



# EXTRAORDINARY GENERAL MEETING

**OF B&S GROUP S.A.**

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August 11, 2020 | 13:30 CEST

14, rue Strachen, Mensdorf, Luxembourg

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## CONVENING NOTICE

### IMPORTANT INFORMATION REGARDING THE EXTRAORDINARY GENERAL MEETING OF B&S GROUP S.A.

In view of the Covid-19 pandemic and related limitations on travel, B&S Group, a public limited liability company (*société anonyme*) having its registered office at 14, rue Strachen, L-6933 Mensdorf, Luxembourg, registered with R.C.S. Luxembourg under number B135944 (**B&S Group**) has decided to hold its Extraordinary General Meeting on August 11, 2020 without the physical presence of its shareholders, as permitted by Luxembourg law<sup>1</sup>.

Arrangements are made for shareholders to cast votes by correspondence, vote electronically and by proxy (please refer to the procedures described at the end of this notice) in advance of the meeting. Shareholders are required to exercise their voting rights exclusively in accordance with the procedures set out in this convening notice. Shareholders are kindly referred to [www.abnamro.com/evoting](http://www.abnamro.com/evoting) for more details on how to exercise their voting right electronically.

Questions regarding the agenda items can be submitted only prior to the meeting and in writing ultimately by 18:00 CEST on July 31, 2020. The company will provide responses to these questions on a best effort basis and make these available the latest on August 7, 2020 by 17:00 CEST on its corporate website. More information on how to submit questions can be found under the section "General Information" of this convening notice.

B&S Group S.A.

The Supervisory Board

Luxembourg, July 10, 2020

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<sup>1</sup> Law of 20 June 2020 extending the measures concerning the holding of meetings in companies and in other legal persons.



Dear Shareholder,

Notice is hereby given that an Extraordinary General Meeting of B&S Group S.A. will be held on Tuesday August 11, 2020 at 13:30 CEST, at the Company's registered office at 14, rue Strachen, L-6933 Mensdorf, Grand Duchy of Luxembourg.

## AGENDA

1. Opening
2. Composition of the Executive Board: appointment of Mr. T. de Haan (*voting item*)
3. Closing of the meeting

## EXPLANATORY NOTES TO THE AGENDA AND PROPOSED RESOLUTIONS

### **Agenda item 2 – Composition of the Executive Board: appointment of Mr. T. de Haan (voting item)**

As publicly announced on July 3, 2020, Mr. J.B. (Bert) Meulman resigned as CEO of B&S Group effective July 3, 2020. In accordance with article 16 of the articles of association, the Supervisory Board is submitting a nomination for the appointment of Mr. T. (Tako) de Haan as member of the Executive Board. If appointed by the Extraordinary General Meeting, Mr. de Haan will be serving as Chief Executive Officer of B&S Group. The term will start immediately after the end of this Extraordinary General Meeting and will continue through the end of the Annual General Meeting in 2024.

Mr. de Haan is a Dutch national and holds a degree in Advanced Robotics from Delft University. In 1996, he joined Mexx International B.V. and subsequently took on leadership roles at this company, including Senior Vice President Supply & Operations. In 2006, Mr. de Haan joined Nike EMEA and was appointed Senior Director of Global S&OP. From 2013 onwards, he held the role of Chief Operations Officer with renowned fashion retailers Triumph and Old Navy / GAP inc. respectively. In 2019, he became the Chief Operations Officer at TOMS shoes LLC in Los Angeles, USA.

The terms and conditions of Mr. de Haan's contract will comply with the remuneration policy of B&S Group as approved by the General Meeting in 2020.

### *Draft Resolution*

The Extraordinary General Meeting approves the appointment of Mr. T. de Haan as member of the Executive Board, serving as Chief Executive Officer of B&S Group S.A. for a period starting immediately after the end of this Extraordinary General Meeting until the end of the Annual General Meeting in 2024.



## GENERAL INFORMATION

### Availability of documents

The agenda, explanatory notes thereto, the proxy form and the correspondence voting form are available on the corporate website as from today: <https://www.bs-group-sa.com/general-meetings/>

Hardcopies of these documents may be obtained free of charge by request sent by email to [AGM@bs-group-sa.com](mailto:AGM@bs-group-sa.com) or at the registered office of B&S Group at 14, rue Strachen, L-6933 Mensdorf, Grand Duchy of Luxembourg.

### Additions of agenda items or tabling of alternative resolutions

One or more shareholders representing together at least 5% of the issued share capital of B&S Group have the right to place items on the agenda of the Extraordinary General Meeting and/or table draft resolutions regarding existing or new agenda items.

Any such request must be received by B&S Group before 18:00 CEST on July 20, 2020. The request must be made in writing by e-mail to [AGM@bs-group-sa.com](mailto:AGM@bs-group-sa.com) or postal mail (to B&S Group S.A., for the attention of the Company Secretary, 14, rue Strachen, L-6933 Mensdorf, Grand Duchy of Luxembourg) and must include either (a) the text of the new agenda item and/or a draft resolution, and a background explanation or (b) an alternative resolution for an existing agenda item, with a clear identification of the agenda item concerned, the text of the proposed alternative resolution, and a background explanation. The request must include the name of a contact person and a contact address (postal address and e-mail) to enable B&S Group to confirm receipt within 48 hours, and proof must be provided that the requestor(s) was/were shareholder(s) of B&S Group. for at least (/together) 5% on the Record Date (as such term is defined below).

### Attending the meeting

In view of the Covid-19 pandemic, B&S Group will hold the Extraordinary General Meeting on August 11, 2020 without the physical attendance of the shareholders, in accordance with the Law of 20 June 2020 extending the measures concerning the holding of meetings in companies and in other legal persons.

Shareholders may not attend the Extraordinary General Meeting in person.

### Voting procedures

The persons entitled to exercise their voting rights and vote on the voting item in the Extraordinary General Meeting scheduled on Tuesday August 11, 2020 shall be those persons who, after all changes have been processed, have these rights on Tuesday, July 28, 2020 after close of trading (the "Record Date") and are registered as such in B&S Group's shareholders register or in the administration held by the intermediaries with Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (Wet giraal Effectenverkeer).

In all instances, the shareholder will have to obtain a proof of ownership of their B&S Group shares from their respective financial intermediary, in the form of a registration certificate. The registration



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certificate must indicate the identity of the owner of the B&S Group shares, the number of shares registered, and a statement that the relevant shares were registered in the financial intermediary's records in the holder's name on the Record Date.

### *Voting by correspondence*

Shareholders on the Record Date may cast their vote in writing, by correspondence.

The correspondence voting form is available at <https://www.bs-group-sa.com/general-meetings/>. Shareholders must have obtained and delivered to the completed, dated and signed correspondence voting form and the registration certificate issued by the financial intermediary dated on the Record Date to B&S Group, for the attention of the Company Secretary, 14, rue Strachen, L-6933 Mensdorf, Grand Duchy of Luxembourg), the latest on August 10, 2020 by 12:00 CEST.

### *Electronic voting*

The voting rights can be exercised in advance of the meeting through: [www.abnamro.com/evoting](http://www.abnamro.com/evoting); voting will not be possible during the Extraordinary General Meeting. For more details on how to exercise voting rights please visit [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Votes may be cast electronically until August 10, 2020, 12:00 CEST via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

### *Proxy voting*

Shareholders on the Record Date may give voting instructions to B&S Group's Company Secretary Cynthia van Gils (with a right of subdelegation to another person designated by B&S Group), or to any other person designated by them. In case shareholders designate a person as proxy other than B&S Group's Company Secretary, such person may only vote at the Extraordinary General Meeting by casting a vote by correspondence (see section "Voting by Correspondence" above). B&S Group may request such additional information from the proxyholder (other than B&S Group's Company Secretary or its subdelegate) as is necessary and proportionate to identify the relevant proxyholder.

The proxy form is available at <https://www.bs-group-sa.com/general-meetings/>. Shareholders must have obtained and delivered to their financial intermediary the completed, dated and signed proxy form described above. The respective financial intermediary will have to provide ABN AMRO and, upon request, B&S Group (at the contact details set out below) with the proxy form and the registration certificate issued by the financial intermediary dated on the Record Date the latest on August 10, 2020 by 12:00 CEST.

The Company Secretary will vote in accordance with the instructions given by the shareholder through the proxy form. If no voting instructions are given in the proxy form, the Company Secretary will vote in favour of the resolutions proposed.

Shareholders who wish to revoke their proxy may do so by timely delivering a properly executed later-dated proxy in accordance with the procedures set out above no later than August 10, 2020 by 12:00 CEST, or by logging in at [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

## **Submitting questions ahead of the Extraordinary General Meeting**



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In light of the Covid-19 pandemic and as such the virtual form of the meeting, shareholders can only ask questions about items on the agenda of the Extraordinary General Meeting ahead of the meeting. The company will provide responses to the questions in advance of the meeting. It will not be possible to ask questions during the meeting.

Please submit your questions to: [AGM@bs-group-sa.com](mailto:AGM@bs-group-sa.com) ultimately by 18:00 CEST on July 31, 2020 and include the shareholder's full name and address and a proof of ownership of B&S Group shares as at the Record Date (as defined here before) issued by a financial intermediary. The responses to these questions will be made available the latest on August 7, 2020 by 17:00 CEST on the corporate website of B&S Group S.A.

### ABN AMRO N.V.:

Corporate Broking & Issuer Services HQ 7212  
Gustav Mahlerlaan 10  
NL-1082 PP Amsterdam, The Netherlands  
E-mail: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)

### B&S Group S.A.'s registered office:

14, rue Strachen  
L-6933 Mensdorf  
G.D. Luxembourg  
R.C.S. Luxembourg: B135944