



## **Envipco 2021 Annual General Meeting – Documents Links**

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**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](http://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](mailto: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](mailto:derkv@envipco.com) (T: +31 (0)33 285 1773) and be downloaded from the Company's website ([www.envipco.com](http://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](mailto:ava@nl.abnamro.com) and the Company at [derkv@envipco.com](mailto: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](http://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](mailto:derkv@envipco.com) (T: +31 (0)33 285 1773) and be downloaded from the Company's website ([www.envipco.com](http://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](mailto:ava@nl.abnamro.com) and the Company at [derkv@envipco.com](mailto: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](mailto: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](mailto: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](http://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](mailto:derkv@envipco.com) [www.envipco.com](http://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](mailto:ava@nl.abnamro.com) and the Company at [derkv@envipco.com](mailto: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**



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

**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<sup>(\*)</sup>:**

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.<sup>(\*\*)</sup>

<b>Direction of vote on the following matters:</b>	<b>In favour</b>	<b>Against</b>	<b>Abstain</b>
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)	[ ]	[ ]	[ ]

<b>Direction of vote on the following matters:</b>	<b>In favour</b>	<b>Against</b>	<b>Abstain</b>
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 Stalenhoef 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: \_\_\_\_\_



**EXPLANATORY NOTES TO THE AGENDA  
of the Annual General Meeting of Shareholders of Envipco Holding N.V.  
to be held on Wednesday 23 June 2021**

The following agenda items will be put to a vote at the GMS: 2b through 15. The definitions used in the notice and agenda are also used in these explanatory notes.

**2. Annual accounts 2020**

- b. Adoption of annual accounts for the 2020 financial year (*resolution*)

It is proposed to adopt the annual accounts for 2020 which are available on the website of the Company.

In accordance with article 15.4 of the Articles of Association, EUR 1,722,000 of the loss for the 2020 financial year will be charged to the Company's retained earnings.

**3. Remuneration Report (*advisory resolution*)**

Agenda item 3 is a new item, following the implementation of the revised EU Shareholders Rights Directive (2017/828) into Dutch law. Under this item, the Company's Remuneration Report for the 2020 financial year is submitted to the GMS for a non-binding advisory vote in accordance with section 2:135b subsection 2 of the Dutch Civil Code. The Remuneration Report is included in the 2020 annual accounts which are available on the Company's website.

**4. Discharge of the executive member of the Board of Directors for the financial year 2020 (*resolution*)**

It is proposed to grant discharge to the executive member of the Board of Directors for his conduct of management in the financial year 2020.

**5. Discharge of the non-executive members of the Board of Directors for the supervision in the financial year 2020 (*resolution*)**

It is proposed to grant discharge to the non-executive members of the Board of Directors for their conduct of their supervisory role in the financial year 2020.

**6. Proposal to reappoint Mr. Simon Bolton as executive member of the Board of Directors (*resolution*)**

It is proposed to reappoint Mr. Simon Bolton as executive member of the Board of Directors for a period of three years with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2024.

Mr. Simon Bolton (1971) is a citizen of the United Kingdom, who joined Envipco in February 2020 as CEO. Prior to joining Envipco, he was CEO International of Waterlogic, a UK company with a global reach, 2500 employees and USD 350 million revenue. He previously held senior management positions at General Electric, Invensys and other industrial/technology companies. Mr. Bolton holds an MBA degree from IMD Lausanne, a MSc degree in Engineering Business Management from Warwick University (UK) and a BEng degree from Imperial College London.

Mr. Bolton's remuneration is in accordance with the Company's remuneration policy. The main elements of the service agreement of Mr. Bolton are not amended in connection with his reappointment, Mr. Bolton's current annual fixed salary being EUR 374,000 and Mr. Bolton also being entitled to a target based variable compensation. For further details of Mr. Bolton's remuneration, reference is made to the Remuneration Report included in the 2020 annual accounts which are available on the Company's website.

As at the date of the GMS' convocation, Mr. Bolton held 8,285 shares in the Company.

**7. Proposal to reappoint Mr. Gregory Garvey as non-executive member of the Board of Directors (resolution)**

It is proposed to reappoint Mr. Gregory Garvey as non-executive member of the Board of Directors for a period of three years with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2024.

Mr. Gregory Garvey (1955), a citizen of the United States of America, is currently Chairman of Virtual Hold Technology LLC, a privately held software company based in Florida USA. He has participated as executive management, board member and investor in several Norwegian public and private companies involved in recycling technology, video conferencing and nuclear imaging. Mr. Garvey has participated as a principal and board member in a number of private equity ventures over the past 20 years to include an aluminum rolling mill, recycling networks, call center technology and real estate development. He is a graduate of the University of New Haven, holding a BS in Financial Accounting, a Certified Public Accountant and was also formerly a partner with Price Waterhouse.

Mr. Garvey is not considered independent in the meaning of the Dutch Corporate Governance Code.

In accordance with the remuneration policy, the annual remuneration for Mr. Garvey's position as non-executive director and Chairman of the Board of Directors amounts to EUR 50,000.

As at the date of the GMS' convocation, Mr. Garvey held 567,698 shares in the Company.

**8. Proposal to appoint Ms. Anne Jorun Aas as non-executive member of the Board of Directors (resolution)**

It is proposed to appoint Ms. Anne Jorun Aas as non-executive member of the Board of Directors for a period of three years with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2024.

Ms. Anne Jorun Aas (1972), a citizen of Norway, is currently CEO of Farmforce AS, an Agritech IT startup digitizing first mile operations. Ms. Aas has an extensive professional background from McKinsey

consulting, renewable energy, solar installation, and sustainability. She has a broad range of board experience having served on a number of public and private boards. She is currently a board member of Investinor, and previous board positions includes Board Chair of EnergiX, board member of Eltek ASA and Kjeller Innovasjon. Ms. Aas has a Ph.D. in Nuclear Chemistry from the University of Oslo, University of Uppsala, and Cern.

In accordance with the remuneration policy, the annual remuneration for Ms. Aas' position as non-executive director amounts to EUR 30,000.

As at the date of the GMS' convocation, Ms. Aas held no shares in the Company.

**9. Proposal to reappoint Mr. Alexandre Bouri as non-executive member of the Board of Directors (resolution)**

It is proposed to reappoint Mr. Alexandre Bouri as non-executive member of the Board of Directors for a period of three years with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2024.

Mr. Alexandre Bouri (1936), a citizen of Greece and Lebanon, is the Chairman of the boards of Seament International Sal and Seabulk S.A., within a much-diversified conglomerate including the world's largest independent cement handling and shipping company doing business under "Seament" and "Seabulk" trade names. He is the Chairman of the boards of Seament Net Sal Offshore, B F 737 Sal, Al Ikar Sal, Universal Bulk Holding Sal, Bouri Trading Sal, Al Kharoubi Sal, Al Moutell Al Ikariat Sal, Medorient Holding Sal, Southern Sal and Al Ziraieh Sal. In addition, Mr. Bouri is a member of the Board of Directors of Seament Holding Sal, Seament Int'l Sal (Offshore), Sleimanieh Sal, Seament Albania SHPK, Elbassan Cement Factory SHPK and United Quarries SHPK. Mr. Bouri is also the principal owner of several companies. Mr. Bouri is the holder of a BSC from the American University in Beirut.

Mr. Alexandre Bouri is not considered independent in the meaning of the Dutch Corporate Governance Code.

Mr. Alexandre Bouri is the father of Mr. Maurice Bouri.

In accordance with the remuneration policy, the annual remuneration for Mr. Bouri's position as non-executive director amounts to EUR 30,000.

As at the date of the GMS' convocation, Mr. Alexandre Bouri held 2,168,068 shares in the Company.

**10. Proposal to reappoint Mr. Maurice Bouri as non-executive member of the Board of Directors (resolution)**

It is proposed to reappoint Mr. Maurice Bouri as non-executive member of the Board of Directors for a period of four years with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2025.

Mr. Maurice Bouri (1978), a citizen of The United Kingdom, is the former President of Societe des Huiles et Dérives (SHD), a grain derivatives manufacturing and commodities trading company. He held this position from 2012 until 2019. Mr. Bouri is currently Executive Director of SHD and was formerly Director

of Sales and Marketing for the Balkan Region for Fushe Kruja Cement, a cementitious products manufacturing company. Mr. Bouri is the holder of a dual degree in Industrial Psychology and Marketing from the University of Buckingham, England.

Mr. Maurice Bouri is not considered independent in the meaning of the Dutch Corporate Governance Code.

Mr. Maurice Bouri is a son of Mr. Alexandre Bouri.

In accordance with the remuneration policy, the annual remuneration for Mr. Bouri's position as non-executive director amounts to EUR 30,000.

As at the date of the GMS' convocation, Mr. Maurice Bouri held no shares in the Company.

**11. Proposal to reappoint Mr. Christian Crepet as non-executive member of the Board of Directors (resolution)**

It is proposed to reappoint Mr. Christian Crepet as non-executive member of the Board of Directors for a period of one year with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2022.

Mr. Christian Crepet (1954), a citizen of France, is the former Managing Director of Sorepla Industrie S.A; a plastics recycling company. He held this position from 2002 until 2016. Mr. Crepet is currently the Executive Director of the Board of Petcore. He is also a co-founder and member of EPBP (European PET Bottle Platform) and was formerly Vice President of PRE (Plastics Recyclers Europe). Mr. Crepet is the holder of a degree in law and executive MBA from Haute Etude Commerciales, Paris, France.

In accordance with the remuneration policy, the annual remuneration for Mr. Crepet's position as non-executive director amounts to EUR 30,000.

As at the date of the GMS' convocation, Mr. Crepet held 7,012 shares in the Company.

**12. Proposal to reappoint Mr. David D'Addario as non-executive member of the Board of Directors (resolution)**

It is proposed to reappoint Mr. David D'Addario as non-executive member of the Board of Directors for a period of one year with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2022.

Mr. David D'Addario (1967), a citizen of the United States of America, is currently the Chairman and Chief Executive Officer of New Day Aluminum Holdings. He formerly served as Chairman and CEO of Wise Metals Group, also known as Wise Alloys, North America's third largest producer of aluminum sheet for beverage and food cans. He also serves as Chairman and CEO of D'Addario Industries, a privately held diversified group involved in several industries. Mr. D'Addario holds a B.A. degree from Yale University. Mr. D'Addario is a member of the following boards of directors: The Aluminum Association, Inc., Barnum Festival Foundation, Bridgeport Hospital, Bridgeport Regional Business Council, The School for Ethical Education, and the University of Bridgeport.

In accordance with the remuneration policy, the annual remuneration for Mr. D'Addario's position as non-

executive director amounts to EUR 30,000.

As at the date of the GMS' convocation, Mr. D'Addario held 80,451 shares in the Company.

**13. Proposal to reappoint Mr. Dick Stalenhoef as non-executive member of the Board of Directors (resolution)**

It is proposed to reappoint Mr. Dick Stalenhoef as non-executive member of the Board of Directors for a period of one year with effect from the date of the GMS, ending by close of the annual general meeting to be held in 2022.

Mr. Dick Stalenhoef (1946), a citizen of the Netherlands, is an independent consultant and director. He previously served as Vice Chairman of the Board of Delta Lloyd Bank, Amsterdam, Chief Executive Officer of Smeets Securities N.V. in Antwerp, Belgium and Managing Director of Chase Manhattan Bank, Amsterdam. Mr. Stalenhoef is the holder of a Civil Law degree from the University of Tilburg. Mr. Stalenhoef was director of Milders, Heijboer & Stalenhoef B.V.

In accordance with the remuneration policy, the annual remuneration for Mr. Stalenhoef's position as non-executive director amounts to EUR 30,000.

As at the date of the GMS' convocation, Mr. Stalenhoef held no shares in the Company.

**14. Appointment of KPMG Accountants N.V. as auditor for the financial year 2021 (resolution)**

It is proposed to appoint KPMG Accountants N.V. as auditor of the Company for the financial year 2021.

**15. Proposal to amend the Company's articles of association in order to implement a "1 to 10" share split (resolution)**

Recognizing that the Company's shares are traded on Euronext Amsterdam and the Depository Receipts are traded on Euronext Growth Oslo markets, the Board of Directors is proposing a share split of 1 to 10 shares. The share split will encourage expansion of the shareholder base along with promoting share liquidity.

To achieve the share split, the Board of Directors proposes that the Articles of Association are amended as follows.

Currently article 3.1 of the Articles of Association reads as follows:

in Dutch:

*"3.1 Het maatschappelijk kapitaal van de vennootschap bedraagt vier miljoen euro (EUR 4.000.000), verdeeld in acht miljoen (8.000.000) gewone aandelen, elk nominaal groot vijftig eurocent (EUR 0,50)"*

and in English:

*"3.1 The authorised share capital of the company is four million euro (EUR 4,000,000), divided into eight million (8,000,000) ordinary shares, each having a nominal value of fifty eurocents (EUR 0.50)".*

It is proposed to amend article 3.1 of the Articles of Association so that it shall read as follows:

in Dutch:

*“3.1 Het maatschappelijk kapitaal van de vennootschap bedraagt vier miljoen euro (EUR 4.000.000), verdeeld in tachtig miljoen (80.000.000) gewone aandelen, elk nominaal groot vijf eurocent (EUR 0,05)”*

and in English:

*“3.1 The authorised share capital of the company is four million euro (EUR 4,000,000), divided into eighty million (80,000,000) ordinary shares, each having a nominal value of five eurocents (EUR 0.05)”*.

The draft deed of amendment of the Articles of Association (Dutch original and English translation) are appended hereto as Annex 1.

The proposal to amend the Articles of Association also includes the authorization of every member of the Board of Directors and every (deputy) civil-law notary, paralegal and notarial assistant at Bird & Bird (Netherlands) LLP to have the deed of amendment of the Articles of Association executed.

If the proposal is adopted and the Articles of Association are amended, the shares held by the shareholders immediately prior to the amendment, each with a nominal value of EUR 0.50, shall be split into as many shares, each with a nominal value of EUR 0.05 that are found by multiplying the number of shares of EUR 0.50 each held by the relevant shareholder by 10. As a result of the amendment, the Company's issued and outstanding share capital, which at date of the GMS' convocation consists of 4,605,128 shares each with a nominal value of EUR 0.50, shall consist of 46,051,280 shares each with a nominal value of EUR 0.05. The Board of Directors will ensure that the numbers of the shares registered in the Company's shareholders register shall be adjusted and updated to reflect the share split.

If the proposal is adopted, the Board of Directors intend to have the notarial deed of amendment to the Articles of Association executed on Tuesday 29 June 2021 after trading on Euronext Amsterdam and Euronext Growth Oslo has terminated. Euronext Amsterdam and Euronext Growth Oslo have been requested to direct that, subject to the proviso that the deed of amendment to the Articles of Association has gone into effect on Tuesday 29 June 2021, the shares and the Depository Receipts will be listed with a nominal value of EUR 0.05 each, effective Wednesday 30 June 2021.

**Annex 1 – Draft deed of amendment of the Articles of Association**

**AKTE VAN STATUTENWIJZIGING  
VAN ENVIPCO HOLDING N.V.**

Op ## tweeduizend eenentwintig, verscheen voor mij, mr. Renatus Martinus Rieter, notaris met plaats van vestiging 's-Gravenhage:

#, werkzaam ten kantore van Bird & Bird (Netherlands) LLP, te 's-Gravenhage, met kantooradres: Zuid-Hollandplein 22, 2596 AW 's-Gravenhage.

De verschijnende persoon verklaarde:

(A) HUIDIGE STATUTEN

De statuten van **Envipco Holding N.V.**, een naamloze vennootschap, opgericht naar Nederlands recht, statutair gevestigd te Amsterdam, met adres Van Asch van Wijkstraat 4 A, 3811 LP Amersfoort, ingeschreven in het handelsregister van de Kamer van Koophandel onder nummer 33304225 (de "**Vennootschap**"), werden laatstelijk vastgesteld bij akte van statutenwijziging, op vijf juli tweeduizend dertien verleden voor een waarnemer van mr. M.F.E. de Waard-Preller, notaris met plaats van vestiging Rotterdam, en zijn sindsdien niet meer gewijzigd.

(B) BESLUIT TOT WIJZIGING VAN DE STATUTEN

Blijkens de aan deze akte gehechte kopie van (een uittreksel van) de notulen (de "**Notulen**"), heeft de algemene vergadering van de Vennootschap op # tweeduizend eenentwintig besloten de statuten van de Vennootschap partieel te wijzigen en de verschenen persoon te machtigen deze akte te doen passeren en te tekenen.

(C) WIJZIGING VAN DE STATUTEN

De verschenen persoon verklaarde vervolgens ter uitvoering van de Notulen artikel 3

lid 1 van de statuten van de Vennootschap te wijzigen opdat dit zal luiden als volgt:

*“3.1 Het maatschappelijk kapitaal van de vennootschap bedraagt vier miljoen euro (EUR 4.000.000), verdeeld in tachtig miljoen (80.000.000) gewone aandelen, elk nominaal groot vijf eurocent (EUR 0,05).”*

Slotbepaling

Voor het effectief worden van de onderhavige akte van statutenwijziging bedraagt de nominale waarde van elk aandeel vijftig eurocent (EUR 0,50)

Per het moment van effectief worden van de onderhavige akte van statutenwijziging wordt elk geplaatst aandeel gesplitst in tien (10) aandelen, elk met een nominale waarde van vijf eurocent (EUR 0,05).

**SLOT**

De verschijnende persoon is mij, notaris, bekend.

WAARVAN AKTE, in minuut verleden te 's-Gravenhage, op de datum in het hoofd van deze akte vermeld.

Alvorens over te gaan tot verlijden van de akte, heb ik, notaris, aan de verschijnende persoon mededeling gedaan van de zakelijke inhoud van de akte en daarop een toelichting gegeven en daarbij tevens gewezen op de gevolgen die voor partijen of een of meer hunner uit de inhoud van de akte voortvloeien.

De verschijnende persoon verklaarde tijdig tevoren in de gelegenheid te zijn gesteld om van de inhoud van de akte kennis te nemen, daarmee in te stemmen en op volledige voorlezing van de akte geen prijs te stellen.

Onmiddellijk na beperkte voorlezing is deze akte door de verschijnende persoon en mij, notaris, ondertekend.

**NOTE ABOUT THIS OFFICE TRANSLATION:**

This document is a non-sworn English translation of a document prepared in Dutch. The original deed is executed in the Dutch language. This is mandatory under the laws of the Netherlands. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

**AMENDMENT TO THE ARTICLES OF ASSOCIATION  
ENVIPCO HOLDING N.V.**

On this day, the # day of # two thousand twenty-one, appeared before me, Renatus Martinus Rieter, civil law notary officiating at The Hague ('s-Gravenhage):

#, employed at Bird & Bird (Netherlands) LLP, in The Hague, the Netherlands, with office address: Zuid-Hollandplein 22, 2596 AW The Hague, the Netherlands.

The appearing person declared as follows:

(A) PRESENT ARTICLES

The articles of association of **Envipco Holding N.V.**, a limited liability company (*naamloze vennootschap*) organised and existing under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, with address Van Asch van Wijckstraat 4 A, 3811 LP Amersfoort, the Netherlands, registered with the trade register of the Dutch Chamber of Commerce under number

33304225 (the "**Company**"), were lastly adopted by the deed of amendment of the articles of association, executed before a deputy of M.F.E. de Waard-Preller, civil law notary officiating in Rotterdam, the Netherlands, on the fifth day of July two thousand thirteen and have not been amended since.

(B) RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION

According to the attached (extract from) the minutes of the meeting (the "**Minutes**") the general meeting of the Company on the # day of # two thousand twenty-one has resolved to partly amend the Company's articles of association and to authorize the appearing person have this deed executed and to sign it.

(C) AMENDMENT OF THE ARTICLES OF ASSOCIATION

Pursuant to the Minutes, the appearing person subsequently declared to hereby amend paragraph 1 of article 3 of the Company's articles of association in such a manner that it shall henceforth read as follows:

*"3.1 The authorised share capital of the company is four million euro (EUR 4,000,000), divided into eighty million (80,000,000) ordinary shares, each having a nominal value of five eurocents (EUR 0.05)."*

Final provision

Prior to the present deed of amendment to the articles of association becoming effective, the nominal value of each share is fifty eurocent (EUR 0.50).

As of the moment the present deed of amendment to the articles of association becomes effective, each issued share will be split into ten (10) shares with a nominal value of five eurocent (EUR 0.05) each.

CLOSE

The appearing person is known to me, civil law notary.

WITNESSED THIS DEED, the original of which was drawn up and executed in The Hague ('s-Gravenhage) on the date first written above.

Prior to the execution of this deed, I, civil law notary, informed the appearing person of the substance of the deed and gave him an explanation thereon, and furthermore pointed out the consequences which will result for the party from the contents of this deed.

Subsequently, the appearing person declared to have taken note of the contents of this deed after timely being given the opportunity thereto and waived a full reading of this deed.

Immediately after a limited reading, this deed was signed by the appearing person and

me, civil law notary.