# AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Agenda for the **Extraordinary General Meeting of Shareholders ("EGM") of Alfen N.V., Amsterdam, the Netherlands (the "Company")** to be held on **Tuesday 19 September 2023 at 10.00 a.m. (CET) at Hefbrugweg 28, 1332 AP Almere, the Netherlands.**

The following agenda items are scheduled for this EGM:

1. Opening
2. Change to the Supervisory Board: Proposal to appoint Maria Anhalt as member of the Supervisory Board *
3. Closing

*Items put on the agenda for voting. The other items are on the agenda for discussion only.*

## EXPLANATORY NOTES TO THE AGENDA

**2. Change to the Supervisory Board:** Proposal to appoint Maria Anhalt as member of the Supervisory Board *

After Eline Oudenbroek stepped down from her position as Supervisory Board member of the Company in April 2023, the Supervisory Board currently consists of 3 members instead of 4 members. Jeanine van der Vlist was appointed during an extra ordinary shareholder meeting in November 2022. Willem Ackermans was appointed during an extraordinary shareholders meeting in July 2020. The chairman Henk ten Hove ten Hove was re-appointed during the annual shareholders meeting in April 2022.

In accordance with article 20.2 of the Company's articles of association, the Supervisory Board has determined during its meeting on 5 July 2022 to increase the number of Supervisory Board members in office from three to four members in order to anticipate on the continued growth and internationalization of the Company. Furthermore, the Supervisory Board has appointed an audit committee and a remuneration committee from among its midst.

The Supervisory Board is pleased to nominate Maria Anhalt as additional member of the Supervisory Board. This nomination is supported by the Works Council. The positive advice of the Works Council with regard to the nomination is annexed to these Explanatory Notes.

Maria Anhalt is a master in computer science and an experienced manager in the technology and automotive industries with a strong focus on software. In the past she held several relevant roles: (i) Vice President R&D Operations at HP Enterprises in Palo Alto, California United States, (ii) Vice President Hybrid Cloud and Automation Software at Micro Focus International PLC in Newbury, United Kingdom and (iii) Senior Vice President , Head of Software at Continental AG in Hanover, Germany. Currently, since January 2021, Maria Anhalt is the Chief Executive Officer of Elektrobit Gmbh at Erlangen, a global company with about 4,000 employees. Continental is a 100% shareholder of Elektrobit.

Currently she is also an internal (supervisory) director of the start-up (not publicly listed) company Argus.

She brings technical and commercial expertise regarding software and services and brings a well-developed perspective on technology and the energy transition. She brings strong growth experience in a cross border international environment with experience in Europe and the United States.
She is an experienced engineering and business leader with an engaging personality. She is described as someone with analytical insight and grasp of key issues and problem solving with IQ and EQ at the right level, bringing topics back to the essentials.

The Supervisory Board considers her a strong candidate with personal and professional competences complementary to the other Supervisory Board Members. The Supervisory Board is of the opinion that Maria Anhalt has the right qualifications to fill the 4th seat in the Supervisory Board. It is therefore proposed to appoint Maria Anhalt for a first period of four years ending at the close of the Annual General Meeting of Shareholders to be held in 2027.

Maria Anhalt is independent within the meaning of the corporate governance code. She does not hold any shares in Alfen N.V.

The remuneration for Maria Anhalt is in accordance with the remuneration policy for the Supervisory Board as determined by the general meeting in the Annual General Meeting of Shareholders held in April 2023.


ANNEX: POSITIVE WORK'S COUNSEL ADVICE