

25 June 2020



Agenda

Annual General Meeting of Shareholders

Date / location

For the annual general meeting of shareholders of Nedap N.V., (“Annual General Meeting”) having its registered office in Groenlo, (“Nedap”), to be held on **25 June 2020**, at **11 a.m.** in **Groenlo**, Parallelweg 2. Nedap would like to inform the shareholders’ that the Annual General Meeting is being held virtually and that shareholders cannot physically attend the Annual General Meeting. For more information, please consult the Convocation to the Annual General Meeting. In case of discrepancies between the English and the Dutch version of the agenda, the Dutch version of the agenda will prevail.

Agenda

- 1** Opening
- 2** Financial Year 2019
 - a. Management board report on the 2019 financial year and the policy pursued (discussion).
 - b. Remuneration report 2019 (advisory voting).
 - c. Adoption of the financial statements 2019 (voting).
 - d. Reserve and dividend policy (discussion).
 - e. Release of liability of the members of the management board for the policy conducted by them in the financial year 2019 (voting).
 - f. Release of liability of the members of the supervisory board for their supervision over 2019 (voting).
- 3** Remuneration policy (voting)
- 4** Composition Management board
Announcement of the intended appointment of Ms. D. van der Sluijs as member of the management board and Chief Financial Officer (CFO) (discussion).
- 5** Composition Supervisory board
 - a. Announcement of a 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 shares (voting)
- 7** Designation management board
 - a. Designation of the management board as the authorised body to issue ordinary shares (voting).
 - b. Designation of the management board as the authorised body to restrict or exclude the pre-emptive rights on issuance of ordinary shares (voting).
- 8** Any other business
- 9** Closing

Explanation of agenda items 2

- a. The management board will provide a report on the most important events of the 2019 financial year and the policy conducted.
- b. Remuneration Report 2019
We refer to the remuneration report 2019, comprising (i) the remuneration report prepared by the management board, with the approval of the supervisory board, in accordance with Section 2:135b of the Dutch Civil Code 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 annual report 2019 and is also published separately on the website nedap.com/investors/annual-general-meeting-of-shareholders.
Shareholders are asked to cast an advisory vote in favour of this Remuneration Report 2019.
- c. It is proposed to the general meeting to adopt the financial statements prepared by the management board.
- d. In accordance with the Corporate Governance Code, Nedap's reservation and dividend policy will be discussed and explained at the annual general meeting. The reservation and dividend policy remains unchanged. We also refer to the [press release](#) of 2 April 2020 mentioning that it is not possible to estimate the duration of and effects of the COVID-19 crisis on the company. Access to sufficient liquidity is essential to safeguard the company's continuity. The management board and supervisory board of Nedap have therefore considered it wise to withdraw the original resolution regarding the appropriation of the profit for the 2019 financial year and hence the proposed resolution to distribute dividend. All profit will be reserved. An interim dividend can be

- considered when there is more insight into the developments of the company during 2020 and if the financial results allow for it.
- e. The Annual General Meeting is requested to release to the members of their liability the management board for the tasks performed by them insofar as this is apparent from the Management Report and the financial statements for the 2019 financial year or has been reported to the general meeting.
- d. The Annual General Meeting is requested to release to the members of the supervisory board of their liability for the supervision performed insofar as this is apparent from the Management Report and the financial statements for the 2019 financial year or as has been reported to the general meeting.

Explanation of agenda item 3

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 Annual 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 2020, the supervisory board intends to review the Remuneration Policy and revise it if necessary, so that in the future the Remuneration Policy will continue to be in line with Nedap's strategy, long-term value creation and market developments. The supervisory board has now started the process of reassessing the Remuneration Policy and adjusting it where necessary to meet the requirements arising from the implementation act for the Revised Shareholders' Directive.¹ ("Implementation Act"). This revised remuneration policy, after being

¹ The Act of 6 November 2019 amending Book 2 of the Civil Code, the Financial Supervision Act and the Securities (Bank Giro Transactions) Act implementing Directive 2017/828/EU of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC with regard to promoting the long-term involvement of shareholders (OJEU 2017, L 132), Bulletin of Acts and Decrees 2019, 423.

submitted to the works council for advice, will be submitted to the general meeting for adoption at the annual general meeting of 2021, together with the works council's advice.

Until then, we request that the shareholders agree to continue to apply the current Remuneration Policy. In the appendix Further Explanation of Remuneration Policy from 2020 (Appendix) onwards, a further clarification of the current Remuneration Policy is given in view of the Implementation Act. This Appendix is an integral part of the current Remuneration Policy.

Advise Works council

The works council has given positive advice on the current Remuneration Policy as submitted to the Annual General Meeting for voting.

Explanation of agenda item 4

Due to the resignation of Mr. E. Urff as a member of the management board as of 4 April 2019, a vacancy has arisen in the management board. The supervisory board announces its intention to appoint Ms. Daniëlle van der Sluijs as a member of the management board in the position of Chief Financial Officer. The intended appointment of Mrs. Van der Sluijs will be effective immediately at the end of this Annual General Meeting. The appointment of Ms. Van der Sluijs as member of the management board is for an indefinite period. By appointing a member of the management board for an indefinite period, Nedap deviated from the best practice provision 2.2.1. of the Corporate Governance Code. The merits hereof is that the assignment for a statutory director is to shape the strategy of the Company for the longer term and translate it into effective policies. A term of appointment for a four years period is considered as insufficient to properly fulfil the position of a member of the management board, in particular in view of the fact that Nedap's strategy is focussed on long-term value creation.

Ms. D. van der Sluijs (1972),

has broad experience in financial positions. Her last position was Group Finance Director at ForFarmers N.V. Previously, she held financial positions at Numico N.V., Crucell N.V. and Havenbedrijf Rotterdam N.V.

Ms. 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 Ms. Van der Sluijs.

The main contractual conditions of the Service Agreement are:

- Fixed annual income: EUR 240,000 gross per year;
- Expense allowance: in accordance with company policy;
- Variable remuneration: 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;
- Period of notice: 3 months;
- Severance pay: 1 fixed annual income.

Explanation of agenda item 5

- a. As a result of Mr. G.F. Kolff's term of appointment has come to an end, a vacancy on the supervisory board will arise on 25 June 2020. The works council's is entitled to use its enhanced right of recommendation in regard to the vacancy arisen.
- b. Provided that the general meeting has not made a recommendation to appoint another person, the supervisory board nominates Mr. G.F. Kolff to be re-elected as a member of the supervisory board.

It is proposed to re-elect Mr. G.F. Kolff as member of the supervisory board for a term of two (2) years, which term ends at the day of the annual general meeting in 2022.

Motivation for Mr. G.F. Kolff's nomination:

The re-election of Mr. G.F. Kolff suits the profile of the supervisory board. For the content of this profile, please see the Nedap website (www.nedap.com).

Taking into account Article 25(4) of the articles of association and the relevant provisions of the law, Mr. G.F. Kolff's nomination for re-election of as a member of the supervisory board is motivated as follows: Mr. G.F. Kolff is available for re-election as a member of the supervisory board for a period of two years to guarantee continuity within the supervisory board. Mr Kolff's knowledge of Nedap's "added value" model and culture, in addition to his ability to translate technology into solutions, makes him of strategic value for the organisation. Mr. Kolff's personal skills, especially his strong communication skills together with his independent and practical attitude, makes him a valuable and positive contribution to the supervisory board. Mr. Kolff takes the chair in a professional manner that fits 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.

Previous positions:

- Member of the supervisory board of Smits Bouwgroep B.V. (SBB) (1997-May 2020);
- General Manager Shtandart TT B.V. (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.

Advise Works council

The works council has indicated to support the nomination for Mr. Kolff's re-election and that it will not make use of its enhanced right of recommendation to nominate another person. The works council has been consulted prior to the conveying date of the Annual General Meeting, to enable the works council to use their enhanced right of recommendation. In accordance with the provisions of Article 25(3) of Nedap's articles of association, the Annual 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 Annual General Meeting.

- c. On the condition that no recommendation for other persons is made by the Annual General Meeting, it is proposed to re-elect Mr. G.F. Kolff as member of the supervisory board for a term of two (2) years, which term ends at the day of the Annual General Meeting in 2022.

Explanation of agenda item 6

The management board – subject to the approval of the supervisory board – herewith proposes in accordance with Article 15 of Nedap’s articles of association, and notwithstanding the provisions of Section 2:98 of the Dutch Civil Code, to be authorized to acquire ordinary shares in Nedap’s own capital, up to a maximum of 10% of the issued 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 acquired by purchase on the stock exchange or otherwise at a purchase price that lies between the nominal value of the ordinary shares and 110% of the average closing price of the ordinary shares traded at the Stock Exchange held by Euronext Amsterdam N.V., calculated over five consecutive trading days prior to the day of purchase.

The duration of the requested authorisation is for a period of 18 months, starting on 25 June 2020. If the requested authorisation is granted the current authorisation shall expire.

Explanation of agenda item 7

- a. In accordance with Article 10 of Nedap’s articles of association, the management board may be designated as the authorised body to resolve 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 is for a maximum of five years. The designation determines how many shares may be issued.

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.

It is proposed to limit the authority of the management board to the issue of ordinary shares or the granting of rights to subscribe to ordinary shares respectively to a maximum of 10% of the issued share capital at the time of the issue.

The duration of the requested designation is for a period of 18 months, starting on 25 June 2020. The designation granted last year runs until 4 October 2020 and will expire if the requested authorisation is granted.

- b. The designation of the management board as the authorised body with regard to the pre-emptive rights is related to agenda item 7 a.

The management board and supervisory board jointly propose to designate the management board as the authorised body to limit or exclude pre-emptive rights on the issue ordinary shares in Nedap’s capital including granting rights to subscribe to ordinary shares in Nedap’s capital on the basis of agenda item 7a. The duration of the requested designation is for a period of 18 months, starting on 25 June 2020. The designation granted last year runs until 4 October 2020 and will expire if the requested appointment is given.

