Agenda

Annual General Meeting of Shareholders

9 April 2020
For the 2020 annual general meeting of shareholders of Nedap N.V., having its registered office in Groenlo, ("Nedap"), to be held at Hotel nhow Amsterdam RAI, Europaboulevard 2b, 1078 RV Amsterdam, at 11 a.m. on 9 April 2020.

For directions to and information about parking options at Hotel nhow Amsterdam RAI, we refer you to the website nedap.com.
Agenda

In case of discrepancies between the Dutch and UK version, the Dutch version of the Agenda will prevail.

1 Opening.

2 Management board report on the financial year 2019 and the policy pursued (discussion).

3 Annual report and accounts
   b. Adoption of the financial statements 2019 (voting).
   c. Reservation and dividend policy (discussion).
   d. Payment of dividend (discussion).
   e. Discharge to the members of the management board for the policy pursued by them in the financial year 2019 (voting).
   f. Discharge of the members of the supervisory board for their supervision over 2019 (voting).

4 Management board
   Notification of the intended appointment of Mrs D. van der Sluijs as managing director and CFO (discussion).

5 Supervisory board
   a. Notification of one vacancy on the supervisory board.
   b. Notification by the supervisory board of the person nominated for reappointment.
   c. Opportunity for the general meeting to make recommendations for the reappointment of a member of the supervisory board.
   d. Proposal to reappoint Mr G.F. Kolff as a member of the supervisory board (voting).

6 Authorization of the management board to repurchase ordinary Nedap shares (voting).

7 a. Designation of the management board as the authorised body to issue ordinary Nedap shares (voting).
   b. Designation of the management board as the authorised body to restrict or exclude the preemptive rights on issuance of ordinary Nedap shares (voting).

8 Any other business.

9 Closing.
Explanation of agenda item 2.
The management board will provide a report on the most important events of the financial year 2019 and the policy pursued.

Explanation of agenda item 3.
   a. Remuneration report 2019
      We refer to the remuneration report 2019, comprising (i) the remuneration report prepared by the management board, subject to the approval of the supervisory board, in accordance with Section 2:135b of the Dutch Civil Code (as included in the Dutch Civil Code from 1 December 2019 for the implementation of the Revised Shareholders Rights Directive ("Implementation Act")), and (ii) the remuneration report, prepared by the supervisory board, as referred to in the Corporate Governance Code. The remuneration report 2019 is included on page 94 of the 2019 annual report and is also published separately on the website nedap.com/investors/annual-general-meeting-of-shareholders. Shareholders are asked to vote in favour of this remuneration report 2019.

      The current remuneration policy for Nedap's management board ("Management Board Remuneration Policy") was adopted by the general meeting on 2 April 2015. The current remuneration policy for the supervisory board ("Supervisory Board Remuneration Policy") was adopted by the general meeting on 16 April 2013. The Management Board Remuneration Policy and the Supervisory Board Remuneration Policy (collectively "Remuneration Policy") are included in the Remuneration Report 2019. During the course of this year, the supervisory board intends to review the Remuneration Policy and revise it if necessary, so that the Remuneration Policy will continue to be in line with Nedap's strategy, long-term value creation and market developments. The Remuneration Policy will also be aligned, where necessary, with Section 2:135a of the Dutch Civil Code (as included in the Dutch Civil Code on 1 December 2019 on the basis of the Implementation Act). Nedap has currently engaged a consultancy firm to advise on the design of the new Remuneration Policy. An adjustment to the Remuneration Policy will first be submitted to the works council for advice. Subsequently, a proposed adjustment to the Remuneration Policy, together with the advice of the works council, will be submitted to the shareholders for voting, at the latest at the general meeting in 2021.

   b. It is proposed to the general meeting to adopt the financial statements prepared by the management board.

   c. In accordance with the Corporate Governance Code, Nedap's reservation and dividend policy will be discussed and explained at the annual general meeting.

   d. Nedap's management board and supervisory board resolve to make a reservation, after which the remaining amount will be distribute in accordance with article 45, paragraphs 2 and 3 of the articles of association.

   e. The general meeting is requested to grant discharge to the members of the management board for the tasks performed by them insofar as this is apparent from the management board report and the financial statements for the financial year 2019 or has been reported to the general meeting.

f. The general meeting is requested to grant discharge to the members of the supervisory board for their supervision insofar as this is apparent from the management board report and the financial statements for the financial year 2019 or has been reported to the general meeting.

Explanation of agenda item 4.
Due to the resignation of Mr E. Urff as managing director as of 4 April 2019, a vacancy has arisen in the management board. The supervisory board notifies the general meeting of its intention to appoint Mrs Daniëlle van der Sluijs as managing director. The intended appointment of Mrs Van der Sluijs will be effective after the end of the general meeting. Mrs Van der Sluijs is appointed for an indefinite period of time. Nedap deviates here from best practice provision 2.2.1. of the Corporate Governance Code. The reason thereof is that a period of four years is not considered sufficient to fulfil the position of managing director, in particular in view of the fact that the strategy is focussed on long-term value creation. The supervisory board also intends to appoint Mrs Van der Sluijs as Nedap's Chief Financial Officer.

Mrs D. van der Sluijs (1972)
has broad experience in financial positions. Her last position was Group Finance Director at ForFarmers N.V. She previously held financial positions at Numico, Crucell and the Port of Rotterdam Authority.

Mrs Van der Sluijs graduated from the Business Administration faculty of the Erasmus University in Rotterdam and subsequently completed a postgraduate controller course at the VU University in Amsterdam. She also completed the New Board programme at Nyenrode Business University.

Nedap's works council has given positive advice on the intended appointment of Mrs Van der Sluijs. The most important contractual conditions are:
- Fixed annual income EUR 240,000 gross per year;
- Expense allowance in accordance with company policy;
- Granting a variable remuneration that is dependent on targets set in advance by the supervisory board in accordance with the Management Board Remuneration Policy;
- Duration of the agreement: indefinite period;
- Notice period: 3 months;
- Severance payment: 1 fixed annual income.

Explanation of agenda item 5.
a. A vacancy arises on the supervisory board at 9 April 2020, as Mr G.F. Kolff’s term of appointment comes to an end. The works council’s enhanced right of recommendation applies with regard to the vacancy that arises as a result of Mr G.F. Kolff standing down.

b. Provided that no recommendation has been made by the general meeting of other persons, the supervisory board proposes to reappoint Mr G.F. Kolff as a member of the supervisory board to fulfil this vacancy. It is proposed to reappoint Mr G.F. Kolff as a member of the supervisory board for a term of two (2) years, which term ends on the day of the general meeting to be held in 2022.
Motivation for Mr G.F. Kolff’s nomination:
The appointment of Mr G.F. Kolff fits in the profile of the supervisory board. For the content of this profile, please consult the Nedap website (www.nedap.com).

Mr G.F. Kolff’s nomination for the position of supervisory director is substantiated as follows, taking into account the provisions of article 25, paragraph 4 of the articles of association and the relevant provisions of the law:
Mr G.F. Kolff is available for reappointment as a supervisory director for a period of two years to assure continuity within the supervisory board. His knowledge of Nedap’s “added value” model and culture, in addition to his ability to translate technology into solutions, make Mr G.F. Kolff of strategic value for the organisation.
Mr Kolff also has strong communication skills which, together with his independent and practical attitude, make a positive contribution to the supervisory board. Mr Kolff takes the chair in a professional manner that fits in with Nedap’s culture.

Details of Mr G.F. Kolff
Dutch, 1948

Current positions:
– None.

Supervisory board positions:
– Member of the supervisory board of Pacques Holding B.V.;
– Member of the supervisory board of Smits Bouwgroep B.V. (SBB) (chairman).

Previous positions:
– General Manager Shtandart TT BV (2012-2015);
– CB&I, Group Vice President Global Initiatives (2010-2012);
– President CB&I Oil and Gas Europe B.V. (1997-2011);
– President-director CB&I Lummus B.V. (1997-2011);
– Various management positions at CB&I, including Group Vice President Global Sales and Operations Europe (1997-2009).

Shares or depositary receipts held in the capital of the company:
– None

Regarding the fulfilment of Mr Kolff’s vacancy, for which the works-counsel has an enhanced right of recommendation, the works council has indicated that it supports the nomination for Mr Kolff’s reappointment and does not recommend any other persons for this vacancy.
The works council was given the opportunity to determine its position on the proposal to appoint the member of the supervisory board in good time before the date of convening the meeting.

In accordance with the provisions of article 25, paragraph 3 of the articles of association, the general meeting is authorised to recommend persons for appointment to the supervisory board. Mr G.F. Kolff’s nomination is subject to the suspensive condition that no recommendation of persons will be made by the general meeting. If the general meeting uses its power of recommendation, a separate round of voting will take place. Shareholders are requested to submit a possible recommendation to the supervisory board before 9 April 2020.
d. On the condition that no recommendation for other persons is made by the general meeting, it is proposed to reappoint Mr G.F. Kolff as member of the supervisory board for a term of two years, which term ends on the day of the general meeting to be held in 2022.

Explanation of agenda item 6.
The management board proposes to authorise the management board - subject to the approval of the supervisory board - in accordance with article 15 of the company’s articles of association, and notwithstanding the provisions of Section 2:98 of the Dutch Civil Code, to acquire ordinary shares in Nedap’s own capital, up to a maximum of 10% of the issued share capital of Nedap, subject to the proviso that after repurchase Nedap or one or more of its subsidiaries (for own account) can never hold more than 10% of the total outstanding share capital of ordinary shares in Nedap.

The ordinary shares can be repurchased at the stock exchange or otherwise at a price that varies between the nominal value of the ordinary shares and 110% of the average closing price of the ordinary shares on the Stock Exchange held by Euronext Amsterdam N.V., calculated over five consecutive trading days prior to the day of repurchase. The duration of the requested authorisation is for a period of 18 months, starting on 9 April 2020. Once the requested authorisation is granted it will replace and supersede the sought and granted authorisation at last year’s AGM, expiring on 4 October 2020.

Explanation of agenda item 7.
a. In accordance with article 10 of the articles of association, the management board may decide to issue shares and grant rights to subscribe to shares. The designation by the general meeting of the management board as the corporate body authorised to issue shares can be made for a maximum of five years. At the time of designation, the number of shares that may be issued is determined. The management board and supervisory board jointly propose to designate the management board as the authorised body to issue ordinary shares in Nedap’s capital and/or grant rights to subscribe to ordinary shares in Nedap’s capital.

b. The designation of the management board as the authorised body with regard to the pre-emptive rights is related to agenda item .

The management board and supervisory board jointly propose to designate the management board as the authorised body to restrict or exclude the pre-emptive rights on issuance of ordinary shares, including granting rights to subscribe to ordinary shares in Nedap’s capital. The duration of the requested designation is for a period of 18 months, starting on 9 April 2020. Once the requested designation is granted, it will replace and supersede the sought and granted authority at last year’s AGM, expiring on 4 October 2020.