



# Convening notice for the General Meeting of Stern Groep N.V.

The Convening Notice and the Agenda with notes are published on the company's website, [www.sterngroep.nl](http://www.sterngroep.nl) (under Investor Relations and then General Meeting).

Shareholders, proxies and other persons entitled to attend the meeting must be able to show proof of identity on arrival. The Supervisory Board of Stern Groep N.V., established in Amsterdam, invites shareholders to attend a

## General Meeting

The General Meeting will be held at 10:00 hours on Thursday 7 May 2020. Attendance is possible from 09:45 hours. Following the meeting a lunch will be served. The meeting will be held at Stern Groep N.V., Pieter Braaijweg 6, Amsterdam-Duivendrecht.

## Agenda

The topics to be discussed in the meeting are:

1. Opening and announcements
2. Discussion of the Report of the Management Board for the 2019 financial year (*for discussion*)
3. Corporate Governance (*for discussion*)
4. Remuneration
  - a. Remuneration Report 2019 (*for discussion*)
  - b. One-off bonus payment to the Management Board 2019 (*for vote*)
  - c. Adoption of the Remuneration policy for the Management Board (*for vote*)
  - d. Adoption of the Remuneration policy for the Supervisory Board (*for vote*)
5. Adoption of the financial statements for 2019 (*for vote*)
6. Determination of the profit appropriation (*for discussion*)
7. Discharge
  - a. Granting discharge to the members of the Management Board (*for vote*)
  - b. Granting discharge to members of the Supervisory Board (*for vote*)
8. Composition of the Supervisory Board
  - a. Reappointment of Mr D.R. Goeminne (*for vote*)
9. Authorisation of the Supervisory Board to appoint a registered auditor (*for vote*)
10. Authorisation of the Management Board to repurchase own shares (*for vote*)
11. Issuance of shares and limitation or exclusion of the preferential right
  - a. Designation of the Management Board for issuance of shares (*for vote*)
  - b. Designation of the Management Board to limit or exclude the preferential right (*for vote*)
12. Any Other Business
13. Close

### **Registration date**

Persons entitled to attend and vote at this meeting are those entered as such in a (sub)register on 9 April 2020 (the 'Registration Date'), after processing of all transactions as of this date, and who have applied in the manner described below. These registers and 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 bearer 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) not later than 17:00 hours on Thursday 30 April 2020.

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 12:00 hours on Friday 1 May 2020. The Intermediaries are requested to provide full address details of the shareholders in question with the registration to enable efficient checking of shareholding 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.

Shareholders who will not attend the meeting in person, can provide voting instructions to the Company to vote on his/her behalf, provided registration for the meeting has taken place in accordance with the above. Shareholders are able to provide electronic voting instructions via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 17:00 hours on 30 April 2020.

### **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 Thursday 30 April 2020. 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 Thursday 30 April 2020: [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)**

Stern closely follows the development and the instructions of the government concerning the Coronavirus. At the General Meeting all recommended hygiene measures to prevent the spread of the coronavirus will be taken. In order to protect shareholders, members of the Supervisory Board, the Management Board and employees, distinctive measures will be taken to ensure the compulsory minimum of 1,5 meters between one another. Listeners will not be admitted.

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.

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

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

Amsterdam, 26 March 2020

Stern Groep N.V.