



# Extraordinary General Meeting

## B&S Group S.A.

December 15, 2022 | 13:30 CET  
14, rue Strachen,  
Mensdorf, Luxembourg



## Convening notice

### Important information regarding the Extraordinary General Meeting of B&S Group S.A.

B&S Group S.A., 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** or the **Company**) hereby gives notice that the Extraordinary General Meeting of shareholders initially convened for November 17, 2022 at 13:30 CET, which was adjourned by the Executive Board of the Company at the request of shareholders holding at least 10% of the issued share capital of the Company (the **Adjourned EGM**), will resume on December 15, 2022 at 13:30 CET (the **Meeting**) 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 <http://www.abnamro.com/evoting> for more details on how to exercise their voting right electronically.

Questions regarding the agenda items of the Meeting can be submitted only prior to the Meeting and in writing ultimately by 18:00 CET on December 1, 2022. The Company will provide responses to these questions on a best effort basis and make these available the latest on December 8, 2022 by 17:00 CET 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 Executive Board  
Luxembourg, November 22, 2022

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



Dear Shareholder,

Notice is hereby given that the Extraordinary General Meeting of shareholders of B&S Group S.A. initially convened for November 17, 2022 at 13:30 CET, which was adjourned by the Executive Board of the Company at the request of shareholders holding at least 10% of the issued share capital of the Company (the **Adjourned EGM**), will resume on December 15, 2022 at 13:30 CET (the **Meeting**) at the Company's registered office at 14, rue Strachen, L-6933 Mensdorf, Grand Duchy of Luxembourg.

The Company intends to appoint Mr. Jan Arie van Barneveld, Supervisory Board Chairman as Chairman and Mr. Bas Schreuders as Scrutineer and Mr. Jos Rotteveel as Secretary for the purposes of constituting the bureau of the Meeting. If any of the persons mentioned above cannot, for any reason whatsoever, attend the Meeting any other persons may be appointed subject to the terms of the articles of association of the Company (the **Articles**).

This invitation to the Meeting has to be read in conjunction with the following documents all of which will be made available on the corporate website of the Company:

- Explanatory notes
- Proxy form
- Correspondence Voting form

B&S Group S.A.

The Executive Board

Luxembourg, November 22, 2022



## Agenda of the Meeting

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



## Explanatory notes to the agenda and proposed resolutions of the Extraordinary General Meeting

**Agenda item 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)

The Executive Board refers to the press release dated October 3, 2022 (08:00 CET) regarding the request of its shareholder Sarabel Invest S.a r. l. dated October 2, 2022 to convene a General Meeting of Shareholders having as sole item on the agenda the removal of Mr. Jan Arie van Barneveld from his position as member of the Supervisory Board of B&S Group S.A. with effect from the date of the relevant resolution. **Following this removal, Mr. Jan Arie van Barneveld will cease to be a member, and consequently the Chairman, of the Supervisory Board.**

### *Draft Resolution I*

The Meeting, after having reviewed the relevant materials published by the Executive Board, approves of the requested removal of Mr. Jan Arie van Barneveld as member of the Supervisory Board effective immediately upon the adoption of this resolution.



## General information

### Availability of documents

The agenda, explanatory notes thereto, the proxy form and the correspondence voting form with respect to the Meeting, are available on the corporate website:

<https://www.bs-group-sa.com/investors/corporate-governance/general-meetings>

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

### Attending the Meeting

As permitted by Luxembourg law<sup>2</sup>, B&S will hold the Meeting on December 15, 2022 without the physical attendance of the shareholders.

Unless otherwise instructed, the proxies received by the Company for the original Adjourned EGM as was convened for November 17, 2022, will be used, and the votes cast electrically or by voting form in respect of the Adjourned EGM will be counted, as applicable, at the Meeting.

Shareholders that have submitted proxies and now wish to revoke such proxy need to comply with the procedures set out below.

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<sup>2</sup> Law 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended and extended.



## Voting procedures

The persons entitled to exercise their voting rights and vote on the voting items in the Meeting scheduled on December 15, 2022 shall be those persons who, after all changes have been processed, have these rights on Thursday, November 3, 2022 (00:00 CET) (the **Record Date**) and are registered as such in B&S'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 shares from their respective financial intermediary, in the form of a Confirmation of Entitlement. The Confirmation of Entitlement must indicate the identity of the owner of the B&S shares, the number of shares registered, and 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 for the Meeting is available at <https://www.bs-group-sa.com/investors/corporate-governance/general-meetings/>. Shareholders must have obtained and delivered the completed, dated and signed correspondence voting form and the Confirmation of Entitlement issued by the financial intermediary dated on the Record Date to B&S, for the attention of the Company Secretary, 14, rue Strachen, L-6933 Mensdorf, Grand Duchy of Luxembourg, the latest on December 9, 2022 by 17:00 CET.

### 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 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 December 9, 2022, 17:00 CET via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Intermediaries will need to issue a statement and the votes via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), the latest on December 12, 2022 by 13:00 CET, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration and voting.

### Proxy voting

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



The proxy form for the Meeting is available at <https://www.bs-group-sa.com/investors/corporate-governance/general-meetings/>. The respective shareholder will have to provide ABN AMRO, and, upon request, B&S, with the proxy form and the confirmation of entitlement, dated on the Record Date the latest on December 9, 2022 by 17:00 CET.

The Company Secretary (or the subdelegated proxyholder) 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 (or the subdelegated proxyholder) will vote in favour of the resolution 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 December 9, 2022 by 17:00 CET, or by logging in at [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

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

As permitted by Luxembourg law<sup>3</sup>, shareholders can only ask questions about items on the agenda of the 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: [GM@bs-group-sa.com](mailto:GM@bs-group-sa.com) ultimately by 18:00 CET on December 1, 2022 and include the shareholder's full name and address and a Confirmation of Entitlement of B&S 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 December 8, 2022 by 17:00 CET on the corporate website of B&S Group S.A.

#### ABN AMRO N.V.

Corporate Broking & Issuer Services HQ 7212  
Gustav Mahlerlaan 10  
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

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<sup>3</sup> Law 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended and extended.





## Contact

GM@bs-group-sa.com

## About B&S

B&S exists to make premium consumer goods available to everyone, anywhere. We believe that getting access to consumer products that bring joy and comfort into everyday lives, should be easy around the globe. With our ever-growing international network and physical local presence, we bring suppliers, brand owners, logistics partners, wholesalers, retailers and consumers all over the world together that are in many ways difficult to connect.

We work with the world's premium consumer brands in beauty, liquors, personal care, food, health and consumer electronics to serve millions of consumers daily - either directly or through our wholesaler and reseller partners. Powered by our high-tech platform and arising from supply chain expertise, we provide sourcing, warehousing, distribution, digital commerce, marketing and brand development solutions that enhance choice, speed up delivery, drive conversion and increase reach.

Additional information can be found on [our website](#) and on [LinkedIn](#).