

**Notice of the Extraordinary General Meeting of Shareholders of ER Capital N.V.
(previously Titan N.V.)**

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

Wednesday, 10 September 2025

Start time: 13:30 CET

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. Resignation and discharge of members of the Supervisory Board
 - a. Proposal to grant discharge to Mrs G. Harteveld-Smeets and Mr P. Nordling for the supervision carried out up to and including 10 September 2025 (voting item)
 - b. Proposal to dismiss Mrs. G. Harteveld-Smeets and Mr. P. Nordling as members of the Supervisory Board with effect from 10 September 2025 (voting item)
3. Appointment of new members to the Supervisory Board
 - a. Proposal to appoint Mr S.M. Havinga as member of the Supervisory Board as per 10 September 2025, in accordance with the nomination by the Supervisory Board (voting item)
 - b. Proposal to appoint Ms M. Spapens as member of the Supervisory Board as per 10 September 2015, in accordance with the nomination by the Supervisory Board (voting item)
4. Any other business (discussion item – no voting item)
5. Q&A and closing of the meeting (discussion item – no voting item)

Documentation and Record Date

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

For the EGM, those who are registered as shareholders in a register on Wednesday 13 August 2025 (the “**Record Date**”) after processing all credits and debits as of that date, are considered to be entitled to vote and attend the EGM. 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 EGM provided that they have registered with ABN AMRO no later than 5 September 2025 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 Monday 8 September 2025 at 14:00 CET via www.abnamro.com/intermediary stating the number of shares that will be registered for the EGM 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 be able to carry out an efficient check on the shareholding on the Record Date. ABN AMRO will send these shareholders an admission ticket for the EGM 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 about the method of registration for the EGM.

Proxy and voting instructions

The voting and meeting rights can be exercised by a proxy. Shareholders and other persons entitled to attend meetings can cast their vote by means of an electronic proxy with voting instructions. In order to be able to legally cast your vote via the internet, you must register as described above under 'Registration'. You grant an electronic proxy with voting instructions to the Company, which will cast your vote on your behalf at the EGM. Shareholders can submit their voting instructions electronically via www.abnamro.com/evoting until 5 September 2025 at 17:30 CET. If shareholders and other persons entitled to attend meetings are unable to grant an electronic proxy with voting instructions, 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 5 September 2025 at 17:30 CET. This proxy form can be downloaded from the website www.ercapital.nl or via info@ercapital.nl. Proxy forms received after this deadline may be rejected.

Registration and identification at the meeting

Registration for admission in-person to the EGM will take place from 13:00 CET until commencement of the EGM at 13:30 CET. After this time registration is no longer possible. Persons entitled to attend the EGM may be asked for identification prior to being admitted by means of a valid identity document such as a passport or ID card.

Participation by telephone

Shareholders may also participate by telephone. This must be indicated no later than 5 September 2025 at 17:30 CET via info@ercapital.nl. Participation by telephone is only available to shareholders who have submitted a valid proxy form by Friday, 5 September 2025 at 17:30 CET, as described under 'Proxy and voting instructions'. Dial-in details will be sent to the email address provided.

Share capital

As at the date of this notice, the Company has 21,555,030 outstanding ordinary shares, each with a nominal value of EUR 0.10. Each ordinary share carries one vote.

ER Capital N.V. – Rotterdam, 25 July 2025

Agenda Items 2 and 3 Resignation and Appointment of the Supervisory Board (English version)

Items 2 a: Discharge of resigning supervisory board members

Ms. G. Harteveld-Smeets and Mr. P. Nordling will step down as members of the Supervisory Board as per 10 September 2025. The General Meeting is requested to grant them discharge for the supervision carried out by them up to and including that date, as evidenced by the financial statements, publicly available disclosures and meeting records. The discharge will be considered separately from the formal resignation proposals.

Items 2 b: Formal resignation of supervisory board members

The General Meeting is requested to approve the resignation of Ms. Harteveld-Smeets and Mr. Nordling with effect from 10 September 2025, in accordance with article 22 of the Company's articles of association. The resignations are voluntary and have been submitted in the context of the legal and structural reorganisation of the Company following the triangular division and the reverse listing.

Items 3: Appointment of new members of the Supervisory Board

It is proposed to appoint the following new members to the Supervisory Board:

Mr. Sebo M. Havinga, currently Partner Tax at Grant Thornton. Mr. Havinga has extensive experience in tax structuring, risk management and sustainable frameworks in the real estate and funds sector. His appointment is expected to strengthen financial oversight and compliance governance within the Company. Mr. Havinga brings in-depth expertise in real estate, audit oversight, and strategic risk management. His appointment closely aligns with the Company's ambition to strengthen its position in the real estate and investment fund markets, while further professionalizing its compliance and corporate governance framework.

Ms. Mireille Spapens, currently Director of Marketing & Communication at the Netherlands Red Cross. Ms. Spapens has considerable expertise in stakeholder engagement, reputation management and public affairs. Her appointment enhances the diversity and societal anchoring of the Supervisory Board. Ms. Spapens previously held various supervisory roles and worked in the international development sector. Her experience in societal anchoring and impactful communication will contribute to shaping the new brand identity of ER Capital N.V., as well as to the further institutionalization of its fund management activities.

Both candidates meet the applicable independence criteria and fit the profile as defined by the Supervisory Board. Their appointment is proposed in accordance with article 21 of the articles of association.