

FINAL

**CONVOCATION  
ANNUAL GENERAL MEETING  
REFUELS N.V.  
SEPTEMBER 16, 2024**

Dear shareholder,

We kindly invite you to the annual general meeting (“**AGM**”) of Refuels N.V. (“**Refuels**”), to be held at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Haarlemmermeer, the Netherlands on September 16, 2024, at 14:00 CEST. The AGM will be conducted in English.

The agenda for the AGM will be as follows:

**AGENDA**

- (1) Opening
- (2) 2024 Financial Statements
  - (a) Report of the board of directors for 2024
  - (b) Adoption annual accounts 2024 \*
  - (c) Discharge board members \*
- (3) Appointment external auditor for financial year 2025 \*
- (4) Closure

\* voting item

**GENERAL INFORMATION  
ANNUAL GENERAL MEETING  
REFUELS N.V.  
SEPTEMBER 16, 2024**

**LANGUAGE, AGM DOCUMENTS**

All documentation in connection with the AGM will be in English and is available on Refuels' website (<https://refuels.com/investors/>) and at Refuels' offices at Evert van de Beekstraat 1-104, The Base B, 1118 CL Schiphol, the Netherlands. Shareholders can receive a free copy of the AGM documentation upon request.

**RECORD DATE**

In accordance with Refuels' articles of association, only shareholders who were registered in the administration of the relevant bank, brokerage or other intermediary, or otherwise in Refuels' shareholders' register on August 19, 2024 ("**Record Date**"), after reflecting all debit and credit entries, will be entitled to attend the AGM and cast their votes, regardless of whether the shares are still held by such holders at the date of the AGM.

**ATTENDANCE AND VOTING**

Shareholders who wish to attend the AGM physically (in person or represented via a power of attorney) or virtually must submit an attendance request, stating the name of such shareholder, the manner of participation and the number of shares such shareholder held in Refuels' share capital on the Record Date, to Refuels no later than 17.00 CEST on September 9, 2024, by email to [generalmeeting@refuels.com](mailto:generalmeeting@refuels.com). Shareholders holding shares via VPS indirectly in a nominee account via an agent bank must request their agent bank to submit an attendance request on their behalf, stating the name of such shareholder, the manner of participation and the number of shares such shareholder held in Refuels' share capital on the Record Date. An attendance request submitted by an agent bank is deemed an authorization of the respective shareholder holding shares via VPS indirectly in a nominee account to exercise the meeting rights and the voting rights attached to the shares concerned unless the power of attorney referred to below is used.

Shareholders who registered for virtual attendance of the AGM will receive a unique link before the AGM, including instructions on how to attend the meeting virtually.

Please note that shareholders attending the AGM who made use of the opportunity to submit questions before the Questions Deadline, as set out below under *Questions on agenda items*, will only have the opportunity to raise follow-up questions with respect to the relevant agenda item during the AGM. If such shareholder participates virtually, follow-up questions can only be submitted in writing via the online platform of the AGM during the AGM.

Shareholders may log into the online platform of the AGM on September 16, 2024, from 13:30 CEST until the start of the AGM. Shareholders who have logged in after the start of the AGM via the online platform cannot vote and can only see, hear or otherwise follow the proceedings.

Shareholders attending the AGM virtually who have not granted a power of attorney with voting instructions as set out below will be able to vote electronically via the online platform of the AGM per voting item.

Shareholders who wish to attend the AGM virtually and cast their votes electronically may face certain

risks, such as a loss of connectivity or technical issues in voting. Any shareholder who wishes to avoid such risks should attend the AGM in person or grant a power of attorney. Refuels cannot be held responsible for connectivity issues or technical failures attributable to the internet connection or device used by a shareholder.

## **REPRESENTATION BY POWER OF ATTORNEY**

Shareholders who are entitled to exercise voting rights but do not wish to attend the AGM virtually or in person and/or do not wish to vote virtually or in person during the AGM, may grant a power of attorney with voting instructions. The power of attorney with voting instructions can be downloaded from [www.refuels.com/investors](http://www.refuels.com/investors).

Shareholders holding shares via VPS directly in a VPS account should send a completed and signed power of attorney with voting instructions to DNB Bank ASA. Shareholders holding shares via VPS indirectly in a nominee account via an agent bank must request their agent bank to send a completed and signed power of attorney with voting instructions on their behalf, stating the name of the VPS account in which they hold their shares in Refuels' share capital, to DNB Bank ASA. Please note that if a shareholder holding shares via VPS indirectly in a nominee account via an agent bank itself submits a power of attorney with voting instructions, DNB Bank ASA will reject such a power of attorney as it will not be able to verify the shareholding of such shareholder concerned against Refuels' shareholders' register on the Record Date. The address to which such powers of attorney should be sent is: DNB Bank ASA, Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or, if sent in pdf form electronically at [vote@dnb.no](mailto:vote@dnb.no). The completed and signed power of attorney with voting instructions should be received by DNB Bank ASA no later than September 9, 2024, 17:00 CEST. For the avoidance of doubt, an agent bank must submit a power of attorney with voting instructions for each shareholder holding shares via VPS indirectly in a nominee account separately.

Shareholders who do not hold shares via VPS should send a completed and signed power of attorney with voting instructions to: A&O Shearman, attn. S.C. Roozendaal, Apollolaan 15, 1077 AB Amsterdam, the Netherlands, or, if sent in pdf form electronically at [sophie.roozendaal@aoshearman.com](mailto:sophie.roozendaal@aoshearman.com). The completed and signed power of attorney with voting instructions should be received no later than September 15 2024, 17:00 CEST.

The (electronic) power of attorney with voting instructions will be granted to civil-law notary S.C. Roozendaal (or her substitute (*waarnemer*)) from A&O Shearman (Amsterdam office) ("**Attorney**") and includes the right of substitution.

In order to vote by power of attorney, shareholders must have registered their shares as described above.

DNB Bank ASA will send a summary of votes cast by shareholders holding shares via VPS directly or indirectly and a copy of the provided powers of attorney in pdf form to the Attorney.

Shareholders holding shares via VPS directly or indirectly sending a power of attorney to DNB Bank ASA should note that DNB Bank ASA also has knowledge of the votes cast by them. The Attorney does not have oversight of DNB Bank ASA's process of collecting the powers of attorney and cannot verify if all voting instructions are included in the voting results (correctly).

The total aggregate votes cast based on the instructions given to the Attorney may be shared with Refuels prior to the AGM.

## **QUESTIONS ON AGENDA ITEMS**

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Shareholders who wish to raise questions on any agenda item must submit these questions by sending an email to [generalmeeting@refuels.com](mailto:generalmeeting@refuels.com) before September 12, 2024, 17.00 CEST (“**Questions Deadline**”). When submitting questions, please ensure to provide the name of such shareholder concerned. Shareholders holding shares via VPS indirectly in a nominee account via an agent bank and who wish to raise questions on any agenda item must request their agent bank to submit questions on their behalf by sending an email, stating the name of the holder of the nominee account via the agent bank and its email address, to [generalmeeting@refuels.com](mailto:generalmeeting@refuels.com) before the Questions Deadline.

Questions submitted before the Questions Deadline will be answered during the AGM, and the answers will be made available at <https://refuels.com/investors> afterwards.

Shareholders who (virtually) attend the AGM and made use of the opportunity to submit questions before the Questions Deadline may raise follow-up questions during the AGM. Shareholders participating virtually can only submit follow-up questions in writing via the online platform of the AGM during the AGM. Shareholders who did not submit questions before the Questions Deadline cannot ask any questions during the AGM, but can only follow the AGM (virtually).

Please be informed that in the interest of the meeting order, questions may be gathered in a thematic manner and may be answered in a similar fashion. The chair of the AGM may use its discretion not to respond to all (follow-up) questions in the interest of the order of the meeting.

## **IDENTIFICATION**

Persons entitled to attend the AGM will be required to show a valid identity document at the registration desk prior to admission to the AGM.

Amsterdam, 30 August 2024

On behalf of Refuels N.V.'s board of directors,

Yvonne Visser-Stam