

Notice and agenda for the Annual General Meeting of Pluxee N.V.

Notice and agenda for the Annual General Meeting of shareholders (**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 will be held in English and can also be followed via a live video webcast. Shareholders should regularly check the [Company's website](#) for updates regarding the AGM.

The Company's board of directors (the **Board**) unanimously recommends that you vote in favor of all the resolutions listed below and believe that the passing of these resolutions would be in the best interests of the Company and its stakeholders, including its shareholders, as a whole.

AGENDA

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

AGM DOCUMENTATION

This notice, the explanatory notes for the agenda of the AGM and other documents relevant to the AGM, including further information regarding voting by proxy, are available on the Pluxee website in the dedicated [General Meeting section](#). All these documents are also available for inspection at the offices of Pluxee (16 rue du Passeur de Boulogne, 92130 Issy-les-Moulineaux, France).

RECORD DATE

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, vote at the AGM, shareholders and other persons entitled to attend the AGM, must (i) be registered as of Wednesday, November 20, 2024, following processing of all debit and credit entries as of that date (the **Record Date**), in a (sub-)register designated by the Board, regardless of whether the shares are still held by such holders at the date of the AGM and (ii) have registered to attend the AGM in the manner set out below under "REGISTRATION AND VOTING INSTRUCTIONS".

The Board has designated as (sub-)registers:

1) **Euroclear France S.A. participants**

- a. For shareholders holding shares through Euroclear France S.A. in the bearer form ("*au porteur*") (the **EFR Bearer Shareholders**): those shares are under the administration of the relevant bank, brokerage or other intermediary in Euroclear France.
- b. For shareholders holding shares through Euroclear France S.A. in the registered form ("*au nominatif*") (the **EFR Registered Shareholders**): those shares are under the administration of Société Générale Securities Services France (**SGSS**) which was designated by Pluxee to maintain on its behalf its register of EFR Registered Shareholders.

2) **Loyalty Shareholders and shareholders in the Dutch Shareholders Register**

- a. For shareholders holding (i) special voting shares and/or (ii) ordinary shares that are registered directly in their name in the Company's loyalty share register (the **Loyalty Share Register**) (such shareholders, the **Loyalty Shareholders**): the Loyalty Share Register.

The Loyalty Share Register is maintained on the Company's behalf in the records of the Company's agents being TMF Administrative Services B.V. (**TMF**) and SGSS and together with TMF, the **Agents** and each an **Agent**).

- b. For shareholders holding ordinary shares that are registered directly in their name in the Company's shareholders register (the **Dutch Shareholders Register**), but not in the Loyalty Share Register: the Dutch Shareholders Register.

REGISTRATION AND VOTING INSTRUCTIONS

All shareholders that wish to attend the AGM, either in-person or by proxy, must register in advance for the AGM.

The method in which a shareholder can register, depends on the method in which that shareholder holds its Pluxee shares, and is further set out below. Shareholders that are unsure of how they hold their shares should contact their bank, broker or other intermediary for more information.

1) Euroclear France S.A. participants

- a. **EFR Bearer Shareholders.** EFR Bearer Shareholders who wish to attend the AGM, in person or by proxy, or who wish to provide voting instructions to vote on their behalf, must complete the proxy form for EFR Bearer Shareholders (the **Proxy Form for EFR Bearer Shareholders**), which is available on the Company's website, or can be obtained from their financial intermediary.

The completed and signed Proxy Form for EFR Bearer Shareholders must be received by SGSS, through the financial intermediaries, no later than December 11, 2024 at 5 p.m. CET. Shareholders may also complete these formalities electronically from November 27, 2024 (9 a.m. CET) to December 11, 2024 (5 p.m. CET) by following the instructions provided by their financial intermediary.

- b. **EFR Registered Shareholders.** EFR Registered Shareholders who wish to attend the AGM, in person or by proxy, or who wish to provide voting instructions to vote on their behalf, must complete the proxy form for EFR Registered Shareholders (the **Proxy Form for EFR Registered Shareholders**), which can be obtained from SGSS.

The completed and signed Proxy Form for EFR Registered Shareholders must be received by SGSS no later than December 11, 2024 at 5 p.m. CET.

Contact information for SGSS:

Société Générale Securities Services France
Assemblées Générales
32 Rue du Champ de Tir
CS 30812 – 44308 NANTES cedex 3
France

Call center dedicated to EFR Registered Shareholders:

Monday to Friday, 9:00 A.M. to 6:00 P.M. at: +33 (0)2 51 85 67 89 (non-premium rate number, billed according to your carrier contract and country from which you are calling).

EFR Registered Shareholders may also complete these formalities electronically from November 27, 2024 (9 a.m. CET) to December 11, 2024 (5 p.m. CET) by following these instructions:

Instructions for electronic formalities for EFR Registered Shareholders only:

EFR Registered Shareholders can access the VOTACCESS platform via the Sharinbox website: www.sharinbox.societegenerale.com.

- ✓ EFR Registered Shareholder should click on "access to my account" (*accéder à mes comptes*) on the Sharinbox website and log in or activate their Sharinbox by SG Markets account by using their access code and password.
- ✓ The access code can be found (i) by pure registered shareholders (*nominatif pur*) on their account statements or (ii) by administrated registered shareholders (*nominatif administré*) in a mail to be received at their registered postal address.
- ✓ The password, (i) in respect of pure registered shareholders, was sent by mail at the opening of the registered account with Société Générale or (ii) can be obtained directly online following the instructions received by mail, for administrated registered shareholders (*nominatif administré*).
If this has not been done yet, shareholders must activate their account to benefit from the new authentication method of Sharinbox by SG Markets.
- ✓ In case the password is lost or forgotten, EFR Registered Shareholders can click on "forgot your password?" to receive a new password.
- ✓ Once logged in, EFR Registered Shareholders can submit their voting instructions by clicking on "Reply" in the "Shareholders' Meetings" section and then on "Participate". EFR Registered Shareholders will then be automatically redirected to the VOTACCESS platform to submit their voting instructions for the AGM.
- ✓ The Sharinbox website contains all information needed for this process, including a login guide which can be found on the website (via the Connexion guide button).

2) **Loyalty Shareholders and shareholders in the Dutch Shareholders Register**

Loyalty Shareholders and shareholders in the Dutch Shareholders Register who wish to attend the AGM, in person or by proxy, or who wish to provide voting instructions to vote on their behalf, must complete, (a) in case of Loyalty Shareholders the proxy form for Loyalty Shareholders (the **Proxy Form for Loyalty Shareholders**), and (b) in case of shareholders in the Dutch Shareholders Register the Dutch Shareholders Register proxy form (the **Proxy Form for Dutch Register Holders**). The relevant form will be provided by the relevant Agent to the email addresses of such shareholders as they appear from the records maintained by the relevant Agent.

The completed and signed Proxy Form for Loyalty Shareholders and Proxy Form for Dutch Register Holders, as applicable, must be received, directly, or through TMF Netherlands B.V., by SGSS no later than December 11, 2024 at 5 p.m. CET.

ADMISSION TO THE AGM

Registration for admission to the AGM will take place on the day of the AGM from 1 p.m. CET until the commencement of the AGM at 2:00 p.m. CET. After this time, registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid admission card for the AGM and may be asked for identification prior to being admitted. Attendees are therefore requested to carry a valid identity document.

LIVE VIDEO WEBCAST

The live video webcast will be accessible on the day of the AGM from 2:00 pm CET on the Pluxee corporate website in the dedicated [General Meeting](#) section. Participation in the live video webcast will not be taken into account when determining the part of issued share capital that is represented at the AGM.

QUESTIONS ON THE AGENDA ITEMS

Shareholders attending the AGM in person are able to ask questions on the agenda items at the AGM. They are however invited to submit their questions in advance of the AGM via email, preferably in English, at general.meeting@pluxee.com by no later than December 11, 2024 at 5 p.m. CET. The email must include the shareholder's name and the agenda items to which the questions relate.

PERSONAL DATA

Pluxee, acting as data controller, processes personal data for managing shareholder relationships and complying with legal obligations. Pluxee will retain shareholders' personal data only for as long as necessary to fulfill the purposes for which it was collected and to comply with legal requirements. For more information about how the Pluxee Group processes personal data and how to exercise data protection rights, please refer to its [Data Protection Statement](#).

November 6, 2024,

The Board of Pluxee N.V.

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