

Agenda and Explanatory Notes

for the annual general meeting of Cabka N.V. (the "**Company**"), to be held on Tuesday 31 May 2022 at 14:00 CEST at Crowne Plaza Amsterdam Zuid, George Gerschwinlaan 101, 1082 MT Amsterdam, the Netherlands. Registration for admission to the meeting starts at 13:00 CEST. The language of the meeting shall be English.

AGENDA

1. Opening
2.
 - (a) report of the management board for the financial year ended 2021
 - (b) explanation on policy on reserves and dividend
 - (c) adoption of the company and consolidated financial statements for the financial year ended 2021 including appropriation of the net result for the financial year ended 2021 (voting item)
3. Discharge of the managing directors for the financial year ended 2021 (voting item)
4. Appointment of the external auditor for the financial year 2022 (voting item)
5. Appointment of supervisory director (voting item)
6. Business update
7. Any other business
8. Closing

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2(a): Report of the management board for the financial year ended 2021

Presentation by the management board on the performance of the Company in 2021 and discussion of the annual report of the management board drawn up in the English language, which is included in the 2021 annual report (which can be found on our website <https://cabka.com/newsroom/shareholder-meeting> or <https://cabka.com/newsroom/investor-assets-library>).

As appears from the 2021 annual report, no remuneration or compensation has been paid to the managing directors nor are they entitled to the same. There were also no severance arrangements in place with the managing directors. Hence, no remuneration policy was adopted nor has a remuneration report been prepared with respect to the relevant period.

Agenda item 2(b): Explanation on policy on reserves and dividend

The management board will give an explanation of the policy on reserves and dividend which is also set forth in clause 9 of the relationship agreement (which can be found on our website <https://cabka.com/newsroom/principles-policies--rules>).

Agenda item 2(c): Adoption of the company and consolidated financial statements for the financial year ended 2021 including appropriation of the net result for the financial year ended 2021 (voting item)

It is proposed to adopt the company and consolidated financial statements for the financial year ended 2021 as prepared by the management board and included in the 2021 annual report. The financial statements have been drawn up in the English language and the audit has been performed by Deloitte Accountants B.V.

From the company financial statements for the financial year ended 2021 it appears that there is a net loss of EUR 3,215,788. By adopting the company financial statements it is also resolved to allocate the net loss for the financial year ended 2021 to the accumulated deficits.

Agenda item 3: Discharge of the managing directors for the financial year ended 2021

It is proposed to discharge all managing directors in office in the financial year ended 2021 from all liability in relation to the exercise of their duties in the financial year ended 2021, to the extent such performance is apparent from the financial statements for the financial year ended 2021 or other public disclosures prior to the adoption of these financial statements.

Agenda item 4: Appointment of the external auditor for the financial year 2022

It is proposed by the supervisory board, upon recommendation of the audit committee, to appoint BDO Audit & Assurance B.V. as the external auditor of the Company for the financial year 2022. The audit will

be carried out under the responsibility of Mr. Jeroen van Erve, audit partner at BDO Audit & Assurance B.V.

Agenda item 5: Appointment of supervisory director

As announced in the press release dated 22 February 2022, the supervisory board has nominated Mr. Manuel Beja to be appointed as supervisory director effective as of 1 June 2022 for a term ending at the end of the annual general meeting to be held in 2026. Subject to the appointment taking effect, the supervisory board has designated Mr. Manuel Beja as chairperson of the supervisory board and has appointed Mr. Manuel Beja as member of the audit committee.

The personal details of Mr. Manuel Beja and the reason for his nomination are as follows:

Name:	Manuel Beja
Age:	49
Nationality:	Portuguese
Current position:	<ul style="list-style-type: none">- Chairperson of the board of directors of TAP Air Portugal (since 2021)- Professional Women Network Lisbon, Mentoring Program: mentor and member of the advisory board (2013-2018), coordinator of the technical team (since 2018), <i>pro bono</i>
Previous positions:	<ul style="list-style-type: none">- Several management positions at Novabase, in Portugal and Brazil (1997-2018)- Executive director, member of the board at Collab (2005-2008)
Other (board) positions:	No
Motivation:	Mr. Manuel Beja is nominated for appointment as supervisory board director in connection with the “Business Combination” as effected on 1 March 2022. Mr. Manuel Beja has valuable experience as member and chairman of different boards and organizations

Mr. Manuel Beja is considered to be “independent” within the meaning of the Dutch Corporate Governance Code.

Mr. Manuel Beja does not hold any shares in the capital of the Company.

Remuneration

The remuneration of Mr. Manuel Beja will be in line with the remuneration policy of the Company and the individual remuneration of supervisory directors as explained and approved at the extraordinary general meeting held on 28 February 2022. This means that Mr. Manuel Beja will receive a fixed compensation as chairperson of the supervisory board of EUR 40,000 per year and an additional EUR 3,000 for his membership of the audit committee. In addition, Mr. Manuel Beja will receive an additional EUR 2,500 per year for compensation of daily and travel expenses.

Mr. Manuel Beja will not receive any variable remuneration such as option PSU awards under the “Performance Stock Unit Plan” of the Company or otherwise. The remuneration of Mr. Manuel Beja will not be made dependent on the Company's results such as profit.

Agenda item 6: Business update

Mr. Tim Litjens, CEO of the Company, will give a business update.

Agenda item 7: Any other business

Under this agenda item the meeting will be invited to ask remaining questions.

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