



Minutes of Meeting Extraordinary General Meeting B&S Group S.A.

November 17, 2022 | 13:30 CEST
14, rue Strachen,
Mensdorf, Luxembourg



1. Opening of the meeting

The Chairman, Mr. Jan Arie van Barneveld (*'JAVB'*) opens B&S Group S.A.'s (*the 'Company' or 'B&S'*) Extraordinary General Meeting of Shareholders (*'EGM'*) and welcomes the attendees: Mr. Bas Schreuders, Executive Board member, whom shall act as scrutineer and Mr. Jos Rotteveel, who shall act as Secretary of the meeting (and together with the Chairman, the *'Bureau'*).

The following person is also in attendance:

- **Michael Witkamp, secretary of the Company, acting as proxyholder designated by the Company for shareholders who opted to cast their votes via a proxy form; and**

This EGM has been set up without attendance of shareholders, as permitted by Luxembourg law¹.

The Bureau acknowledged and declared that the EGM was duly convened in accordance with applicable provisions of Luxembourg law, and the documentation relating to the EGM was posted on the corporate website on October 17, 2022.

The Bureau also acknowledged and declared that the shareholders who have casted their vote or appointed a proxy to cast their vote in accordance with the convening notice published in respect of the EGM, and the number of their shares are shown on an attendance list and that this attendance list. Copies of the relevant voting forms and proxies shall remain attached to these minutes.

The Bureau then notes that 70,623,180 out of the eighty-four million one hundred seventy-seven thousand three hundred twenty-one (84,177,321) ordinary issued shares in registered form, having a nominal value of six Eurocents (EUR 0.06) each, and representing 83.89% of the share capital of the Company, are present or represented. Additionally, 8.565 shares representing 0.01% of the share capital of the Company have indicated abstention. As a result, the Bureau acknowledges and agrees that the EGM is regularly constituted.

The Bureau then notes that the agenda of the EGM is worded as follows:

1. *Opening*
2. *Removal of Mr. Jan Arie van Barneveld from his position as member of the Supervisory Board with effect from the date of the relevant resolution (voting item)*
3. *Closing of the Meeting*

2. Adjournment

Before any deliberations or vote, Mr. Michael Witkamp acting as delegate of the Executive Board of the Company, notes the request to adjourn the EGM to four (4) weeks submitted to the Company on November 2, 2022 by a group of shareholders holding at least ten per cent (10%) of the issued share capital of the Company, in accordance with article 450-1(6) of the Luxembourg law of 10 August 1915 on commercial companies, as amended.

¹ Law 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended and extended.



The delegate of the Executive Board, acting for and on behalf of the Executive Board then notes that, as a result of the shareholder request referred to above, the Executive Board has an obligation to adjourn the EGM to four (4) weeks, while in session.

Thereupon the Bureau and the delegate of the Executive Board agree that the EGM shall be adjourned to four (4) weeks i.e., December 15, 2022, 13:30 CEST (the '*Resumed Meeting*'), in accordance with article 450-1(6) of the Luxembourg law of 10 August 1915 on commercial companies, as amended. The delegate of the Executive Board then notes that the Executive Board shall publish in due course the relevant announcement in connection with the Resumed Meeting via the same means as the convening notice published in respect of the EGM.

The Bureau then notes that, as a result of the adjournment above, no deliberations or vote took place. The Resumed Meeting shall deliberate and vote on all items of the agenda as set out above.

The meeting closes at 13:36 CEST.

Jan Arie van Barneveld

Chairman of the Supervisory Board, Chairman of the meeting

Bas Schreuders

Executive Board member, Scrutineer of the meeting

Jos Rotteveel

Secretary of the meeting

[Attendance list follows]