



ER CAPITAL NV

Explanatory notes to the agenda

- 1. Opening and announcements (discussion item – no voting item)**

The chairperson of the meeting will open the General Meeting of Shareholders and address any announcements or procedural matters relating to the meeting agenda and voting process.
- 2. Report of the Management Board for the financial year 2025 (discussion item – no voting item)**

The Management Board will provide a report on the company's activities, operational performance, financial developments and key events during the financial year 2025. Shareholders will be given the opportunity to discuss the report and ask questions.
- 3. Adoption of the annual accounts for the financial year 2025 (voting item)**

It is proposed to adopt the annual accounts for the financial year 2025 as prepared by the Management Board and reviewed by the Supervisory Board.
- 4. Adoption of the dividend for the financial year 2025 (voting item)**

It is proposed to adopt the dividend for the financial year 2025 in accordance with the proposal of the Management Board, as approved by the Supervisory Board.
- 5. Adoption of remuneration of the Management Board (voting item)**

It is proposed to approve the remuneration of the members of the Management Board for the financial year 2025 in accordance with the applicable remuneration policy. See the financial statements.
- 6. Adoption of remuneration of the Supervisory Board (voting item)**

It is proposed to approve the remuneration of the members of the Supervisory Board for the financial year 2025 in accordance with the applicable remuneration policy. See the financial statements.
- 7. Discharge of the members of the Management Board for their management during the financial year 2025 (voting item)**

It is proposed to discharge the members of the Management Board from liability in respect of the exercise of their duties during the financial year 2025, insofar as such exercise is apparent from the annual accounts or otherwise disclosed to the General Meeting prior to the adoption of this resolution.
- 8. Discharge of the members of the Supervisory Board for their supervision during the financial year 2025 (voting item)**

It is proposed to discharge the members of the Supervisory Board from liability in respect of the exercise of their supervisory duties during the financial year 2025, insofar as such exercise is apparent from the annual accounts or otherwise disclosed to the General Meeting prior to the adoption of this resolution.



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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)

It is proposed to designate the Management Board, for a period of 5 (five) years and under conditions to be determined by the General Meeting, as the authorised body to resolve on the issuance of shares and the granting of rights to subscribe for or otherwise acquire shares in the company.

10. Designation of the Management Board as the authorised body to resolve on the restriction or exclusion of pre-emptive rights (voting item)

It is proposed to designate the Management Board, for a period and under conditions to be determined by the General Meeting, as the authorised body to resolve on the restriction or exclusion of pre-emptive rights in connection with the issuance of shares or granting of rights to acquire shares.

11. Authorisation for the appointment of the external auditor (voting item)

It is proposed to authorise the appropriate corporate body to appoint the external auditor for the audit of the company's annual accounts for the financial year [2026 / relevant year].

12. Any other business (discussion item – no voting item)

Shareholders will have the opportunity to raise additional matters or comments that have not been included as separate agenda items.

13. Q&A and closing of the meeting (discussion item – no voting item)

The chairperson will invite any final questions from shareholders and subsequently close the meeting.