



AGENDA
of the Annual General Meeting of Shareholders of
HOLLAND COLOURS NV

to be held on Thursday, July 11, 2024 at 10:00 hrs CEST
at the office of the Company, Halvemaanweg 1 in Apeldoorn

1. Opening
2. Report of the Board of Management on the financial year 2023/2024
3. Financial Statements 2023/2024
 - a. Advisory vote regarding the remuneration report financial year 2023/2024 (advisory vote)
 - b. Adoption of the financial statements 2023/2024 (voting item)
 - c. Compliance with the Dutch Corporate Governance Code
4. Reserves and dividend policy
5. Profit appropriation and dividend (voting item)
6. Discharge to the Board of Management (voting item)
7. Discharge to the Supervisory Board (voting item)
8. Presentation of Strategy Holland Colours Group “Accelerate to Win”
9. Authorization to the Board of Management, subject to the approval of the Supervisory Board, to acquire ordinary shares in the Company on behalf of the Company (voting item)
10. Any other business
11. Closure

The Annual Report 2023/2024, including the financial statements will be available for inspection at the office of the Company, Halvemaanweg 1, 7323 RW Apeldoorn, The Netherlands, +31 55 368 07 00. This information is also available on www.hollandcolours.com.



Explanation

to the agenda of the Annual General Meeting of Shareholders of
Holland Colours NV (also referred to as "the Company")
to be held on July 11, 2024

Notes to item 2

Report of the Board of Management on the financial year 2023/2024

Together with the report of the Board of Management over the financial year 2023/2024, as included in the financial statements 2023/2024, the Board of Management will comment on the business of the Company.

Notes to item 3

Financial statements 2023/2024

a. Advisory vote regarding the remuneration report financial year 2023/2024 (advisory vote)

The remuneration report for the financial year 2023/2024 has been included in the financial statements of the same financial year and will be explained at the General Meeting of Shareholders.

In accordance with the provisions of Section 2:135b paragraph 2 of the Dutch Civil Code (Dutch: Burgerlijk Wetboek) the remuneration report 2023/2024 is submitted to the General Meeting of Shareholders for an advisory vote. Proposed is to cast a positive advisory vote.

The remuneration report is included in the report of the Board of Management over the financial year 2023/2024 and is available on www.hollandcolours.com.

b. Adoption of the financial statements 2023/2024 (voting item)

The financial statements 2023/2024, as included in the Annual Report 2023/2024, are provided with an unqualified auditor's report by KPMG Accountants NV. The Supervisory Board and the Board of Management of Holland Colours NV propose the General Meeting of Shareholders to adopt the financial statements 2023/2024.

c. Compliance with the Dutch Corporate Governance Code

The Dutch Corporate Governance Code 2022 applies to the Company. For an account of the Company's compliance with the Dutch Governance Code reference is made to the section 'Corporate Governance Code' in the 2023/2024 Annual Report.

Notes to item 4

Reserves and dividend policy

In accordance with the Dutch Corporate Governance Code, explanation will be given at the General Meeting of Shareholders on the reserves and dividend policy of the Company.

At least 50% of the net profit will be distributed annually by means of a dividend pay-out, provided the solvability of Holland Colours after distribution is at least 40%. Deviation of this principle may occur in very special circumstances.

Notes to item 5

Profit appropriation and dividend

Adoption of the appropriation of the profit (voting item)

In accordance with its policy for the financial year 2023/2024, it is proposed to adopt the dividend at € 3.01 in cash per ordinary share with a nominal value of € 2.27.

Upon adoption of the dividend proposal by the General Meeting of Shareholders, the dividend will be payable on July 26, 2024.

Notes to item 6

Discharge to the Board of Management (voting item)

It is proposed to grant discharge to the members of the Board of Management for their management in the financial year 2023/2024, on the basis of the Annual Report 2023/2024.



Notes to item 7

Discharge to the Supervisory Board (voting item)

It is proposed to grant discharge to the members of the Supervisory Board for the supervision carried out in the financial year 2023/2024, on the basis of the Annual Report 2023/2024.

Notes to item 8

Presentation of Strategy Holland Colours Group “Accelerate to Win”

The Board of Management provides an explanation of the update on the Strategy of the Company.

Notes to item 9

Authorization to the Board of Management, subject to the approval of the Supervisory Board, to acquire ordinary shares in the Company on behalf of the Company (voting item)

It is proposed, for a period of 18 months, up to January 11, 2026, to authorize the Board of Management to acquire ordinary shares in the Company on behalf of the Company, other than for no consideration and subject to the approval of the Supervisory Board, pursuant to Article 7 of the Articles of Association. The acquisition price must range between the amount equal to the nominal value of the shares and the amount equal to 110% of the share price, in which the share price will be: the average of the highest share price of each of the five trading days prior to the acquisition date, in accordance with the ‘Daily Official List’ of Euronext Amsterdam.

Registration date

Persons who are registered as shareholders of the Company on June 13, 2024 after the processing of all credit and debit entries on that date (the "Registration Date") in a (sub-)register and who have also been registered in the described manner below are deemed to be entitled to vote and/or attend the meeting with regard to ordinary shares. For holders of bearer shares, the records of intermediaries as defined in the "Wet giraal effectenverkeer" (the Intermediary) are designated as (sub) registers.

Registration

Holders of ordinary bearer shares, who wish to attend the meeting, have to inform ABN AMRO through the Intermediary where their shares are administrated no later than on July 4, 2024 at 17:00hrs CEST.

The Intermediaries must submit a statement via www.abnamro.com/intermediary to ABN AMRO no later than on July 5, 2024 at 12:00hrs CEST stating the number of shares held by the shareholder on the Registration Date and registered for registration. The Intermediaries are requested to provide the complete address details of the relevant shareholders upon registration in order to be able to perform an efficient verification of the shareholding on the Registration Date. ABN AMRO will send a proof of registration to the shareholders via the Intermediary which shall serve as an admission ticket to the meeting.

Holders or beneficial owners of registered shares, who are entitled to the voting right, or their proxy holders, who wish to attend the meeting, must inform the Company no later than on July 4, 2024 in writing or electronically via ir@hollandcolours.com.

Proxy and voting instructions

A shareholder, who wishes to be represented, must also submit a duly signed legally valid proxy to the Company no later than on July 4, 2024.

Persons who are entitled to attend the meeting can also submit voting instructions up to and including July 4, 2024: electronically via www.abnamro.com/evoting or by means of a voting instructions proxy which can be downloaded from the website www.hollandcolours.com and can be completed and sent to the Company to the attention of Mrs. G. Jansen, PO Box 720, NL-7300 AS Apeldoorn or via ir@hollandcolours.com.