

Notice of the Annual General Meeting of Shareholders of ER Capital N.V.

The shareholders of ER Capital N.V. (the “Company”) are hereby invited to attend the Annual General Meeting of Shareholders (the “AGM”), which will be held on:

Tuesday, 30 June 2026

Start time: 10:30 CET (doors open at 10.00hrs)

Location: Koninklijke Roei- en Zeilvereniging “De Maas”, Veerdam 1, 3016 BM Rotterdam, the Netherlands

Agenda

1. Opening and announcements (discussion item – no voting item)
2. Report of the Management Board for the financial year 2025 (discussion item – no voting item)
3. Adoption of the annual accounts for the financial year 2025 (voting item)
4. Adoption of the dividend for the financial year 2025 (voting item)
5. Adoption remuneration Management Board (voting item)
6. Adoption remuneration Supervisory Board (voting item)
7. Discharge of the members of the Management Board for their management during the financial year 2025 (voting item)
8. Discharge of the members of the Supervisory Board for their supervision during the financial year 2025 (voting item)
9. Designation of the Management Board as the authorised body to resolve on the issuance of shares and the granting of rights to acquire shares (voting item)
10. Designation of the Management Board as the authorised body to resolve on the restriction or exclusion of pre-emptive rights (voting item)
11. Authorisation for the appointment of the external auditor (voting item)
12. Any other business (discussion item – no voting item)
13. Q&A and closing of the meeting (discussion item – no voting item)

Documentation and Record Date

All relevant documentation, including the annual accounts and explanatory notes to the agenda, is available on the Company’s website: www.ercapital.nl

For the AGM, those who are registered as shareholders in a register on **Tuesday, 2 June 2026** (the “Record Date”) after processing all credits and debits as of that date, are considered to be entitled to vote and attend the AGM. The administrations of intermediaries, as defined in the Securities Giro Transactions Act, have been designated as (sub)registers. For holders of registered shares, the shareholders' register of the Company is designated as the (sub)register.

Registration

Shareholders or their authorised representatives are entitled to attend the AGM provided that they have registered with ABN AMRO no later than 23 June 2026 at 17:30 CET via www.abnamro.com/evoting or via the intermediary at which their shares are administered.

The intermediaries must provide ABN AMRO with a statement no later than Wednesday, 24 June 2026 at 14:00 CET via www.abnamro.com/intermediary stating the number of shares that will be registered for the AGM for the shareholder in question.

At the time of registration, the intermediaries are requested to provide the full address details of the shareholders concerned in order to enable an efficient verification of the shareholding on the Record Date. ABN AMRO will send these shareholders an admission ticket for the AGM via the relevant intermediaries.

Holders of registered shares that are not administered through an institution affiliated with Euroclear Nederland will receive a separate message from the Company regarding the method of registration for the AGM.

Proxy and voting instructions

The voting and meeting rights may be exercised by a proxy. Shareholders and other persons entitled to attend meetings may cast their vote by means of an electronic proxy with voting instructions.

In order to vote electronically, shareholders must register as described above under 'Registration'. By granting an electronic proxy with voting instructions to the Company, the Company will cast the vote on their behalf at the AGM.

Voting instructions can be submitted electronically via www.abnamro.com/evoting until 23 June 2026 at 17:30 CET.

If shareholders are unable to grant an electronic proxy, they may be represented by a written proxy. The duly completed proxy forms must be received by ABN AMRO Bank N.V. (ava@nl.abnamro.com) no later than 23 June 2026 at 17:30 CET. This proxy form can be downloaded from www.ercapital.nl or requested via info@ercapital.nl. Proxy forms received after this deadline may be rejected.

Registration and identification at the meeting

Registration for in-person attendance will take place from 10:00 CET until the commencement of the AGM at 10:30 CET. After this time, registration will no longer be possible.

Persons entitled to attend the AGM may be asked to present valid identification (such as a passport or ID card) prior to admission.

Share capital

The Company's issued and paid-up share capital as at 31 December 2025 amounts to €2,155,503 and consists of 17,503,062 common shares A, 4,051,868 preference shares and 100 common shares M, each with a nominal value of €0,10. Each share carries one vote.

ER Capital N.V. – Rotterdam, 13th of May 2026