



The annual general meeting (“AGM”) of PB Holding N.V. (“PBH”) will be held on Thursday 11 June 2026 at 10:30 am (CET) at the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701 (1118 BN) Schiphol-NL

#### Agenda

1. Opening of the AGM
2. Report of the Management Board for the financial year 2025 (*for discussion*)
3. Report of the Supervisory Board:
  - a. Supervisory Board Report for the year 2025 (*for discussion*)
  - b. Remuneration report for the year 2025 (*advisory resolution*)
4. Adoption of the 2025 financial statements (*for resolution*)
5. Dividend policy (*for resolution*)
6. Discharge
  - a. Discharge of the members of the Management Board for their management (*for resolution*)
  - b. Discharge of the members of the Supervisory Board for their supervision (*for resolution*)
7. Authorisation of the Supervisory Board to appoint the statutory auditor to audit the 2026 financial statements of PB Holding N.V. (*for resolution*)
8. Authorisation of the Management Board to:
  - a. issue (or grant rights to acquire) shares up to 10% (*for resolution*)
  - b. limit or exclude pre-emption rights in respect of issuances and/or grants in connection with agenda item 8a (*for resolution*)
9. Any other business
10. Closing of the meeting

#### Annual report 2025

The Annual Report 2025 including appendices can be downloaded from our website [www.pb-holding.nl](http://www.pb-holding.nl) or a printed version of the Annual Report 2024 can be obtained free of charge at the Company's offices, Westersingel 86 (3015 LC) Rotterdam, as well as via email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

#### Record date

Entitled to attend the AGM are persons who:

- i. On 14 May 2026 (the 'record date') have an entry in the (sub-)registers referred to below; and
- ii. Have registered themselves as described below.

The designated sub-registers for holders of bearer shares are the records of the intermediaries as defined by the Securities Giro Act, showing who the owners of such shares are on the record date.



PB Holding N.V.  
Wilhelminakade 89  
3072 AP ROTTERDAM  
[www.pb-holding.nl](http://www.pb-holding.nl)

### **Notification**

Holders of shares or their authorized representatives have the right to attend the AGM, provided they have given notice of their intention to attend the AGM to ABN AMRO Bank through the intermediary who administers their shares or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 4 June 2026 at 5.00 p.m. CET.

Intermediaries must submit their statements to ABN AMRO Bank at the latest on 5 June 2026 at 1.00 p.m. CET through [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) specifying for each shareholder concerned the number of shares for which notification is being submitted.

In their statements, the intermediaries are requested to provide full address details of the shareholders concerned in order to ensure efficient verification of their shareholdings per the record date. ABN Amro Bank will provide the shareholders with admission tickets to the AGM through their intermediaries.

### **Granting a power of attorney and voting instruction**

Subject to the conditions applying to notification, shareholders who are unable to attend the AGM can also give the Chair of the Supervisory Board a voting instruction. Voting instructions can be submitted electronically no later than 4 June 2026 at 5.00 p.m. CET through [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

If a shareholder is unable to submit a voting instruction electronically, the instruction may also be submitted in writing using the form that can be requested via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

Completed power of attorney and instruction forms must have been received by the Company no later than on 4 June 2026 at 5.00 p.m. CET by email to [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

Attendees to the AGM must be able to identify themselves if requested and must sign the attendance list before joining the AGM. Shareholders unable to attend are allowed to have themselves represented by no more than one representative.

PB Holding N.V.  
Rotterdam, 21 April 2026

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## Explanatory notes to the agenda

### Agenda item 2

#### Report of the Management Board (discussion item)

Discussion of the report of the Management Board, which is included in the 2025 annual report on pages 7 to 9.

### Agenda item 3a

#### Report of the Supervisory Board (discussion item)

The Supervisory Board will report on its activities during the financial year 2025. The report is included in the 2025 annual report on pages 10 to 11.

### Agenda item 3b

#### Remuneration report of the year 2025 (advisory resolution)

The remuneration report will be submitted to the General Meeting for an advisory vote. The report is included in the 2025 annual report on pages 13. The Remuneration report is published separately on PBH's website.

### Agenda item 4

#### Adoption of the 2025 financial statements (for resolution)

It is proposed to adopt the 2025 financial statements which are included in the 2025 annual report on pages 14 to 27.

### Agenda item 5

#### Dividend policy (for resolution)

The dividend policy was set during the General Meeting of 28 June 2023. Following the settlement of the recommended public offer by Nafimij N.V., it is proposed to discontinue the dividend policy.

### Agenda item 6a

#### Discharge of each member of the Management Board in office during the financial year 2025 for the performance of his or her duties during 2025 (for resolution)

It is proposed to discharge the members of the Management Board in office during 2025 from all liability in relation to the exercise of their duties in the financial year 2025, to the extent that such exercise is apparent from the financial statements, the announcement during the general meeting or other public disclosures prior to the adoption of the 2025 financial statements.

### Agenda item 6b

#### Discharge of each member of the Supervisory Board in office during the financial year 2025 for the performance of his or her duties during 2024 (for resolution)

It is proposed to discharge the members of the Supervisory Board in office during 2025 from all liability in relation to the exercise of their duties in the financial year 2025, to the extent that such exercise is apparent from the financial statements, the announcement during the general meeting or other public disclosures prior to the adoption of the 2025 financial statements.



**Agenda item 7**

**Authorisation of the Supervisory Board to appoint statutory auditor to audit the 2026 financial statements (for resolution)**

The general meeting is the corporate body authorised to appoint the external auditor that will audit the financial statements of PB Holding N.V. It is proposed to the General Meeting to authorise the Supervisory Board as the body to appoint an external auditor for fiscal year 2026.

**Agenda item 8a**

**Authorisation of the Board of Management to issue (or grant rights to acquire) shares up to 10% (for resolution)**

It is proposed that the Board of Management be designated, in accordance with section 2:96 of the Dutch Civil Code, as the corporate body authorised to, subject to the approval of the Supervisory Board, resolve on the issue of – and/or on the granting of rights to acquire ordinary shares in which the authorised capital of PB Holding N.V. is divided. The authorisation of the Management Board is requested for a period of 18 months as of 15 June 2026 until 15 December 2027 (inclusive) and will be limited to 10% of the issued capital of PB Holding N.V. at the date of this General Meeting. If granted, this authorisation will replace the issued authorisations granted at the general meeting on 24 June 2025 (the “2025 AGM”).

**Agenda item 8b**

**Authorisation of the Management Board to limit or exclude pre-emption rights in respect of issuances and/or grants in connection with agenda item 8a (for resolution)**

It is proposed that the Board of Management be designated, in accordance with section 2:96 of the Dutch Civil Code, as the corporate body authorised to, subject to the approval of the Supervisory Board, limit or exclude pre-emption rights in relation to any issue (or grant of rights to acquire) ordinary shares as described in agenda item 8a. The authorisation is requested for a period of 18 months as of 15 June 2026 until 15 June 2027 (inclusive) and will be limited to 10% of the issued capital at the date of this General Meeting. If granted this authorisation will replace the authorisation granted at the 2025 AGM.