

**CONVOCATION
EXTRAORDINARY GENERAL MEETING
REFUELS N.V.
AUGUST 27, 2024**

Dear shareholder,

We kindly invite you to the extraordinary general meeting (“**EGM**”) 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 August 27, 2024, at 14:00 CEST. The EGM will be conducted in English.

LANGUAGE, EGM DOCUMENTS

All documentation in connection with the EGM 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 EGM documentation upon request.

The agenda for the EGM will be as follows:

AGENDA

- (1) Opening
- (2) Announcements
- (3) Extension of preparation of the annual accounts (*voting item*)
- (4) Closure

POWER OF ATTORNEY

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

EXPLANATORY NOTES

(3) Extension of preparation of the annual accounts (*voting item*)

It is proposed to seek approval from the shareholders of Refuels that the period for preparing Refuels' annual accounts (for the financial year ended on 31 March 2024) is extended by 3 months as prescribed by section 2:101 (1) of the Dutch Civil Code.

We are seeking consent for an extension following progressive discussions with Refuels' Group auditors concluding that more time may be needed to complete the company's annual Group audit and to finalise the annual accounts.

The main reason for the delay is that this is Refuels first year of consolidating group accounts following its IPO (which includes the separate component audits of the operating businesses) as well as awaiting independent valuations on the several large transactions that formed the Group, which require further independent valuation work to complete the audits. The Group takes this situation seriously, however, feels that this is a one-off event due to the complexity of the IPO within a first year Group audit.

Although Refuels will seek consent for an extension of 3 months only (rather than the maximum statutory period of 5 months allowed) we expect that a much shorter period will enable Refuels' auditors to complete their audit and for the Annual Report to be issued to the market. In the event that that the annual accounts can be completed by the original deadline of 31st August 2024, the EGM will be cancelled and no extension will be sought.

GENERAL INFORMATION
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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 July 30, 2024 ("**Record Date**"), after reflecting all debit and credit entries, will be entitled to attend the EGM and cast their votes, regardless of whether the shares are still held by such holders at the date of the EGM.

ATTENDANCE AND VOTING

As of 9 August 2024, being the last business day prior to publication of this EGM notice, Refuels' issued share capital comprised 60,865,872 ordinary shares of EUR 0.01 each. Each ordinary share carries the right to one vote at a general meeting of Refuels and, therefore, the total number of voting rights in Refuels as of 9 August 2024 is 60,865,872.

Shareholders who wish to attend the EGM 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 August 20, 2024, by email to 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 EGM will receive a unique link before the EGM, including instructions on how to attend the meeting virtually.

Please note that shareholders attending the EGM 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 EGM. If such shareholder participates virtually, follow-up questions can only be submitted in writing via the online platform of the EGM during the EGM.

Shareholders may log into the online platform of the EGM on August 27, 2024, from 13:30 CEST until the start of the EGM. Shareholders who have logged in after the start of the EGM via the online platform cannot vote and can only see, hear or otherwise follow the proceedings.

Shareholders attending the EGM 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 EGM per voting item.

Shareholders who wish to attend the EGM 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 EGM 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 EGM virtually or in person and/or do not wish to vote virtually or in person during the EGM, may grant a power of attorney with voting instructions. The power of attorney with voting instructions can be downloaded from 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. The completed and signed power of attorney with voting instructions should be received by DNB Bank ASA no later than August 20, 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. The completed and signed power of attorney with voting instructions should be received no later than August 26 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 EGM.

QUESTIONS ON AGENDA ITEMS

Shareholders who wish to raise questions on any agenda item must submit these questions by sending an email to generalmeeting@refuels.com before August 23, 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 before the Questions Deadline.

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

Shareholders who (virtually) attend the EGM and made use of the opportunity to submit questions before the Questions Deadline may raise follow-up questions during the EGM. Shareholders participating virtually can only submit follow-up questions in writing via the online platform of the EGM during the EGM. Shareholders who did not submit questions before the Questions Deadline cannot ask any questions during the EGM, but can only follow the EGM (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 EGM 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 EGM will be required to show a valid identity document at the registration desk prior to admission to the EGM.

Amsterdam, 12 August 2024

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

Yvonne Visser-Stam