

## agenda extraordinary general meeting **Aalberts N.V.**

to be held on  
Thursday 9 March 2023  
11:00 am (CET)

1. **Opening**
2. **Appointment of Mrs. T. Menssen as member of the Supervisory Board** (vote)
3. **Appointment of Mr. F. Melzer as member of the Supervisory Board** (vote)
4. **Announcements and any other business**
5. **Closing**

### explanatory notes

#### **agenda item 2**

##### **Appointment of Mrs. T. Menssen as member of the Supervisory Board** (vote)

The Stichting Prioriteit “Aalberts N.V.” wishes to nominate Mrs. T. (Thessa) Menssen as member of the Supervisory Board for a period that will end after the closing of the annual General Meeting to be held in 2027. The financial knowledge of Mrs. Menssen and her experience at international stock listed companies are a welcome complement to the Supervisory Board. Mrs. Menssen is former CFO at Royal BAM Group N.V., a company that designs, builds and maintains high quality, sustainable buildings, homes and infrastructure for public and private sector clients. She was former CFO and COO at the Port of Rotterdam, former member of the supervisory board of PostNL N.V. and former chair of the impact committee of FMO. Currently she is a member of the supervisory boards of Ordina N.V., Alliander N.V. and Ecorys.

The personal details of Mrs. Menssen can be found on a separate page of the agenda. Mrs. Menssen is independent, as defined in the Code.

#### **agenda item 3**

##### **Appointment of Mr. F. Melzer as member of the Supervisory Board** (vote)

The Stichting Prioriteit “Aalberts N.V.” wishes to nominate Mr. F. (Frank) Melzer as member of the Supervisory Board for a period that will end after the closing of the annual General Meeting to be held in 2027. The knowledge of Mr. Melzer of technology and innovation and his experience at international technology and industrial companies are a welcome complement to the Supervisory Board. Mr. Melzer is former CTO at Festo SE & Co. KG, which is a leading international supplier of automation technology and technical education. He was former group president and member of the executive board at Autoliv Inc., a supplier of safety solutions for the mobility industry and had various executive and management functions at Robert Bosch GmbH, amongst others, in the automotive and semiconductor industry. Currently he is a member of the technology committee of

TTS Tooltechnic Systems AG & Co. KG and member of the advisory board of Sima Technologies, Inc.

The personal details of Mr. Melzer can be found on a separate page of the agenda. Mr. Melzer is independent, as defined in the Code.

## registration date

Persons registered in one of the registers designated for this purpose by the Supervisory Board and Management Board as shareholders of Aalberts N.V. on 9 February 2023, after close of trading and processing of all settlements (the “**Record Date**”), and who are registered in the manner described below, are entitled to vote and attend the meeting. For holders of shares that are traded via the giro-based securities transfer system, the administration of the intermediaries (the “**Intermediary**”) as defined in the Dutch Securities Giro Act (*Wet giraal effectenverkeer*) are designated as register.

The meeting will be a physical meeting, subject to changed COVID-19 circumstances. If a physical meeting is not possible due to such changed circumstances, the meeting will be virtual and shareholders registered as set out below will receive details and instructions for attending the meeting by electronic means via a video or audio webcast.

Shareholders who wish to attend the meeting are required to notify ABN AMRO Bank N.V. through their Intermediary. Notification via the Intermediary can take place with effect from 9 February 2023, but no later than 17:00 hours (CET) on 2 March 2023. Shareholders can also register themselves via [abnamro.com/evoting](https://abnamro.com/evoting). In all circumstances, the Intermediary will need to issue a statement to ABN AMRO Bank N.V. via [abnamro.com/intermediary](https://abnamro.com/intermediary), no later than 13:00 hours (CET) on 3 March 2023, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting. In addition, the Intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

### Voting instructions and voting by proxy

Shareholders can issue their voting instruction online until 2 March 2023 before 17:00 hours (CET) via [abnamro.com/evoting](https://abnamro.com/evoting).

Shareholders may grant a written proxy to civil-law notary Mr. N.A.H. Wolswijk (or his substitute) to vote on those shareholders' behalf by using an authorisation and voting instruction form which can be downloaded at [aalberts.com/generalmeeting](https://aalberts.com/generalmeeting) and can be obtained upon request at ABN AMRO via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

In order to vote by written proxy, shareholders must request a confirmation of entitlement from their Intermediary, showing that that they were a shareholder on the Record Date. The confirmation of entitlement and voting instruction form must have been received by Mr. N.A.H. Wolswijk, civil law notary, Grote Bickersstraat 74, 1013 KS Amsterdam, the Netherlands by regular mail, or if sent electronically, in pdf-format to [niels.wolswijk@zuidbroek.com](mailto:niels.wolswijk@zuidbroek.com) no later than 2 March 2023, 17:00 hours (CET).

The agenda with explanatory notes and the information regarding the persons to be appointed, are available for inspection at the offices of Aalberts and are available on request in digital form free of charge from Aalberts ([investors@aalberts.com](mailto:investors@aalberts.com)), as well as from ABN AMRO Bank N.V. ([ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)).

These documents are also available at [aalberts.com/generalmeeting](https://aalberts.com/generalmeeting) and [abnamro.com/evoting](https://abnamro.com/evoting).

**personal details of the persons nominated for appointment as Supervisory Board member:**

Mrs. **T. (Thessa) Menssen** (1967)

*Current relevant (additional) functions*

- member supervisory board Ordina N.V.
- member supervisory board Alliander N.V.
- member supervisory board Ecorys
- member supervisory board MARIN
- member supervisory board Scheepvaartmuseum Amsterdam
- member supervisory board Kröller-Müller Museum

*Relevant previous functions*

- CFO Royal BAM Group N.V.
- CFO | COO Port of Rotterdam
- member supervisory board PostNL N.V.
- chair impact committee FMO Dutch entrepreneurial development bank

*Relevant education*

- MBA University Twente
- MSc Mechanical Engineering Eindhoven University of Technology

*Nationality*

Dutch

*Reason appointment*

- knowledge of and experience in an important end market where Aalberts is active; eco-friendly buildings
- broad financial and management experience in various international stock listed companies
- financial expert
- good fit with the profile and the diversity policy of the Supervisory Board

*Number of shares held in the capital of Aalberts N.V.: 0*

**Mr. F. (Frank) Melzer** (1963)

*Current relevant (additional) functions*

- member technology committee TTS Tooltechnic Systems AG & Co. KG
- member advisory board Sima Technologies, Inc.

*Relevant previous functions*

- CTO Festo SE & CO. KG
- executive board, group president electronics, Autoliv Inc.
- various executive and management functions Robert Bosch GmbH
- CEO and founder Bosch Sensortec GmbH
- member steering committee Platform Industry 4.0
- board of directors ZVEI, German electro and digital industry association
- advisor Innoviz Technologies

*Relevant education*

- MBA University of Toronto
- doctoral and PhD degree Mechanical Engineering University of Stuttgart
- graduate school Aerospace and Mechanical Engineering University of Arizona

*Nationality*

German

*Reason appointment*

- knowledge of and experience in important end markets where Aalberts is active; sustainable transportation and semicon efficiency
- broad technology, innovation and management experience in various international companies
- broad network within the technology industry and public-private initiatives
- expert in different industries; automotive, customer electronics and industrial automation
- good fit with the profile and the diversity policy of the Supervisory Board

*Number of shares held in the capital of Aalberts N.V.: 0*