



**Stern Groep N.V.**  
Pieter Braaijweg 6  
Amsterdam - Duivendrecht

Postbus 94949  
1090 GX Amsterdam  
www.stern.nl

## **Agenda for the Extraordinary General Meeting of Stern Groep N.V.**

To be held on Wednesday 23 February 2022 at 10:00 hours

Location: Stern Groep N.V., Pieter Braaijweg 6, Amsterdam-Duivendrecht

1. Opening and announcements
2. Approval for the transaction with Hedin Mobility Group AB  
Approval pursuant to Section 2:107a of the Dutch Civil Code for the sale by Stern Groep N.V. of the entire outstanding and issued share capital of SternFacilitair B.V. to Hedin Mobility Group AB (*for vote*)
3. Repayment of Share premium  
Repayment of Share premium, of € 14.50 per ordinary share, within 2 weeks after closing of the transaction (*for vote*)
4. Amendment of the articles of association  
Name change (amendment of the articles of association) of Stern Groep N.V. after closing of the transaction (*for vote*)
5. Any Other Business
6. Close



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**Registration date** Persons entitled to attend and vote at this meeting are those entered as such in a (sub)register on 26 January 2022 (the 'Registration Date'), after processing of all transactions as per this date, and who have applied in the manner described below. These (sub)registers are the records of the Intermediaries as defined in the Securities Giro Transfer Act (*Wet giraal effectenverkeer*), under 'Intermediair' and the register of the Company.

**Registration** Holders of shares wishing to attend the meeting in person or by proxy should inform the company accordingly through the Intermediary with which their shares are held or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 17:00 hours on Wednesday 16 February 2022. See below under Coronavirus (COVID-19) for the possibility to attend the meeting.

The Intermediaries must provide a statement showing the number of shares held by the shareholder in question on the Registration Date and are to be registered to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) no later than 13:00 hours on Thursday 17 February 2022. The Intermediaries are requested to provide full address details of the shareholders in question with the registration to enable efficient checking of shareholdership on the Registration Date. ABN AMRO will issue a certificate of registration to these shareholders through their respective Intermediaries which will serve as the attendance card for the meeting.

**Appointment of a proxy** Shareholders wishing to be represented must submit a proxy form legally signed by them (either on the reverse of the certificate of registration or otherwise) to the Company not later than Wednesday 16 February 2022. The signed proxy form must have been received by the Company by post or sent in digital form to the following e-mail address by Wednesday 16 February 2022: [secretariaat@stern.nl](mailto:secretariaat@stern.nl). Proxy forms are available free of charge from the offices of the Company and via the website [www.sterngroep.nl](http://www.sterngroep.nl).

**Total number of shares and voting rights** The issued capital of Stern Group consists of 5,925,000 shares. On the date of the convening notice for the meeting, Stern Group owns 250,000 of its own shares, meaning there are 5,675,000 shares entitled to vote.

#### **Coronavirus (COVID-19)**

With respect to the Extraordinary General Meeting Stern Group shall take appropriate measures in order to maximise the protection of the health of shareholders, members of the Supervisory Board, the Management Board and employees. In accordance with the prevailing governmental measures, Stern would discourage the shareholders from physically attending the meeting. Notwithstanding, shareholders that want to attend the meeting are requested to make this known to the Company before Wednesday 16 February 2022, per e-mail to [secretariaat@stern.nl](mailto:secretariaat@stern.nl) with reference to the subject 'Attendance of the Extraordinary General Meeting of Stern Groep N.V. on 23 February 2022'.

To limit potential health risks the Company will not organise any social activities around the meeting. Unfortunately this means there will be no coffee reception offered before the meeting and no lunch will be served after. Shareholders that attend the meeting do this at their own health risk and are responsible for ensuring that at all times the compulsory minimum of 1.5 meters between one another is maintained, furthermore wearing a protective mouth mask is obligatory. Shareholders that have registered for attendance of the meeting will however be denied access in case they have symptoms related to Corona, as described on the website of the RIVM, and/or when contact has occurred between the shareholder and a person infected with Corona within 14 days prior to the meeting.



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Shareholders are provided with the possibility to hand in written questions per e-mail until 18 February 2022. These questions should be delivered to [secretariaat@stern.nl](mailto:secretariaat@stern.nl) with reference to the subject 'Questions regarding the Extraordinary General Meeting of Stern Groep N.V. on 23 February 2022. As many of the written questions as possible shall be answered during the meeting and the subsequent answers shall be recorded in the minutes.

Stern expressly reserves the right to take any additional measures concerning the Extraordinary General Meeting, including but not limited to limiting the number of participants in the meeting, possible postponement of the Extraordinary General Meeting to a later date, or converting the meeting to a virtual meeting.

Shareholders are advised to regularly check the website ([www.sterngroep.nl](http://www.sterngroep.nl)) for any further announcements concerning the Extraordinary General Meeting.

### Notes to the Agenda

#### Note to item 2 of the Agenda (Sale of SternFacilitair to Hedin Mobility Group)

Pursuant to Article 2:107a of the Dutch Civil Code, the Management Board and the Supervisory Board request the approval of the General Meeting for the sale by Stern Groep N.V. of the entire outstanding and issued share capital SternFacilitair B.V. to Hedin Mobility Group AB (the "Transaction"). The Management Board and the Supervisory Board fully and unequivocally recommend that the Transaction be approved.

A shareholder circular containing further details and information about the Transaction will be available at the Extraordinary General Meeting, and will be available free of charge at the offices of Stern Group, Pieter Braaijweg 6, in Amsterdam-Duivendrecht, prior to the Extraordinary General Meeting at the latest from 9 February 2022. Access to the shareholder circular will also be possible online via the Stern Group website ([www.sterngroep.nl](http://www.sterngroep.nl)) from 9 February 2022 at the latest. This shareholder circular will address, among other things:

- the nature, content and background of the Transaction;
- the parties concerned,
- the strategic justification. Here we will also discuss the expectations regarding the settlement of the interest held by Stern Groep N.V. in Bovemij;
- the share purchase agreement, including (i) transaction structure, (ii) purchase price, (iii) conditions precedent, (iv) guarantees and indemnities, (v) consequences for employees, (vi) agreed non-financials to ensure continuity and (vii) financing of the transaction;
- the future of Stern Groep N.V. after the divestment of SternFacilitair B.V., including (i) the use of the sale proceeds of SternFacilitair B.V., including the amount of the super dividend to be paid out and (ii) the financing structure of Stern Groep N.V. after the divestment of SternFacilitair B.V. and (iii) the composition of the Management Board and Supervisory Board as of 12 May 2022 as expected to be in the regular General Meeting of 12 May 2022 on the agenda; and
- Position statement and recommendation by the Management Board and the Supervisory Board.

#### Note to item 3 of the Agenda (Repayment of Share premium)

After the transaction, Stern Groep N.V. will remain the owner of the depositary receipts for shares it holds in Bovemij. The carrying amount of this interest amounts to € 19.3 million on the basis of the last official valuation of Bovemij issued by this company. The net cash consideration to be paid by Hedin Mobility Group AB amounts to € 83 million, as a result of which Stern Groep N.V. will make a repayment of Share premium of € 14.50 per share within 2 weeks after the closing of the Transaction.



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**Note to item 4 of the Agenda (Amendment of the Articles of Association (Name Change))**

Following the transaction, Hedin Mobility Group intends to continue the Stern brand name in the Netherlands for the time being. In order to avoid confusion and to avoid any relationship with the core activities of SternFacilitair, it is proposed to change the name of Stern Groep N.V. to PB Holding N.V. after the transaction by means of an amendment to the articles of association. The proposal of the Management Board to amend the articles of association has been approved by the Supervisory Board. The proposal also includes an authorisation in connection with the amendment of the articles of association to all members of the Board of the Company as well as to every lawyer and paralegal associated with Van Doorne N.V. to pass the notarial deed of amendment of the articles of association. The full text of the proposed change is available on the Company's website and office address.