

AGENDA

ANNUAL GENERAL MEETING OF CTP N.V.

The annual general meeting ("AGM") of CTP N.V. (the "**Company**") will be held on Tuesday 26 April 2022 at 10.00 AM (CET) at the Intercontinental Amstel Hotel, Professor Tulpplein 1, 1018 GX Amsterdam, the Netherlands.

AGENDA

1. **Opening**
2. **Financial year 2021¹**
 - (a) Report of the Board for the financial year 2021 (discussion item)
 - (b) Remuneration report (voting item)
 - (c) Explanation of the policy on dividends and additions to the reserves (discussion item)
 - (d) Adoption of the 2021 annual accounts of the Company (voting item)
 - (e) Proposal to determine the final dividend over the financial year 2021 (voting item)
3. **Discharge**
 - (a) Discharge of the Company's executive directors from liability for their duties in the financial year 2021 (voting item)
 - (b) Discharge of the Company's non-executive directors from liability for their duties in the financial year 2021 (voting item)
4. **Authorisation of the Board to:**
 - (a) Issue shares (voting item)
 - (b) Restrict or exclude pre-emptive rights (voting item)
 - (c) Issue shares or grant rights to subscribe for shares pursuant to an interim scrip dividend (voting item)
 - (d) Restrict or exclude pre-emptive rights in relation to an interim scrip dividend (voting item)
 - (e) Acquire shares in the share capital of the Company (voting item)
5. **Amendment of the Company's articles of association (voting item)**

¹ Since 25 March 2021, the Company's shares have been listed on Euronext Amsterdam and on 29 March 2021 the Company has been converted from a private limited liability company with a management board into a public limited liability company with a one-tier board at settlement of CTP's initial public offering on Euronext Amsterdam (the "**IPO**"). The Company's 2021 annual report, including the report of the Board and the 2021 annual accounts, relates to the entire financial year 2021 and therefore also covers the period prior to settlement of the IPO when the Company was a private limited liability company with a different board structure.

6. **Any other business**

7. **Closing**

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2(a): Report of the Board for the financial year 2021

Presentation by the Company's board of directors (the "**Board**") on the performance of the Company in 2021 and discussion of the report of the Board, including the report of the non-executive directors of the Company.

Agenda item 2(b): Remuneration report

This item concerns an advisory vote on the remuneration report for the financial year 2021, which is set out on pages 229 to 237 (inclusive) of the 2021 annual report, as well as available on the Company's website (www.ctp.eu). It is proposed to cast a favourable advisory vote.

Agenda item 2(c): Explanation of the policy on dividends and additions to the reserves

The Board will give an explanation of the dividend policy of the Company applicable in the financial year 2021. The policy is available on the Company's website (www.ctp.eu).

Agenda item 2(d): Adoption of the 2021 annual accounts of the Company

It is proposed to adopt the annual accounts for the financial year 2021. The annual accounts can be found on pages 257 to 340 (inclusive) of the 2021 annual report.

Agenda item 2(e): Proposal to determine the final dividend over the financial year 2021

As announced in the Company's press release on 9 March 2022, it is proposed by the Board, with the consenting vote of a majority of the Company's non-executive directors entitled to vote, to declare a final dividend of EUR 0.18 per share for the financial year 2021. Recognizing the 2021 interim dividend of EUR 0.17 that was paid on 22 September 2021, this leads to a full year dividend of EUR 0.35 per share.

The final dividend will be paid either in cash, after deduction of withholding tax if applicable, or in shares, at the election of the shareholder. If no choice is made during the election period, the dividend will be paid in shares. Further details regarding the election mechanism whereby shareholders can opt to receive a distribution as a cash payment instead of a payment in shares will be announced by the Company timely before such distribution becomes payable. Dividends paid in the form of shares will be issued by charging the share premium reserve of the Company. The stock fraction for the shares dividend will be based on the volume weighted average price of the shares in the share capital of the Company on Euronext Amsterdam of the last three trading days of the election period. Rights to fractions of shares shall be paid in cash.

This proposal also includes the authorisation of the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, issue shares or grant rights to subscribe for shares up to the amount necessary for the payment of the dividend in shares to the shareholders entitled to receive the final dividend in shares pursuant to the election terms of the dividend and to exclude pre-emptive rights in relation to such issue of shares or grant of rights to subscribe for shares.

Planning final dividend

28 April 2022	Ex-dividend before opening of business
29 April 2022	Record date dividend at close of business
2 May 2022	Start election period scrip or cash dividend
18 May 2022	End election period
9 June 2022	Payment date dividend

Agenda item 3(a): Discharge of the Company's executive directors from liability for their duties in the financial year 2021

It is proposed to discharge the Company's executive directors, and for the period relating prior to the IPO, the Company's managing directors, in office in the financial year 2021 from all liability in relation to the exercise of their duties in the financial year 2021, to the extent such performance is apparent from the 2021 annual accounts or other public disclosures prior to the adoption of the 2021 annual accounts.

Agenda item 3(b): Discharge of the Company's non-executive directors from liability for their duties in the financial year 2021

It is proposed to discharge the Company's non-executive directors in office in the financial year 2021 from all liability in relation to the exercise of their duties in the financial year 2021, to the extent such performance is apparent from the 2021 annual accounts or other public disclosures prior to the adoption of the 2021 annual accounts.

Agenda item 4(a): Authorisation of the Board to issue shares

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, issue shares or grant rights to subscribe for shares in the share capital of the Company. This authorisation will apply for a period of 18 months from the date of this AGM, i.e. until and including 26 October 2023, and is limited to a maximum of 15% of the issued share capital of the Company as per 26 April 2022. The authorisation may be used for general purposes with due

observance of the applicable statutory provisions. Subject to this authorisation being approved, the existing authorisation will no longer be utilised.

Agenda item 4(b): Authorisation of the Board to restrict or exclude pre-emptive rights

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, restrict or exclude pre-emptive rights in relation to the issue of shares or grant of rights to subscribe for shares in the share capital of the Company under the authorisation as referred to in agenda item 4(a). This authorisation will apply for a period of 18 months from the date of this AGM, i.e. until and including 26 October 2023. Subject to this authorisation being approved, the existing authorisation will no longer be utilised.

Agenda item 4(c): Authorisation of the Board to issue shares or grant rights to subscribe for shares pursuant to an interim scrip dividend

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, issue shares or grant rights to subscribe for shares in the share capital of the Company up to the amount necessary for the payment of an interim scrip dividend regarding the financial year 2022 resolved upon by the Board in shares, should the Board decide to provide shareholders with such interim distribution pursuant to articles 11.1 and 11.2 of the Company's articles of association, in shares to the shareholders entitled to receive the scrip dividend in shares pursuant to the election terms of the scrip dividend. Further details regarding the election mechanism whereby shareholders can opt to receive a distribution as a cash payment instead of a payment in shares will be announced by the Company timely before such distribution becomes payable.

Agenda item 4(d): Authorisation of the Board to restrict or exclude pre-emptive rights in relation to an interim scrip dividend

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the non-executive directors entitled to vote, restrict or exclude pre-emptive rights in relation to the issue of shares or grant of rights to subscribe for shares in the share capital of the Company under the authorisation as referred to in agenda item 4(c).

Agenda item 4(e): Authorisation of the Board to acquire shares in the share capital of the Company

It is proposed to authorise the Board to, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, acquire shares in the share capital of the Company. This authorisation will apply for a period of 18 months from the date of this AGM, i.e. until and including 26 October 2023.

Under the authorisation shares may be repurchased at the stock exchange or otherwise, for a valuable consideration, or otherwise at a price between the nominal value of the shares and 110% of the opening price of the shares on Euronext Amsterdam N.V.'s stock exchange during five trading days prior to the date of the acquisition, provided that the Company and its subsidiaries will not at any time hold more

than 10% of the issued share capital of the Company. Subject to this authorisation being approved, the existing authorisation to acquire shares will no longer be utilised.

The purpose of this proposal is to give the Board the authorisation to return capital to the Company's shareholders, and/or to cover obligations under share-based compensation plans, or for other purposes.

Agenda item 5: Amendment of the Company's articles of association

The Board proposes to amend the articles of association of the Company to change the corporate seat of the Company from Utrecht to Amsterdam, the Netherlands, to align with the Company's relocation of its offices to Amsterdam since the Company's IPO. The proposed amendment to the articles of association, including the English translation of the proposed articles of association and an explanation thereto (both in the governing Dutch language and in unofficial English translation) are available at the offices of the Company in Amsterdam and on the Company's website (www.ctp.eu). In addition, shareholders will have the opportunity to receive a copy of the proposed amendment of the articles of association in accordance with section 2:123 subsection 3 of the Dutch Civil Code and article 12.1.1 of the Company's articles of association.

This proposal includes the authorisation of each of the Company's executive directors as well as each lawyer, (candidate) civil law notary and paralegal of De Brauw Blackstone Westbroek N.V. to execute the notarial deed of amendment of the Company's articles of association.