

Agenda and Explanatory Notes

for the annual general meeting ("**General Meeting**") of Cabka N.V. (the "**Company**"), to be held on Thursday 8 June 2023 at 14:00 CEST at Euronext Amsterdam, Beursplein 5, 1012 JW Amsterdam, the Netherlands. Registration for admission to the General Meeting starts at 13:00 CEST. The language of the General Meeting shall be English.

AGENDA

- 1. Opening**
- 2. Financial year 2022**
 - (a) report of the management board for the financial year 2022
 - (b) remuneration report for the management board and supervisory board for the financial year 2022 (advisory voting item)
 - (c) adoption of the company and consolidated financial statements for the financial year 2022 including appropriation of the net result for the financial year 2022 (voting item)
 - (d) distribution in relation to the financial year 2022 and related amendments of the articles of association (voting item)
- 3. Discharge**
 - (a) discharge of the managing directors for the financial year 2022 (voting item)
 - (b) discharge of the supervisory directors for the financial year 2022 (voting item)
- 4. Reappointment of the external auditor for the financial year 2023 (voting item)**
- 5. Appointment of managing director (voting item)**
- 6. Amendment of the remuneration policy of the supervisory board (voting item)**
- 7. Amendment of the remuneration policy of the management board (voting item)**
- 8. Authorization of the management board, subject to approval of the supervisory board, to repurchase ordinary shares (voting item)**
- 9. Designation of the management board, subject to approval of the supervisory board, as the competent body to (i) issue ordinary shares and (ii) restrict or exclude pre-emptive rights upon issuance of ordinary shares (voting item)**
- 10. Business update**
- 11. Any other business**
- 12. Closing**

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2(a): Report of the management board for the financial year 2022

Presentation by the management board on the performance of the Company in 2022 and discussion of the annual report of the management board drawn up in the English language, which is included in the 2022 annual report (which can be found on our website: <https://investors.cabka.com/reporting-and-investor-library/reports-and-presentation>).

Agenda item 2(b): Remuneration report for the management board and supervisory board for the financial year 2022 (advisory voting item)

In accordance with section 2:135b paragraph 2 Dutch Civil Code annually the remuneration report will be tabled to the General Meeting for an advisory vote. The remuneration report reports on the implementation and execution of the remuneration policies of the management board and supervisory board (the remuneration policy (which remuneration policy contains both policies) can be found on our website: <https://investors.cabka.com/corporate-governance/remuneration>) during the financial year 2022. The remuneration report is included on pages 70 – 74 of the 2022 annual report. Shareholders are requested to vote in favor of this remuneration report.

Agenda item 2(c): Adoption of the company and consolidated financial statements for the financial year 2022 including appropriation of the net result for the financial year 2022 (voting item)

It is proposed to adopt the company and consolidated financial statements for the financial year 2022 as prepared by the management board and included in the 2022 annual report. The financial statements have been drawn up in the English language and the audit has been performed by BDO Audit & Assurance B.V.

The company financial statements for the financial year 2022 present a net loss of EUR 30,975,000.00. By adopting the company financial statements it is also resolved to allocate the net loss for the financial year 2022 to the accumulated deficits.

Agenda item 2(d): Distribution in relation to the financial year 2022 and related amendments of the articles of association (voting item)

As announced in the press release on 15 March 2023 and in accordance with the Company's articles of association it is proposed by the management board, with the approval of the supervisory board, to distribute to the holders of ordinary shares a total amount of EUR 0.15 per ordinary share, of which EUR 0.05 will be distributed in cash and EUR 0.10 will be distributed in ordinary shares. Thereto, this proposal to make a distribution in relation to the financial year 2022 consists of two elements being (i) the distribution of ordinary shares and (ii) the distribution of repaid capital. The latter implies a resolution to formally reduce the capital of the Company (*kapitaalvermindering*) to be effectuated after the conclusion of a formal capital reduction process including a two-month opposition period for creditors (*crediteurenverzet*).

To be able to make a distribution in the form of repaid capital, two subsequent changes to the current articles of association of the Company have to be made, by first increasing the nominal value of the shares with EUR 0.05, thus increasing the issued share capital of the Company at the charge of the share premium reserve recognized for Dutch tax purposes and secondly by decreasing the nominal value of the shares back to the current nominal value, thus decreasing the issued share capital of the Company, which decrease of the nominal value of the ordinary shares is paid to the shareholders for the repaid capital part of the distribution and which decrease of the nominal value of the special shares will be allocated to the general share premium reserve (*algemene agioreserve*) of the Company. Reference is made to the texts of the proposals to amend the articles of association in English and Dutch, which can be found on the website.

Consequently, the proposal consists of three parts:

1. The proposal to make a distribution as set out above;
2. The proposal to, with approval of the supervisory board, amend the articles of association of the Company by an increase of the nominal value of the shares from EUR 0.01 to EUR 0.06, thus increasing the issued share capital of the Company at the charge of the share premium reserve recognized for Dutch tax purposes; and
3. The proposal to, with approval of the supervisory board, amend the articles of association of the Company by a decrease of the nominal value of the shares from EUR 0.06 to the current nominal value of EUR 0.01, thus decreasing the issued share capital of the Company, which decrease of the nominal value of the ordinary shares is paid to the shareholders for the repaid capital part of the distribution and which decrease of the nominal value of the special shares will be allocated to the general share premium reserve (*algemene agioreserve*) of the Company.

The proposal to amend the articles of association of the Company also includes authorizing any and all managing directors of the Company, supervisory directors of the Company and the company secretary as well as any and all lawyers and paralegals practicing with Zuidbroek B.V., each individually, to have the deeds of amendment to the articles of association executed.

Furthermore, this proposal includes the proposal to the General Meeting to designate the management board as the authorized body – with the approval of the supervisory board – to issue a number of ordinary shares up to the amount necessary for the payment of the distribution in ordinary shares to the shareholders entitled to the share distribution and to exclude pre-emptive rights in relation to this issue.

If the above distribution is resolved upon, the ordinary shares will be traded 'ex-dividend' as of Thursday 17 August 2023. The 'record date' will be Friday 18 August 2023. The distribution of the ordinary shares will take place by charging the share premium reserve recognized for Dutch tax purposes, free of withholding tax in The Netherlands. The number of ordinary share distribution rights entitled to one new ordinary share will be determined based on the volume-weighted average price ("VWAP") of all traded Company's ordinary shares at Euronext Amsterdam on Monday 21 August 2023 and Tuesday 22 August 2023. Rights to fractions of ordinary shares shall be paid in cash. There will be no trading in ordinary share distribution rights. The distributions will be payable as of Friday 25 August 2023.

All ordinary shares to be issued for the ordinary share distribution will be offered and admitted to trading on Euronext Amsterdam without a prospectus pursuant to the Prospectus Regulation (*Prospectusverordening*).

Planning distribution

17 August 2023	Ex-dividend before opening of business
18 August 2023	Record date dividend at close of business
25 August 2023	Payment date dividend

Agenda item 3(a): Discharge of the managing directors for the financial year 2022 (voting item)

It is proposed to discharge all managing directors in office in the financial year 2022 from all liability in relation to the exercise of their duties in the financial year 2022, to the extent such performance is apparent from the financial statements for the financial year 2022 or other public disclosures prior to the adoption of these financial statements.

Agenda item 3(b): Discharge of the supervisory directors for the financial year 2022 (voting item)

It is proposed to discharge all supervisory directors in office in the financial year 2022 from all liability in relation to the exercise of their duties in the financial year 2022, to the extent such performance is apparent from the financial statements for the financial year 2022 or other public disclosures prior to the adoption of these financial statements.

Agenda item 4: Reappointment of the external auditor for the financial year 2023 (voting item)

The supervisory board, together with the audit committee, has assessed the relationship with and performance of the external auditor. Based on this assessment, it is proposed by the supervisory board, upon recommendation of the audit committee, to reappoint BDO Audit & Assurance B.V. as the external auditor of the Company for the financial year 2023. 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 managing director (voting item)

As announced in the press release on 25 April 2023, the supervisory board has nominated Mr. Frank C.H. Roerink to be appointed as managing director effective as of the date of this General Meeting for a term ending at the end of the annual general meeting to be held in 2027. Subject to the appointment taking effect, the supervisory board has designated Mr. Frank C.H. Roerink as CFO of the management board of the Company.

The personal details of Mr. Frank C.H. Roerink and the reason for his nomination are as follows:

Name:	Frank C.H. Roerink
Age:	53
Nationality:	Dutch
Current position:	Interim CFO at Cabka N.V.
Previous positions:	CFO at Avantium N.V. (2007 – 2019) CFO at PlantLab B.V. (2020 – 2021) CFO at Dwarfs B.V. (2022 – 2023)
Other (board) positions:	Member of the Supervisory Board of Delft Enterprises B.V. – TU Delft (since 2020)
Motivation:	Frank Roerink is nominated for appointment as managing director and CFO. Frank Roerink was appointed interim CFO of the Company as per 1 February 2023. Since (i) there immediately was a mutual click between Frank Roerink, the Company, the supervisory board and other key employees, (ii) Frank Roerink has shown professionalism and expertise in the field and (iii) the wish of the Company is to guarantee a better balance in the management board, it was decided nominate Frank Roerink as managing director and CFO of the Company.

Main elements of management agreement of Frank C.H. Roerink

Frank Roerink has entered into a consultancy agreement with Cabka N.V. as of the appointment as interim CFO of the Company. Frank Roerink's consultancy agreement will be converted into a management agreement with effect as of the date of appointment. The management agreement is governed by Dutch law and entered into for an indefinite period of time.

The management agreement of Frank Roerink can be terminated with due observance of a notice period of six months, and twelve months for Cabka N.V. The management agreement does not contain a contractual severance arrangement. Furthermore, Frank Roerink is entitled to 29 holidays and is entitled to a company car.

It will be specified that the remuneration shall be determined by the supervisory board in accordance with the remuneration policy of the Company as adopted by the general meeting from time to time. Based on the remuneration policy Frank Roerink will be entitled to an annual fee as compensation for the services to be performed for the Company. Reference is made to voting item 7 for further details around the proposed remuneration policy and the entitlements of (each of) the managing directors.

The management agreement will contain restrictive covenants, such as (i) a confidentiality clause, (ii) a non-competition clause, (iii) a non-solicitation and non-poaching clause and (iv) a protection of intellectual property clause.

The management agreement shall terminate by operation of law, without notice being required or any compensation being due, on the earlier of (i) the date directly following the annual general meeting in

2027, unless Frank Roerink is reappointed as a managing director, in which case the term terminates by operation of law on the date directly after the annual general meeting in 2031, unless determined otherwise by the general meeting, and (ii) the moment that Frank Roerink is no longer a member of the management board for whatever reason.

Under the management agreement, Frank Roerink is entitled to a maximum annual base fee of EUR 320,000.00 gross for the services to be performed for the Company and its subsidiaries.

Performance Stock Unit Plan

Frank Roerink is eligible to participate in the Performance Stock Unit Plan of the Company.

It is intended that Frank Roerink will be awarded 31,428 PSUs.

Vesting is subject to continued engagement of the managing director with the Company. The main elements of the Performance Stock Unit Plan, including a specific leaver treatment, were originally adopted by the general meeting on 28 February 2022.

Shares

Frank Roerink does not hold any shares in the share capital of the Company.

Agenda item 6: Amendment of the remuneration policy of the supervisory board (voting item)

Based on the advice of the remuneration committee, a proposed new remuneration policy for the supervisory board has been drawn up. Apart from an inflation increase of 6.5% for the current remuneration of each of the supervisory directors, the proposed policy is the same as the current remuneration policy, which was originally adopted by the general meeting on 28 February 2022.

Remuneration supervisory director

Component	Current remuneration	Proposed remuneration
Fixed compensation (chairperson)	EUR 40,000.00	EUR 42,600.00
Fixed compensation (other supervisory directors)	EUR 30,000.00	EUR 31,950.00
Membership Audit Committee	EUR 3,000.00	EUR 3,195.00
Membership Nomination and Remuneration Committee	EUR 3,000.00	EUR 3,195.00
Daily and travel expenses	EUR 2,500.00	EUR 2,662.50

The current remuneration policy is also available on our website: <https://investors.cabka.com/corporate-governance/remuneration>.

Agenda item 7: Amendment of the remuneration policy of the management board (voting item)

Based on the advice of the remuneration committee, a proposed new remuneration policy for the management board has been drawn up. Apart from the following deviation as described below for the managing director with the title of CFO, the proposed policy will be the same as the current remuneration policy as originally adopted by the general meeting on 28 February 2022.

Annual base fee:

Annual base fee	Current	Proposed
CFO	EUR 225,000.00	EUR 320,000.00

Short Term Incentives

It is proposed to introduce a short-term incentive plan for the management board of the Company, which consists of the following in the financial year 2023:

one monthly salary for achieving a (non-normalized) EBITDA of EUR 32 million and for every EUR 1.5 million EBITDA exceeding the EBITDA of EUR 32 million, one additional monthly salary (calculated proportionally).

Agenda item 8: Authorization of the management board, subject to approval of the supervisory board, to repurchase ordinary shares (voting item)

It is proposed to authorize the management board, for a period of 18 months from the date of this General Meeting (*i.e.*, until and including 8 December 2024), to acquire ordinary shares in the share capital of the Company with due observance of the applicable statutory provisions, and subject to the approval of the supervisory board.

This authorization concerns up to the statutory maximum amount of 50% of the issued share capital as it reads now or as it will read in the future. The purpose of this proposal is to enable the management board to repurchase ordinary shares in the Company’s share capital in order to cover obligations under share-based compensation plans, or for other purposes.

Under the authorization, an ordinary share may be repurchased at the stock exchange or otherwise, at a price between the nominal value of the ordinary shares and 110% of the average closing price of the ordinary shares on Euronext Amsterdam’s stock exchange over a period of five (5) days preceding the day of the acquisition of the ordinary shares.

If and when this authorization is approved, the authorization granted by the general meeting on 28 February 2022 will no longer be utilized.

Agenda item 9: Designation of the management board, subject to approval of the supervisory board, as the competent body to (i) issue ordinary shares and (ii) restrict or exclude pre-emptive rights upon issuance of ordinary shares (voting item)

It is proposed to designate the management board, subject to the approval of the supervisory board, as the competent body (i) to issue ordinary shares or grant rights to acquire ordinary shares in the share capital of the Company, with due observance of the applicable statutory provisions and (ii) to restrict or exclude pre-emptive rights of existing shareholders upon the issue of ordinary shares or the granting of rights to subscribe for ordinary shares, such for a period of 18 months from the date of this General Meeting (*i.e.*, until and including 8 December 2024).

The number of ordinary shares to be issued is limited to a maximum of 10% of the issued share capital of the Company as per the date of this General Meeting.

The authority to issue ordinary shares or grant rights to acquire ordinary shares is granted for general purposes, including the issue of ordinary shares in respect of distributions in kind, a share-based compensation plan for employees and managing directors of the Company as well to react in a timely and flexible manner in the context of mergers, acquisitions and/or (strategic) alliances and to provide the possibility to react in a timely and flexible manner in respect of the financing of the Company.

If and when this authorization is approved, the current authorization granted by the general meeting on 28 February 2022 will no longer be utilized.

Agenda item 10: Business update

Mr. Tim Litjens, CEO of the Company, will give an update of the Company's business during the financial year 2022.

Agenda item 11: Any other business

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

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