



ENVIPCO HOLDING N.V.
Van Asch van Wijckstraat 4, 3811 LP
AMERSFOORT, THE NETHERLANDS

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ENVIPCO HOLDING N.V. (THE “COMPANY”) HELD WEDNESDAY 23 JUNE 2021

The Company’s board of directors (*bestuur*) (the “**Board of Directors**”) hereby invites its shareholders to attend the annual general meeting of shareholders of the Company (the “**GMS**”) to be held on Wednesday 23 June 2021 at 14:00 hours (CEST) at the Company’s offices at Van Asch van Wijckstraat 4, 3811 LP, Amersfoort, The Netherlands.

The agenda for the GMS is as follows:

1. Opening and registration of shareholders and holders of Depositary Receipts in attendance
2. Annual accounts 2020
 - a. Presentation annual accounts 2020
 - b. Adoption of annual accounts 2020 (*resolution*)
3. Remuneration report of the Board of Directors (*advisory resolution*)
4. Discharge of the executive member of the Board of Directors for 2020 (*resolution*)
5. Discharge of the non-executive members of the Board of Directors for 2020 (*resolution*)
6. Proposal to reappoint Mr. Simon Bolton as executive member of the Board of Directors (*resolution*)
7. Proposal to reappoint Mr. Gregory Garvey as non-executive member of the Board of Directors (*resolution*)
8. Proposal to appoint Ms. Anne Jorun Aas as non-executive member of the Board of Directors (*resolution*)
9. Proposal to reappoint Mr. Alexandre Bouri as non-executive member of the Board of Directors (*resolution*)
10. Proposal to reappoint Mr. Maurice Bouri as non-executive member of the Board of Directors (*resolution*)
11. Proposal to reappoint Mr. Christian Crepet as non-executive member of the Board of Directors (*resolution*)

12. Proposal to reappoint Mr. David D'Addario as non-executive member of the Board of Directors (*resolution*)
13. Proposal to reappoint Mr. Dick Stalenhoef as non-executive member of the Board of Directors (*resolution*)
14. Appointment of auditor of the Company for the financial year 2021 (*resolution*)
15. Proposal to amend the Company's articles of association in order to implement a "1 to 10" share split (*resolution*)
16. Any other businesses, announcements, questions, etcetera
17. Closing of the meeting

Shares and Depository Receipts

The Company's shares have been admitted to trading on Euronext Amsterdam.

In addition, the Company's shares in the form of depository receipts ("**Depository Receipts**") have been admitted to trading on Euronext Growth Oslo. The Depository Receipts are issued by and registered in book-entry form in the Norwegian Central Securities Depository (the "**VPS**"). The Company has entered into a registrar agreement with DNB Bank ASA, DNB Markets Registrars department (the "**VPS Registrar**") to facilitate registration of the Depository Receipts in the VPS in connection with the admission to trading on Euronext Growth. In accordance with the registrar agreement, the VPS Registrar is registered as the legal owner of the shares for which Depository Receipts are issued. Although the Depository Receipts are governed by Norwegian law, because of their similarities to depository receipts as such term is known under Dutch law, for the purpose of its corporate governance structure the Company considers the holders of Depository Receipts to be holders of depository receipts under Dutch law issued with its cooperation. As a consequence, a holder of the Depository Receipts shall have certain rights under Dutch law, including the right to attend the GMS and to vote on the shares underlying the holder's Depository Receipts, by giving voting instructions to the VPS Registrar or on the basis of a power of attorney issued by the VPS Registrar.

As of the date of this notice of the GMS, the Company has 4,605,128 issued and outstanding shares. In relation to 507,521 of these shares, Depository Receipts have been issued.

The Company's articles of association (*statuten*) (the "**Articles of Association**") do not have any restrictions on voting rights. Each share and each Depository Receipt entitles its holder the right for one vote at the GMS. Voting rights may not be cast on shares or Depository Receipts held by the Company itself or its subsidiaries. Unless Dutch law provides otherwise and with due observance of article 12 of the Articles of Association, all resolutions shall be passed by a majority of 75% of the votes cast.

The agenda of the GMS including the explanatory notes thereto, the annual accounts 2020 and the draft deed of amendment of the Articles of Association are available at the office of the Company and on the website of the Company and can be obtained free of charge.

Record Date

The record date is the determining factor to attend the GMS and to exercise voting rights during that meeting. The record date for the GMS is Wednesday 26 May 2021 after closing of the books (the "**Record Date**") so that persons who were shareholders or holders of Depository Receipts on the Record Date, will have the right to attend the GMS and to exercise their voting rights in accordance with the number of shares or Depository Receipts they hold at the Record Date, if they are registered as such in one of the following registers designated by the Board of Directors:

- for shareholders: in the administration of the intermediaries of Euroclear Nederland (the "**Intermediaries**") within the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*) or in the Company's shareholders register; and
- for holders of Depository Receipts: in the VPS,

and provided that those persons have registered for the meeting in accordance with the provisions set forth below.

Participation in the GMS and registration - shareholders

Shareholders can register for the GMS from Thursday 27 May 2021 up to and including Wednesday 16 June 2021 before 17:00 CEST, via www.abnamro.com/shareholder or via the Intermediary where their shares are administered.

The Intermediaries must provide ABN AMRO no later than Thursday 17 June 2021 at 13:00 CEST with a statement that includes the number of shares held by the relevant shareholder on the Record Date and the number of shares which have been applied for registration. Upon registration, ABN AMRO will issue a registration certificate for each shareholder via the relevant Intermediaries.

Holders of registered shares that have not been represented in book-entry form who are entitled to take part in and to vote at the GMS by proxy must notify the Board of Directors of this in writing. The notification must be received by the Board of Directors by no later than Wednesday 16 June 2021 at 17:00 CEST. Please send your request for registration to derkv@envipco.com.

Participation in the GMS and registration – holders of Depository Receipts

Holders of Depository Receipts can register for the GMS from Thursday 27 May 2021 up to and including Wednesday 16 June 2021 before 17:00 CEST by providing ABN AMRO and the Company a duly completed and signed registration form that is annexed hereto as Appendix 1, which also can be obtained from the Company via email at derkv@envipco.com (T: +31 (0)33 285 1773) and be downloaded from the Company's website (www.envipco.com – General Meeting of Shareholders).

The registration form, duly completed and signed by the holder of Depository Receipt must be provided to ABN AMRO at ava@nl.abnamro.com and the Company at derkv@envipco.com. It must be accompanied with a statement of the custodian bank via which the Depository Receipt holder is holding his/her Depository Receipts. The aforementioned statement of the applicable custodian bank must include the beneficial owner details of the Depository Receipt holder, the number of Depository Receipts held by the relevant Depository Receipt holder on the Record Date and the number of Depository Receipts which have been applied for registration.

Upon due registration, ABN AMRO will issue a registration certificate for the registered holder Depository Receipts which shall be provided via the email address included in the registration form.

Proxy and Instruction to Vote

A shareholder or holder of Depository Receipts who chooses to have himself represented at the meeting by a third party must – in addition to the registration requirements stated above – provide a proxy / voting instructions to that effect, and submit it to ABN AMRO and the Company. A proxy / voting instructions can also be given to the chairman of the GMS.

Shareholders and holders of Depository Receipts can do so via www.abnamro.com/shareholder or per physical form as per the document that is annexed to hereto as Appendix 2, which also can be obtained from the Company via email at derkv@envipco.com (T: +31 (0)33 285 1773) and be downloaded from the Company's website (www.envipco.com – General Meeting of Shareholders). The completed form, duly completed and signed by the shareholder or holder of Depository Receipts, as applicable, must be provided to ABN AMRO at ava@nl.abnamro.com and the Company at derkv@envipco.com by Wednesday 16 June 2021 before 17:00 CEST.

COVID-19

Due to the circumstances caused by COVID-19 in the Netherlands a number of protective measures will be implemented in respect of this GMS in line with the restrictions imposed by the Dutch government, which restrictions, among other things, limit the number of people allowed to be present at meetings. Please note that the GMS will be held in a meeting room with a limited capacity (complying with the Dutch COVID-19 legislation). The Company assumes that a limited number of shareholders and holders of Depository Receipts or their representatives will attend the meeting in person. The number of people present on behalf of the Company will be limited as well.

Shareholders and holders of Depository Receipts will at all times have the possibility to exercise their voting rights by providing voting instructions in accordance with the proxy voting procedures and are strongly encouraged to make use of this possibility in view of the COVID-19 situation. The Company also offers all shareholders and holders of Depository Receipts that have registered for the GMS to follow the GMS by means of a Zoom-meeting. It is noted that participants in the Zoom-meeting can follow the meeting in audio and video but will not be able to ask questions or exercise voting rights in or via the Zoom-meeting. Eligible shareholders and holders of Depository Receipts that want to participate in the Zoom-meeting are requested to send an email to derkv@envipco.com ultimately by Wednesday 16 June 2021 before 17:00 CEST.

Furthermore, given the extraordinary circumstances, shareholders and holders of Depository Receipts that have registered for the GMS are invited to submit questions about the agenda items in advance via an email to derkv@envipco.com ultimately by Wednesday 16 June 2021 before 17:00 CEST. The Board of Directors shall address these questions, as appropriate, during the meeting.

The Company continuously monitors developments in the context of COVID-19 and notes that further precautionary actions may be taken based on updated information and circumstances. The Company reserves the right to organise the GMS in a hybrid manner, or virtually on the basis of the Temporary Law Covid-19 Justice and Safety. The Company also reserves the right to make further adjustments to, or to set (other) conditions in respect of, amongst other things, the location, timing, attendance, scope and agenda of the meeting if circumstances so demand. Any updates and/or attendance safety guidance on the GMS will be published on the Company's website (www.envipco.com – General Meeting of Shareholders).

Notice to holders of Depository Receipts

The information set out herein for holders of Depository Receipts does not constitute any recommendations or advice on behalf of, or from DNB Bank ASA in its capacity as the VPS Registrar. Holders of Depository Receipts are recommended to seek legal and/or financial advice from their preferred advisor should they have any questions related to these GMS materials and/or to the information contained therein. Holders of Depository Receipts or their advisors may contact the Company for guidance; this is including, but not limited to, any exercise of (indirect) shareholder rights they may have and/or should want to exercise. DNB Bank ASA may on direct request give technical guidance on how to retire an interest in the Company from the Norwegian Central Securities Depository, the VPS for the purpose of holders of Depository Receipts that want their Depository Receipts exchanged for shares in order to exercise any shareholder rights, as applicable, directly against the Company, or any other third parties.

Envipco Holding N.V.

The Board of Directors, Amersfoort, Wednesday 12 May 2021

Envipco Holding N.V, van Asch van Wijckstraat 4, Amersfoort, The Netherlands.
+31.(0)33.285.1773 derkv@envipco.com www.envipco.com

Appendix 1 – Registration Form for holders of Depositary Receipts



**ENVIPCO HOLDING N.V.
Van Asch van Wijckstraat 4, 3811 LP
AMERSFOORT, THE NETHERLANDS**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
ENVIPCO HOLDING N.V. HELD WEDNESDAY 23 JUNE 2021**

Registration Form for holders of Depository Receipts

The undersigned:

_____ (name)
_____ (address)
_____ (zip code / city)
_____ (country)
_____ (e-mail address)

hereby applies for registration for the annual general meeting of shareholders of Envipco Holding N.V. (the “**Company**”) to be held on Wednesday 23 June 2021 at 14:00 hours (CEST) at the Company’s offices at Van Asch van Wijckstraat 4, 3811 LP, Amersfoort, The Netherlands.

As evidenced by the attached statement of _____ (custodian bank), at the Record Date, the undersigned was the legal and beneficial holder of _____ Depository Receipts. This application for registration regards the aforementioned number of Depository Receipts.

Signed in: _____ on: _____ 2021

By: _____ Title: _____

Duly completed and signed form accompanied with a statement of the custodian bank via which the Depository Receipt holder is holding his/her Depository Receipts to be sent no later than Wednesday 16 June 2021 before 17:00 CEST to ABN AMRO at ava@nl.abnamro.com and the Company at derkv@envipco.com.

The aforementioned statement of the applicable custodian bank must include the beneficial owner details of the Depository Receipt holder, the number of Depository Receipts held by the relevant Depository

Receipt holder on the Record Date and the number of Depositary Receipts which have been applied for registration.

Upon due registration, the holder of the Depositary Receipts will be granted a power of attorney by DNB Bank ASA in its capacity as the VPS Registrar on the basis of which the holder of the Depositary Receipts shall be entitled to vote on the shares underlying the duly registered Depositary Receipts.

Upon due registration, ABN AMRO will issue a registration certificate for the registered holder Depositary Receipts which shall be provided via the email address included in the registration form.

Appendix 2 – Proxy / Voting Instructions



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ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
ENVIPCO HOLDING N.V. HELD WEDNESDAY 23 JUNE 2021

Proxy / Voting Instructions

The undersigned:

_____ (name)
_____ (address)
_____ (zip code / city)
_____ (country)
_____ (e-mail address)

acting in its / his capacity as holder of _____ shares or depositary receipts for shares in Envipco Holding N.V., having its address at Van Asch van Wijckstraat 4, 3811 LP, Amersfoort, The Netherlands (the “Company”).

Hereby grants full proxy and power of attorney to^(*):

the Chairman of the meeting;

or

_____ (name)
_____ (address)
_____ (zip code / city)
_____ (country)
_____ (e-mail address)

() Check the applicable box. Check the box for “the Chairman of the meeting” if you do not have a preference for a representative. If no box is checked, it is assumed that the proxy and power of attorney is granted to the Chairman of the meeting.*

to represent the undersigned, with the right of substitution, in the Annual General Meeting of Shareholders

of the Company, which will be held at the Company's offices at Van Asch van Wijkstraat 4, 3811 LP, Amersfoort, The Netherlands, on 23 June 2021 at 14:00 hours (CEST) and vote on behalf of the undersigned in any and all matters that will be proposed to the shareholders of the Company, with all powers which the undersigned would possess and would be able to execute if personally present at said meeting, and to resolve on any and all matters which the proxy holder may deem necessary and appropriate, subject to and in accordance with the instructions below.^(**)

Direction of vote on the following matters:	In favour	Against	Abstain
1. Adoption annual accounts 2020 (agenda item 2.b)	[]	[]	[]
2. Advisory vote Remuneration Report (agenda item 3)	[]	[]	[]
3. Discharge of the executive member of the Board of Directors for the financial year 2020 (agenda item 4)	[]	[]	[]
4. Discharge of the non-executive members of the Board of Directors for the supervision in the financial year 2020 (agenda item 5)	[]	[]	[]
5. Proposal to reappoint Mr. Simon Bolton as executive member of the Board of Directors (agenda item 6)	[]	[]	[]
6. Proposal to reappoint Mr. Gregory Garvey as non-executive member of the Board of Directors (agenda item 7)	[]	[]	[]
7. Proposal to appoint Ms. Anne Jorun Aas as non-executive member of the Board of Directors (agenda item 8)	[]	[]	[]
8. Proposal to reappoint Mr. Alexandre Bouri as non-executive member of the Board of Directors (agenda item 9)	[]	[]	[]
9. Proposal to reappoint Mr. Maurice Bouri as non-executive member of the Board of Directors (agenda item 10)	[]	[]	[]

Direction of vote on the following matters:	In favour	Against	Abstain
10. Proposal to reappoint Mr. Christian Crepet as non-executive member of the Board of Directors (agenda item 11)	[]	[]	[]
11. Proposal to reappoint Mr. David D'Addario as non-executive member of the Board of Directors (agenda item 12)	[]	[]	[]
12. Proposal to reappoint Mr. Dick Stalenhoeft as non-executive member of the Board of Directors (agenda item 13)	[]	[]	[]
13. Appointment of KPMG Accountants N.V. as auditor for the financial year 2021 (agenda item 14)	[]	[]	[]
14. Proposal to amend the Company's articles of association in order to implement a "1 to 10" share split (agenda item 15)	[]	[]	[]

*(**) In case of a proxy given to the Chairman of the meeting: in absence of clear voting instructions the votes shall in favor of the resolutions.*

Signed in: _____ on: _____ 2021

By: _____

Title: _____