PROPOSALS

1 Receive Financial Statements and Statutory Reports for Fiscal 2019
   Non-voting agenda item.

2 Approve the Dividend
   The Board proposes a dividend of EUR 0.95 per share. The dividend is covered by earnings.
   Acceptable proposal.

3 Discharge the Management Board
   Standard resolution.

4 Discharge the Supervisory Board
   Standard resolution.

5 Appoint the Auditors
   EY proposed. Non-audit fees represented 1.01% of audit fees during the year under review and 5.12% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.

6.1 Elect Michael Koenig
   Independent Non-Executive Director.

6.2 Elect Peter Vanacker
   Independent Non-Executive Director.

7 Authorise Share Repurchase
   It is proposed to authorise the Board to purchase Company’s shares for 10% over 5 years. This authority does not expire at or soon after the next AGM of the company. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders.
   Triodos opposes this resolution.

8 Amend Articles: Participation and Voting Right
   It is proposed to amend the company’s by-laws to comply with new Act on the Implementation of the Shareholders’ Right Directive (ARUG II) which came into force in January 2020. According to the revised Section 123 (4) sentence 1 of the articles, for the bearer shares of listed companies, proof of a last intermediary according to the newly added Article 67c (3) of the AktG should suffice in the future to demonstrate the entitlement to attend the Annual General Meeting or to exercise voting rights. Full disclosure of the amendments has been provided and no serious concerns have been identified.
   Triodos supports this resolution.
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