If a shareholder is unable to issue a voting instruction electronically, a voting instruction may also be issued in writing using the form that can be downloaded for the purpose from the Company's website [www.hydratec.nl](http://www.hydratec.nl). The proxy and voting instruction form completed by the shareholder must be received by the Company (by post or email to [info@hydratec.nl](mailto:info@hydratec.nl)) not later than 17.00 hrs on 18 April 2024.

### *Admission to the General Meeting*

Admission registration will take place from 14.00 hrs until the start of the General Meeting at 14.30 hrs. After this time registration will no longer be possible. Persons entitled to attend the General Meeting must show valid proof of this entitlement (registration certificate). They may also be asked to provide valid proof of their identity at the entrance to the General Meeting and they must sign the attendance list. Shareholders unable to attend the meeting may be represented by a maximum of one proxy.

Amersfoort, 14 March 2024

Management Board Hydratec Industries N.V.

## **Notes to the agenda and meeting documents for the General Meeting of Shareholders of Hydratec Industries NV (Hydratec):**

### *3. Explanation and discussion of the 2023 Annual Report*

Under this agenda item the Report of the Management Board as included in the 2023 Annual Report and the Report of the Supervisory Board as included in the 2023 Annual Report will be discussed. The Management Board will explain the course of events at Hydratec during 2023.

### *4. 2023 Financial Statements and appropriation of profit*

#### *4.a Adoption of the 2023 Financial Statements (resolution)*

Under this agenda item the 2023 financial statements comprising a balance sheet, a profit and loss account and accompanying notes will be discussed. The financial statements have been signed by the members of the Management Board and the Supervisory Board. EY, the Auditor of the Company for the 2023 financial year, has issued an unqualified opinion, which is included under 'Independent Auditor's report' in the financial statement.

#### *4.b Determination of profit appropriation (resolution)*

On 18 January a recommended public cash or share offer at 142,50 (cum dividend) was made. Therefore no dividend is proposed to the General Meeting of Shareholders. The result of 2023 will be added to the other reserves.

### *5. Discharging of members of the Management Board and the Supervisory Board (resolutions)*

The discharging of the members of the Management Board and the members of the Supervisory Board will be put to the vote as two separate agenda items. It is proposed that the members of the Management Board be discharged for their management during the 2023 financial year and the members of the Supervisory Board be discharged for their supervision during the 2023 financial year.

### *6. Remuneration: Adoption of the remuneration report (advisory vote)*

Under this agenda item the Supervisory Board will explain the remuneration report for 2023, as included in the Annual Report. The Supervisory Board will ask the General Meeting to cast an advisory vote regarding the Management Board's remuneration for 2023.

### *7. Designation of the Management Board as the authorised body in respect of decisions relating to the issue of ordinary shares (resolution)*

It is proposed that the Management Board be designated the authorised body to, with the approval of the Supervisory Board, decide to issue ordinary shares and to limit or exclude pre-emptive rights, for a period of 18 months commencing on 25 April 2024 and with due observance of the following:

The authorisation is applicable for ordinary shares totalling up to ten percent (10%) of the total nominal amount of the issued and paid up shares at the time of issue. The issue of shares offers the possibility to provide flexibility, including in respect of acquisitions and remuneration.

The designation of the Management Board as the body authorised to decide to issue shares will be voted on as a separate item. The same will apply in respect of the authorisation to limit or exclude shareholders' pre-emptive rights with regard to the issued shares.

### *8. Company Auditor for the 2024 financial year (resolution)*

The Supervisory Board proposes EY as the Auditors charged with auditing the financial statements of Hydratec Industries NV for the 2024 financial year.