

Agenda and explanatory notes of the annual general meeting for Pluxee N.V.

This document contains the agenda and explanatory notes for the annual general meeting of shareholders (the **AGM**) of Pluxee N.V. (**Pluxee** or the **Company**) to be held on Wednesday, December 18, 2024, at 2:00 p.m. CET at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol, the Netherlands.

The AGM can also be followed via a live video webcast which will be made available on the Pluxee corporate website.

1. Opening

2. Annual Report for the fiscal year 2024

- 2a. Report of the Board for the fiscal year 2024 (***non-voting item***)
- 2b. Remuneration report for the fiscal year 2024 (***advisory voting item***)
- 2c. Annual accounts for the fiscal year 2024 (***voting item***)

3. Dividend

- 3a. Presentation of the dividend policy (***non-voting item***)
- 3b. Adoption of the dividend proposal (***voting item***)

4. Discharge of liability of members of the Board

- 4a. Discharge of the Executive Directors in respect of the performance of their duties during the fiscal year 2024 (***voting item***)
- 4b. Discharge of the Non-Executive Directors in respect of the performance of their duties during the fiscal year 2024 (***voting item***)

5. Authorization to the Board as the competent body to repurchase shares (*voting item***)**

6. Renewal of the term of office of the statutory auditor for the fiscal year 2025 (*voting item***)**

7. Closing

EXPLANATORY NOTES FOR THE AGENDA

Item 2: Annual Report for the fiscal year 2024

2a. Report of the Board for the fiscal year 2024 (*non-voting item*)

Presentation of the report of the Company's board of directors (the **Board**) detailing the performance of the Company during the fiscal year ended on August 31, 2024 (the **fiscal year 2024**).

The board report as prepared by the Board is contained in the Company's annual report for the fiscal year 2024 (the **Annual Report Fiscal 2024**).

The Annual Report Fiscal 2024 is [available on the Pluxee corporate website](#).

2b. Remuneration report for the fiscal year 2024 (*advisory voting item*)

The remuneration report of the Company for the fiscal year 2024, included in Chapter 2.5, pages 58 to 62 inclusive, of the Annual Report Fiscal 2024 (the **remuneration report 2024**), which outlines the manner in which the remuneration policy for the executive director of the Company (the **Executive Director**) and the non-executive directors of the Company (the **Non-Executive Directors**) has been applied, will be submitted to the Company's general meeting (the **General Meeting**) for a non-binding advisory vote. It is proposed to the General Meeting to cast a favorable advisory vote.

The remuneration report 2024 has been published as part of the [Annual Report Fiscal 2024](#) which is available on the Pluxee corporate website.

2c. Annual accounts for the fiscal year 2024 (*voting item*)

It is proposed that the General Meeting adopts the Company's annual accounts for the fiscal year 2024 (the **annual accounts 2024**).

PricewaterhouseCoopers Accountants N.V. (**PwC**) has issued an auditor's report on the annual accounts 2024. The auditor will be available for questions regarding the audit of the annual accounts 2024.

The annual accounts 2024 have been published as part of [the Annual Report Fiscal 2024](#) which is available on the Pluxee corporate website.

Item 3: Dividend

3a. Presentation of the dividend policy (*non-voting item*)

The Company's dividend policy, as outlined in the Annual Report Fiscal 2024, will be presented.

3b. Adoption of the dividend proposal (*voting item*)

Subject to the adoption of the annual accounts 2024 by the General Meeting, it is proposed that the General Meeting adopts, with due observance of the Company's articles of association and dividend policy, the payment of a dividend of EUR 0.35 per ordinary share from the net profit for the fiscal year 2024 as shown in the Company statement of comprehensive income for the fiscal year 2024. If adopted, this proposal would represent a payout ratio relative to the Group's Adjusted net profit for the fiscal year 2024 (attributable to the Group equity holders)¹, as outlined in the dividend policy, of 25%.

The part of the full amount of profits shown in the Company statement of comprehensive income for the fiscal year 2024 that will not be distributed, shall be added to the relevant reserves of the Company (in accordance with the Company's articles of association and Dutch law) in order to further strengthen the capital position of the Group.

If adopted, the Company's ordinary shares will trade ex-dividend as from December 20, 2024, the dividend record date will be on December 23, 2024, and payment of the dividend will take place on December 24, 2024.

Pursuant to the Company's articles of association, this resolution can only be adopted by the General Meeting in a meeting where at least one third of the issued share capital is present or represented.

Item 4: Discharge of liability of members of the Board

4a. Discharge of the Executive Directors in respect of the performance of their duties during the fiscal year 2024 (*voting item*)

It is proposed that the General Meeting discharges the Executive Director and former managing director who were in office during the fiscal year 2024 from all liability in relation to the performance of their duties during the fiscal year 2024 to the extent that such exercise is apparent from the Annual Report Fiscal 2024 or other public disclosures prior to the adoption of the annual accounts 2024.

4b. Discharge of the Non-Executive Directors in respect of the performance of their duties during the fiscal year 2024 (*voting item*)

It is proposed that the General Meeting discharges the Non-Executive Directors who were in office during the fiscal year 2024 from all liability in relation to the performance of their duties during the fiscal year 2024 to the extent that such exercise is apparent from the Annual Report Fiscal 2024 or other public disclosures prior to the adoption of the annual accounts 2024.

¹ Adjusted net profit is defined in the Company's Annual Report Fiscal 2024 in section 3.5. See related calculation in section 3.2.1.8 of the Annual Report Fiscal 2024.

Item 5: Authorization to the Board as the competent body to repurchase shares (*voting item*)

The Board believes that it is in the Company's interest to have the flexibility to be able to acquire ordinary shares in the Company's share capital, amongst other reasons, to enable the Company to carry out share repurchase programs if the Board considers such share repurchase programs to be in the interest of the Company and its stakeholders.

Therefore, it is proposed that the General Meeting authorizes the Board to acquire ordinary shares in the Company's share capital. The authorization can be used for any and all purposes, and acquisitions may be made on the market or in any other manner.

The Company may acquire ordinary shares under this authorization up to an amount equal to 10% of Company's issued share capital as at the date of the 2024 general meeting, provided that following the acquisition the Company, together with its subsidiaries, does not hold more than 10% of the Company's issued share capital.

The minimum price which the Company may pay for each share to be acquired will be the nominal value of such share. The maximum price, excluding expenses, which the Company may pay for each share to be acquired, will be an amount equal to 110% of the market price of the ordinary shares.

The market price is defined as the higher of (i) the price of the ordinary shares on Euronext Paris at the time of repurchase and (ii) the closing price of the ordinary shares on Euronext Paris on the trading day prior to the date of acquisition.

In case of a self-tender offer or an accelerated repurchase program, the Board may decide that the market price is defined as the arithmetic average of the daily VWAP (volume-weighted average price) of the ordinary shares on Euronext Paris over a period of at least one trading day.

Any determination of any foreign exchange rate, where applicable, will be based on the information as provided by a source as selected by the Board.

Ordinary shares in the Company's share capital may also be acquired pursuant to, and in accordance with the terms and conditions of, the liquidity agreement entered into with BNP Paribas Financial Markets, dated January 31, 2024 and effective February 1, 2024, as amended from time to time, or another liquidity agreement within the meaning of 'Décision' AMF no. 2021-01 of June 22, 2021 (the "**Liquidity Agreement**"). Ordinary shares acquired under the Liquidity Agreement will not be taken into account for purposes of determining whether the 10% threshold referenced above has been exceeded.

This authorization will be valid for a period of 18 months from the date of the 2024 general meeting, and therefore up to and including July 17, 2026.

If adopted, this authorization will replace the current authorization of the Board to repurchase ordinary shares in the Company's share capital, which was granted on January 31, 2024.

Pursuant to the Company's articles of association, this resolution can only be adopted by the General Meeting in a meeting where at least one third of the issued share capital is present or represented.

Item 6: Renewal of the term of office of the statutory auditor for the fiscal year 2025 (voting item)

It is proposed that the General Meeting re-appoints PricewaterhouseCoopers Accountants N.V. (PwC) as the Company's external auditor for the fiscal year 2025.

Prior to the listing of Pluxee on Euronext Paris, the Company's statutory auditor was appointed for a one-year term (fiscal year 2024). The proposal to re-appoint PwC for a one-year term, corresponding to the fiscal year 2025, follows the recommendation of the Company's audit committee, after it conducted an assessment of the functioning of, and the developments in the relationship with PwC.

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