

Date & venue

The general meeting of Nedap N.V. ('annual general meeting') will be held on **Thursday 11 April 2024** at **11:00 CET** at the Hilton Rotterdam, Weena 10, 3012 CM, **Rotterdam, the Netherlands**. For details, please refer to the notice convening the annual general meeting, and the company website (www.nedap.com).

Agenda

- 1 Opening**
- 2 The 2023 financial year**
 - a. Directors' Report for the 2023 financial year and the management conducted (discussion)
 - b. Outline of the corporate governance structure and compliance with the 2022 Corporate Governance Code (discussion)
 - c. 2023 remuneration report (advisory vote)
 - d. Adoption of the 2023 financial statements (vote)
 - e. Policy on dividends and additions to reserves (discussion)
 - f. Payment of dividend (discussion)
 - g. Discharge for the members of the Board of Directors for their management conducted in 2023 (vote)
 - h. Discharge for the members of the Supervisory Board for their supervision conducted in 2023 (vote)
- 3 Reappointment of PricewaterhouseCoopers Accountants N.V. (vote)**
- 4 Authorisation of the Board of Directors for the repurchase of ordinary shares (vote)**
- 5 Appointment of the Board of Directors**
 - a. Appointment of the Board of Directors as the body authorised to issue ordinary shares (vote)
 - b. Appointment of the Board of Directors as the body authorised to limit or exclude preferential rights in issuing ordinary shares (vote)
- 6 Any other business**
- 7 Close**

Notes

2 The 2023 financial year

a. Directors' Report for the 2023 financial year and the management conducted (discussion)

The Board of Directors will brief the annual general meeting on the most important events of the 2023 financial year and the management conducted.

b. Outline of the corporate governance structure and compliance with the 2022 Corporate Governance Code (discussion)

The revised Corporate Governance Code (the "2022 Code") entered into force with effect from the 2023 financial year. The 2022 Code has been designated as a code of conduct within the meaning of Article 2:391a of the Dutch Civil Code in the Decree on the contents of management reports, pursuant to which Dutch listed companies render account regarding the 2022 Code in the management report for the 2023 financial year. In line with the recommendation of the Corporate Governance Code Monitoring Committee, the company explains its corporate governance structure and compliance with the 2022 Code in the 2023 financial year. Reference is made to the Risk & governance chapter of the 2023 annual report. The explanation given there forms an integral part of this agenda.

c. 2023 remuneration report (advisory vote)

Reference is made to the 2023 remuneration report, comprising (i) the remuneration report prepared by the Board of Directors and approved by the Supervisory Board, in compliance with section 2:135(b) of the Dutch Civil Code, and (ii) the remuneration report prepared by the Supervisory Board as specified in the Corporate Governance Code. The 2023 remuneration report is provided starting on page 110 of the 2023 annual report and has also been published separately on the website <https://nedap.com/investors/shareholder-meetings/>. Shareholders are asked to cast a positive advisory vote on the 2023 remuneration report.

d. Adoption of the 2023 financial statements (vote)

It is proposed to the annual general meeting that the financial statements prepared by the Board of Directors be adopted.

e. Policy on dividends and additions to reserves (discussion)

As required under the Corporate Governance Code, Nedap's policy on dividends and additions to reserves will be discussed and explained at the annual general meeting. The policy on dividends and additions to reserves will remain unchanged.

f. Payment of dividend (discussion)

As required under article 43.3 of Nedap's articles of association, any profit not added to the reserves as per article 43.1 of Nedap's articles of association is paid out to holders of ordinary shares in Nedap. As a result, the total amount available for payment will be €21.0 million, which means a payment of €3.20 per ordinary share.

General meeting Nedap N.V.

g. **Discharge for the members of the Board of Directors for their management conducted in 2023 (vote)**

The annual general meeting is asked to grant the members of the Board of Directors in office for all or part of the 2023 financial year discharge from liability for the tasks they performed as documented in the annual report and the financial statements for the 2023 financial year or as disclosed to the annual general meeting.

h. **Discharge for the members of the Supervisory Board for their supervision conducted in 2023 (vote)**

The annual general meeting is asked to grant the members of the Supervisory Board in office for all or part of the 2023 financial year discharge from liability for the supervision they conducted as documented in the annual report and the financial statements for the 2023 financial year or as disclosed to the annual general meeting.

3 **Reappointment of PricewaterhouseCoopers Accountants N.V. (vote)**

Due to the statutory auditor rotation, Nedap will change auditors from the financial year 2026. PricewaterhouseCoopers Accountants N.V. has been appointed by the general meeting as auditor up to and including the financial year 2024. With the introduction of the CSRD obligations, applicable from the financial year 2024, Nedap will focus on evaluating, further developing, and optimising its reporting and reporting procedures in 2025. To make the best possible use during this important transition period of the knowledge accumulated by PricewaterhouseCoopers, it is proposed to reappoint PricewaterhouseCoopers Accountants N.V. as auditor for the financial year 2025 for one (1) year. This will support consistency and stability in the run-up to and compliance with CSRD obligations. The selection process for a new auditor with effect from financial year 2026 has already been started.

4 **Authorisation of the Board of Directors for the repurchase of ordinary shares (vote)**

The Board of Directors proposes - subject to Supervisory Board approval - for the annual general meeting to authorise the Board of Directors, without prejudice to the provisions of article 2:98 of the Dutch Civil Code, to proceed to repurchase ordinary shares in the capital of Nedap, up to a maximum of 10% of Nedap's issued share capital, on the understanding that, after the share repurchase, Nedap or one or several of its subsidiaries (for their own account) can never hold more than 10% of the total issued share capital of ordinary shares in Nedap.

The ordinary shares can be acquired through purchase on the stock market or otherwise at a price that lies between the nominal value of the ordinary shares and 110% of the average closing price of the ordinary shares on the Euronext Amsterdam N.V. stock exchange over the five consecutive trading days prior to the day of purchase.

This requested authorisation would be valid for a period of 18 months, starting on 11 April 2024. The authorisation granted at the annual general meeting of 13 April 2023 is valid through to 12 October 2024 and will expire if the requested authorisation is granted.

5 Appointment of the Board of Directors

a. Appointment of the Board of Directors as the body authorised to issue ordinary shares (vote)

In accordance with article 8 of Nedap's articles of association, the Board of Directors can be appointed by the annual general meeting as the body authorised to decide to issue ordinary shares and to grant rights to subscribe to shares. The annual general meeting's appointment of the Board of Directors as the corporate body authorised to issue shares is subject to a maximum period of five years. In its decision to appoint the Board of Directors as the body authorised to issue ordinary shares, the annual general meeting also decides how many shares the Board of Directors can issue.

The Board of Directors proposes, following prior approval from the Supervisory Board, to appoint the Board of Directors as the body authorised to issue ordinary shares in the capital of Nedap and/or to grant rights to subscribe to ordinary shares in the capital of Nedap.

It is proposed to limit the Board of Directors' authority to issue shares to ordinary shares and to limit the authority to grant rights to subscribe to shares to ordinary shares with a total value of up to 10% of the issued share capital at the time of issue.

The requested appointment would be valid for a period of 18 months, starting on 11 April 2024. The appointment by the annual general meeting of 13 April 2023 is valid through to 12 October 2024 and will expire if the annual general meeting appoints the Board of Directors as proposed.

b. Appointment of the Board of Directors as the body authorised to limit or exclude preferential rights in issuing ordinary shares (vote)

The appointment of the Board of Directors as the body authorised to limit or exclude preferential rights is connected to agenda item 5a.

The Board of Directors proposes, following prior approval from the Supervisory Board, to appoint the Board of Directors as the body authorised to limit or exclude preferential rights in issuing ordinary shares in the capital of Nedap, including the granting of rights to subscribe to ordinary shares in the capital of Nedap based on agenda item 5a. The requested appointment would be valid for a period of 18 months, starting on 11 April 2024. The appointment by the annual general meeting of 13 April 2023 is valid through to 12 October 2024 and will expire if the annual general meeting appoints the Board of Directors as proposed.