



NOTARIAL RECORD
EXTRAORDINARY GENERAL MEETING
OF CTP N.V.

On the fifteenth day of June two thousand and twenty-two I, Corstiaan Anne Voogt, civil-law notary in Amsterdam, attended the extraordinary general meeting of **CTP N.V.**, a public limited liability company (*naamloze vennootschap*), with corporate seat in Amsterdam, the Netherlands, address at Apollolaan 151, 1077 AR Amsterdam, the Netherlands and Dutch Trade Register number 76158233 ("**CTP**"), which meeting was held virtually at The College Hotel, Roelof Hartstraat 1, 1071 VE Amsterdam, the Netherlands at ten hours in the morning Central European Summer Time (the "**EGM**"), and chaired by Ms Barbara Knoflach, the senior independent director of CTP (the "**Chairperson**"), in order to prepare a notarial record of the proceedings of the EGM. At the EGM, I observed the following: _____

Agenda item 1: Opening. _____

The Chairperson opened the meeting and welcomed everyone. The Chairperson expressed her gratitude to the persons virtually present for taking the time to attend the meeting. She said that at the EGM the proposal had been put to a vote to approve the integration of Deutsche Industrie Grundbesitz AG, a public limited liability company under the laws of Germany (*Aktiengesellschaft*), with its registered statutory seat in Rostock, Germany, address at August-Bebel-StraBe 68, 14482 Potsdam, Germany, and registered with the commercial register of the local court (*Amtsgericht*) of Rostock, Germany under docket number 13964 ("**DIG**") into the group of CTP, following the completion of the successful public takeover and delisting offer on the third day of February two thousand and twenty-two. _____

Before the Chairperson addressed this EGM's voting item, she went through a number of formalities for the EGM. She noted that the language of the EGM was English; that Mr Richard Wilkinson, CTP's chief financial officer and executive director was present; that Ms Sandra van Loon, CTP's company secretary, was present and acted as secretary of the EGM; that Ms Susanne Eickermann-Riepe and Mr Gerard van Kesteren, two of CTP's non-executive directors, were remotely present; and that the remaining two CTP directors, Mr Remon Vos, CTP's chief executive officer and executive director, and Mr Pavel Trenka, one of CTP's non-executive directors, were unfortunately unable to attend the EGM. She also noted that Mr Constantijn Voogt, civil law notary at De Brauw Blackstone Westbroek N.V. ("**De Brauw**") was present at the meeting and would prepare a notarial record of the EGM in line with the relevant merger and hive-down requirements under Dutch law; and that Mr Bart Jan Kuck, civil law notary at Zuidbroek B.V. ("**Zuidbroek**"), acting as a substitute of Mr Jean Schoonbrood, civil law notary at Zuidbroek, was present at the meeting to exercise all voting rights attached to the shares of the shareholders who had granted him a power of attorney. _____

She continued by stating that the EGM was properly convened, that the notice of the EGM as well as the other meeting documents were published on CTP's website on the twenty-ninth day of April two thousand and twenty-two and that the set up of the EGM was in line with the Dutch emergency legislation allowing virtual meeting. She mentioned that those wishing to follow the EGM had the opportunity to do so remotely via the webcast of the EGM. _____ She furthermore stated that the shareholders were given the opportunity to submit written _____



questions in advance; that the submission instructions had been included in the convening notice and had also been published on CTP's website; and that no written questions were submitted in advance of the EGM. Moreover, the Chairperson confirmed that shareholders who were attending the meeting via the webcast of the EGM had the opportunity to ask questions via the chat function of the webcast which would be discussed during the relevant agenda item. In addition, the Chairperson noted that shareholders who were attending the meeting virtually were requested to vote in real time electronically via the online platform of the EGM. She stated that the meeting only had one voting item, being agenda item 2, and that votes could be cast when this agenda item was discussed up until agenda item 3, and that she would announce when the voting would be closed. She also mentioned that shareholders had the opportunity to submit their voting instructions online and that they also had the opportunity to grant a proxy with the voting instructions to an independent third party, which for this meeting was Mr Bart Jan Kuck, civil law notary at Zuidbroek, acting as a substitute of Mr Jean Schoonbrood, civil law notary at Zuidbroek.

The Chairperson concluded the formalities by noting that three hundred eighty-six million three hundred sixty-seven thousand one hundred and eighty-three (386,367,183) shares in CTP's share capital as at the record date were represented at the EGM, with an equal number of voting rights exercisable, representing eighty-nine point twenty-seven percent (89.27%) of the issued and outstanding shares in CTP's share capital as at the record date; and stated that all requirements were met so that the EGM could validly adopt the proposed resolutions that were set out in the agenda for this meeting, and then opened the vote.

Agenda item 2: Business combination.

The Chairperson introduced agenda item 2 and explained that this agenda item was structured as one (1) voting item, comprising two (2) subsections. She continued with the statement that these resolutions would be put to a vote jointly as one single voting item, since each of these resolutions are required for the integration of DIG into the group of CTP. The Chairperson explained that, since more than half of CTP's issued share capital was represented at the meeting, the proposal to effect the Merger and the Hive-Down (both as defined below) each required a simple majority of the votes that were cast. The Chairperson addressed each of the two (2) subsections separately.

Agenda item 2(a): Proposal to effect the Merger.

The Chairperson introduced subsection (a) of agenda item 2, which relates to the proposal to effect the merger pursuant to which DIG is merged with CTP by way of an upstream cross-border merger and by which all assets and liabilities and legal relationships of DIG shall transfer to CTP, DIG shall cease to exist, and CTP shall grant new shares in its share capital to the shareholders of DIG, excluding CTP (the "Merger").

She mentioned that the full terms and conditions of the Merger have been included in the joint common draft terms of merger and other documents as filed with the Dutch Trade Register and made available on CTP's website on the twenty-ninth day of April two thousand and twenty-two. Before touching upon certain key terms of the Merger the Chairperson mentioned that, subject to the EGM's approvals, CTP and DIG expect to complete the Merger in the second half of two thousand and twenty-two.

The first key term that was elaborated on by the Chairperson related to the exchange ratio. She mentioned that, when the Merger becomes effective, one point twenty-five (1.25) newly issued



shares in CTP's share capital will be granted to the former DIG shareholders for each issued and outstanding DIG share. The Chairperson noted that on the basis thereof CTP's share capital would be increased by granting seven million six hundred fifty-nine thousand five hundred and ninety (7,659,590) new shares in CTP's share capital. She then mentioned that this proposal to effect the Merger included the approval of CTP's general meeting that a German court procedure for review for an improvement of the exchange ratio would be applicable to the Merger. The Chairperson then proceeded with the following key term that was discussed and that related to the cash compensation. The Chairperson noted that DIG had made a cash offer of twenty-four euro and twenty-nine eurocent (EUR 24.29) per DIG share to each DIG shareholder who had objected to the resolution of DIG's general meeting, that took place on Thursday the ninth day of June two thousand and twenty-two, to approve the joint common draft terms of merger. The Chairperson then mentioned that, to give effect to the cash compensation, the proposal to effect the Merger also included the authorisation of CTP's board of directors to, subject to the consenting vote of a majority of CTP's non-executive directors entitled to vote, acquire any CTP shares from DIG shareholders entitled to receive the cash compensation following the Merger. The Chairperson stated that the existing authorisation to acquire CTP shares granted at the annual general meeting of CTP held on the twenty-sixth day of April two thousand and twenty-two would remain in full force and that this proposal to effect the Merger, further also included the approval of CTP's general meeting, to the extent required, that a German court procedure for review of cash compensation would be applicable to the Merger. The Chairperson then asked Ms Sandra van Loon if any questions were asked via the chat function following which she confirmed that no questions had been submitted via the chat function.

Agenda item 2(b): Proposal to effect the Hive-Down.

The Chairperson introduced subsection (b) of agenda item 2, pursuant to which all assets and liabilities and legal relationships of DIG, that are required by CTP pursuant to the Merger, as proposed under agenda item 2(a) above, are separated by a hive-down (*afsplitsing*) to a new Dutch company incorporated as a wholly owned subsidiary of CTP, and CTP will continue to exist (the "Hive-Down").

She explained that the full terms and conditions of the Hive-Down have been included in the hive-down proposal and other documents as filed with the Trade Register on the second day of May two thousand and twenty-two and made available on CTP's website on the twenty-ninth day of April two thousand and twenty-two.

The Chairperson mentioned that, subject to the EGM's approvals, the Hive-Down is expected to be implemented following implementation of the Merger and receipt of a positive binding ruling from the perspective of CTP of the competent German tax authorities in relation to certain tax aspects of the Hive-Down.

The Chairperson then asked Ms Sandra van Loon if any questions were asked via the chat function following which she confirmed that no questions had been submitted via the chat function.

Agenda item 3: Any other business.

The Chairperson then proceeded to agenda item 3: any other business. For this agenda item, the Chairperson asked Ms Sandra van Loon if any final questions had been asked via the chat function following which she confirmed that this was not the case. The Chairperson stated that as



there were no more voting items on the agenda, the voting would be closed soon. She mentioned that, for convenience purposes, the voting item would be shown on the screen one last time. After waiting for thirty seconds the Chairperson stated that the voting was closed, and that it was also no longer possible to amend any votes previously submitted. She mentioned that she would now turn to the voting results and requested whether the voting results could be displayed on the screen.

After the voting results were shown on the screen, the Chairperson stated that the votes cast had resulted in agenda item 2 being adopted with three hundred eighty-five million two hundred twenty-six thousand four hundred and four (385,226,404) of the votes cast in favour, eight hundred seventeen thousand six hundred and sixty-six (817,666) of the votes cast against and three hundred twenty-three thousand one hundred and thirteen (323,113) of the votes cast abstained. She stated that as a result of the voting results, agenda item 2 had been adopted with the required majority, as result of which the general meeting had approved the proposed Merger and the proposed Hive-Down. She then thanked the shareholders.

Agenda item 4: Closing.

The Chairperson then moved on to agenda item 4. She thanked everyone for attending the EGM and wished everyone a good day. The Chairperson then formally closed the meeting.

The meeting ended at ten hours and sixteen minutes in the morning Central European Summer Time.

The original copy of this notarial record was executed in Amsterdam, on the first day of August two thousand and twenty-two.

(signed): C.A. Voogt.

ISSUED AS A CERTIFIED COPY OF THE DEED



A handwritten signature in blue ink, consisting of several loops and a long vertical stroke at the end, is written over the notary seal.