



ENVIPCO HOLDING N.V.
Van Asch van Wijckstraat 4, 3811 LP
AMERSFOORT, THE NETHERLANDS

NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ENVIPCO HOLDING N.V. (THE “COMPANY”) HELD TUESDAY 24 JANUARY 2023

The Company’s board of directors (*bestuur*) (the “**Board of Directors**”) hereby invites its shareholders to an extraordinary general meeting of shareholders of the Company (the “**EGM**”) to be held on Tuesday 24 January 2023 at 14:00 hours (CET) at the Company’s offices at Van Asch van Wijckstraat 4, 3811 LP, Amersfoort, the Netherlands.

The agenda for the EGM is as follows:

1. Opening and registration of shareholders in attendance
2. Proposal to designate the authority to issue and grant rights to subscribe for up to 5,639,097 shares to the Board of Directors
3. Proposal to designate the authority to exclude or limit pre-emption rights to the Board of Directors in respect of the issuance of shares or granting of rights to subscribe for shares pursuant to the designated authority given as per agenda item 2
4. Closing of the meeting

Euronext Amsterdam and Euronext Growth Oslo listed shares

As of the date of this notice of the EGM, the Company has 46,051,280 issued and outstanding shares.

The Company's shares have been admitted to trading on Euronext Amsterdam. In addition, the Company's shares have been admitted to trading on Euronext Growth Oslo. As of the date of this notice of the EGM, the number of shares trading on Euronext Amsterdam is 35,336,973 shares (the "**Euronext Amsterdam Listed Shares**") and the number of shares trading on Euronext Growth Oslo is 10,714,307¹ shares (the "**Euronext Growth Oslo Listed Shares**").

Save for those registered directly in the Company's shareholders register, all of the Company's shares are included in the book-entry system operated by Euroclear Nederland. Additionally, the Euronext Growth Oslo Listed Shares are registered in book-entry form in the Norwegian Central Securities Depository Euronext Securities Oslo (Verdipapirsentralen ASA, the "**VPS**").

The Company has entered into a registrar agreement with DNB Bank ASA, DNB Markets Registrars department (the "**VPS Registrar**") to facilitate registration of the Euronext Growth Oslo Listed Shares in the VPS in connection with the admission to trading on Euronext Growth Oslo.

In accordance with the registrar agreement, the VPS Registrar is registered as the legal owner of the Euronext Growth Oslo Listed Shares. As a consequence, a holder of Euronext Growth Oslo Listed Shares that wants to exercise the rights attached to those shares, including the right to attend the EGM and to vote on the Euronext Growth Oslo Listed Shares, must do so by giving voting instructions to the VPS Registrar or on the basis of a power of attorney issued by the VPS Registrar.

The Company's articles of association (*statuten*) (the "**Articles of Association**") do not have any restrictions on voting rights. Each share entitles its holder the right for one vote at the EGM. Voting rights may not be cast on shares held by the Company itself or its subsidiaries. Unless Dutch law provides otherwise and with due observance of article 12 of the Articles of Association, all resolutions shall be passed by a majority of 75% of the votes cast.

The agenda of the EGM including the explanatory notes thereto, is available at the office of the Company and on the website of the Company and can be obtained free of charge.

Record Date

The record date is the determining factor to attend the EGM and to exercise voting rights during that meeting. The record date for the EGM is Tuesday 27 December 2022 after closing of the books (the "**Record Date**") so that persons who were shareholders on the Record Date, will have the right to attend the EGM and to exercise their voting rights in accordance with the number of shares they hold at the Record Date, if they are registered as such in one of the following registers designated by the Board of Directors:

- for holders of Euronext Amsterdam Listed Shares: in the administration of the intermediaries of Euroclear Nederland (the "**Intermediaries**") within the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*) or in the Company's shareholders register; and
- for holders of Euronext Growth Oslo Listed Shares: in the VPS,

¹ This number includes 5,075,210 shares that traded on Euronext Growth Oslo to date, and 5,639,097 shares that previously traded on Euronext Amsterdam but which were moved to the Euronext Growth Oslo pursuant to the share lending arrangement that the Company disclosed on 12 December 2022.

and provided that those persons have registered for the meeting in accordance with the provisions set forth below.

Participation in the EGM and registration – holders of Euronext Amsterdam Listed Shares

Holders of Euronext Amsterdam Listed Shares can register for the EGM from Wednesday 28 December 2022 up to and including Tuesday 17 January 2023 before 17:00 CET, via www.abnamro.com/shareholder or via the Intermediary where their shares are administered.

The Intermediaries must provide ABN AMRO no later than Wednesday 18 January 2023 at 13:00 CET via www.abnamro.com/intermediary with a statement that includes the number of shares held by the relevant shareholder on the Record Date and the number of shares which have been applied for registration. Upon registration, ABN AMRO will issue a registration certificate for each shareholder via the relevant Intermediaries.

Holders of registered shares that have not been represented in book-entry form who are entitled to take part in and to vote at the EGM by proxy must notify the Board of Directors of this in writing. The notification must be received by the Board of Directors by no later than Tuesday 17 January 2023 at 17:00 CET. Please send your request for registration to derkv@envipco.com.

Participation in the EGM and registration – holders of Euronext Oslo Listed Shares

Holders of Euronext Oslo Listed Shares can register for the EGM from Wednesday 28 December 2022 up to and including Tuesday 17 January 2023 before 17:00 CET by providing ABN AMRO and the Company a duly completed and signed registration form that is annexed hereto as Appendix 1, which also can be obtained from the Company via email at derkv@envipco.com (T: +31 (0)33 285 1773) and be downloaded from the Company's website (www.envipco.com – General Meeting of Shareholders).

The registration form, duly completed and signed by the holder of Euronext Oslo Listed Shares must be provided to ABN AMRO at ava@abnamro.com and the Company at derkv@envipco.com. It must be accompanied with a statement of the custodian bank via which the holder of Euronext Oslo Listed Shares is holding his/her Euronext Oslo Listed Shares. The aforementioned statement of the applicable custodian bank must include the beneficial owner details of the holder of Euronext Oslo Listed Shares, the number of Euronext Oslo Listed Shares held by the relevant holder on the Record Date and the number of Euronext Oslo Listed Shares which have been applied for registration.

Upon due registration, ABN AMRO will issue a registration certificate for the registered holder of Euronext Oslo Listed Shares which shall be provided via the email address included in the registration form.

Proxy and Instruction to Vote

A shareholder who chooses to have himself represented at the meeting by a third party must – in addition to the registration requirements stated above – provide a proxy / voting instructions to that effect and submit it to ABN AMRO and the Company. A proxy / voting instructions can also be given to the chairman of the EGM.

Shareholders can do so via www.abnamro.com/shareholder or per physical form as per the document that is annexed to hereto as Appendix 2, which also can be obtained from the Company via email at derkv@envipco.com (T: +31 (0)33 285 1773) and be downloaded from the Company's website (www.envipco.com – General Meeting of Shareholders). The completed form, duly completed and signed by the shareholder, as applicable, must be provided to ABN AMRO at ava@abnamro.com and the Company at derkv@envipco.com by Tuesday 17 January 2023 before 17:00 CET.

MEETING FACILITIES

Shareholders attending the EGM in person will only be admitted to the EGM upon submission of their registration certificate and presentation of a valid ID.

Shareholders will at all times have the possibility to exercise their voting rights by providing voting instructions in accordance with the proxy voting procedures. The Company also offers all shareholders that have registered for the EGM to follow the EGM by means of a Teams-meeting. It is noted that participants in the Teams-meeting can follow the meeting in audio and video but will not be able to ask questions or exercise voting rights in or via the Teams-meeting. Eligible shareholders that want to participate in the Teams-meeting are requested to send an email to derkv@envipco.com ultimately by Tuesday 17 January 2023 before 17:00 CET.

Furthermore, shareholders that have registered for the EGM are invited to submit questions about the agenda items in advance via an email to derkv@envipco.com ultimately by Tuesday 17 January 2023 before 17:00 CET. The Board of Directors shall address these questions, as appropriate, during the meeting.

Notice to holders of Euronext Oslo Listed Shares

The information set out herein for holders of Euronext Oslo Listed Shares does not constitute any recommendations or advice on behalf of, or from DNB Bank ASA in its capacity as the VPS Registrar. Holders of Euronext Oslo Listed Shares are recommended to seek legal and/or financial advice from their preferred advisor should they have any questions related to these EGM materials and/or to the information contained therein. Holders of Euronext Oslo Listed Shares or their advisors may contact the Company for guidance; this is including, but not limited to, any exercise of (indirect) shareholder rights they may have and/or should want to exercise.

Envipco Holding N.V.

The Board of Directors, Amersfoort, Tuesday 13 December 2022

Envipco Holding N.V, van Asch van Wijckstraat 4, Amersfoort, the Netherlands.
+31.(0)33.285.1773 derkv@envipco.com www.envipco.com

Appendix 1 – Registration Form for holders of Euronext Growth Oslo Listed Shares



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**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ENVIPCO HOLDING N.V. HELD TUESDAY 24 JANUARY 2023**

Registration Form for holders of Euronext Growth Oslo Listed Shares

The undersigned:

_____ (*name*)
_____ (*address*)
_____ (*zip code / city*)
_____ (*country*)
_____ (*e-mail address*)

hereby applies for registration for the extraordinary general meeting of shareholders of Envipco Holding N.V. (the “**Company**”) to be held on Tuesday 24 January 2023 at 14:00 hours (CET) at the Company’s offices at Van Asch van Wijckstraat 4, 3811 LP, Amersfoort, The Netherlands.

As evidenced by the attached statement of _____ (*custodian bank*), at the Record Date, the undersigned was the legal and beneficial holder of _____ Euronext Growth Oslo Listed Shares. This application for registration regards the aforementioned number of Euronext Growth Oslo Listed Shares.

Signed in: _____ on: _____

By: _____ Title: _____

Duly completed and signed form accompanied with a statement of the custodian bank via which the holder of Euronext Growth Oslo Listed Shares is holding such shares to be sent no later than Tuesday 17 January before 17:00 CET to ABN AMRO at ava@abnamro.com and the Company at derkv@envipco.com.

The aforementioned statement of the applicable custodian bank must include the beneficial owner details of the holder of Euronext Growth Oslo Listed Shares, the number of Euronext Growth Oslo Listed Shares held by the relevant holder on the Record Date and the number of the Euronext Growth Oslo Listed Shares which have been applied for registration.

Upon due registration, the holder of the Euronext Growth Oslo Listed Shares will be granted a power of attorney by DNB Bank ASA in its capacity as the VPS Registrar on the basis of which the holder of the Euronext Growth Oslo Listed Shares shall be entitled to vote on the registered Euronext Growth Oslo Listed Shares.

Upon due registration, ABN AMRO will issue a registration certificate for the registered holder of Euronext Growth Oslo Listed Shares which shall be provided via the email address included in the registration form.

Appendix 2 – Proxy / Voting Instructions



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ENVIPCO HOLDING N.V. HELD TUESDAY 24 JANUARY 2023**

Proxy / Voting Instructions

The undersigned:

_____ (name)
_____ (address)
_____ (zip code / city)
_____ (country)
_____ (e-mail address)

acting in its / his capacity as holder of _____ shares in Envipco Holding N.V., having its address at Van Asch van Wijckstraat 4, 3811 LP, Amersfoort, The Netherlands (the “**Company**”).

Hereby grants full proxy and power of attorney to^(*):

the Chairman of the meeting;

or

_____ (name)
_____ (address)
_____ (zip code / city)
_____ (country)
_____ (e-mail address)

() Check the applicable box. Check the box for “the Chairman of the meeting” if you do not have a preference for a representative. If no box is checked, it is assumed that the proxy and power of attorney is granted to the Chairman of the meeting.*

to represent the undersigned, with the right of substitution, in the Extraordinary General Meeting of Shareholders of the Company, which will be held at the Company's offices at Van Asch van Wijckstraat 4, 3811 LP, Amersfoort, The Netherlands, on Tuesday 24 January 2023 at 14:00 hours (CET) and vote on behalf of the undersigned in any and all matters that will be proposed to the shareholders of the Company, with all powers which the undersigned would possess and would be able to execute if personally present at said meeting, and to resolve on any and all matters which the proxy holder may deem necessary and appropriate, subject to and in accordance with the instructions below.^(**)

Direction of vote on the following matters:	In favour	Against	Abstain
Agenda item 2 – Proposal to designate the authority to issue and grant rights to subscribe for up to 5,639,097 shares to the Board of Directors	[]	[]	[]
Agenda item 3 – Proposal to designate the authority to exclude or limit pre-emption rights to the Board of Directors in respect of the issuance of shares or granting of rights to subscribe for shares pursuant to the designated authority given as per agenda item 2	[]	[]	[]

*(**) In case of a proxy given to the Chairman of the meeting: in absence of clear voting instructions the votes shall in favor of the resolutions.*

Signed in: _____ on: _____

By: _____ Title: _____