

Explanatory notes to the agenda

Annual General Meeting of Shareholders to be held on Wednesday 15 April 2026 at 10:00 CET at the offices of Ctac N.V. (the "Company"), Meerendonkweg 11 in 's-Hertogenbosch.

1. *Opening and announcements*

The chair will open the meeting and explain the procedure and the rules for the meeting. The number of holders of voting rights and the number of votes will be stated.

2. *Report of the Board of Directors on the 2025 financial year*

- a. The Board of Directors will look back at the events that happened and the results that were achieved in 2025. The expectations for 2026 will also be addressed.
- b. The board provides an explanation of the risk statement (VOR) and the manner in which the board and the supervisory board have acted.

3. *Financial statements for 2025*

Discussion of the written report of the Board of Directors for 2025.

- a. PricewaterhouseCoopers Accountants N.V. will comment on the audit procedures for the 2025 financial year.
- b. When discussing this agenda item, there will be an opportunity to ask questions about the financial statements and the general meeting ("AGM") will be asked to adopt the financial statements for 2025.
- c. An explanation of the reservation and dividend policy will be given in connection with this agenda item.
- d. With regard to the dividend, the Board of Directors proposes, with the approval of the Supervisory Board, to the AGM to distribute a dividend over 2025 of € 0.11 per ordinary share. The holders of ordinary shares will receive a distribution in cash to be charged to the undistributed profit and other reserves.

The statutory dividend withholding tax will be withheld from any dividend to be paid in cash.

The ex-dividend date is 17 April 2026. The dividend will become payable from 27 April 2026.

- e. The AGM will be asked to approve the management conducted by the Board of Directors and also to discharge each of the members of the Board of Directors in office in 2025 from liability for their responsibilities.
- f. The AGM will also be asked to approve the supervision conducted by the Supervisory Board of the management of the Company and to discharge each of the members of the Supervisory Board in office in 2025 from liability for their responsibilities.

The AGM will be asked to adopt the proposals as such.



4. *Remuneration*

- a. The Supervisory Boards supports amending the remuneration policy, as approved by the AGM on 13 April 2023, and is of the opinion that the current remuneration policy is relatively complex compared to the size of the Company. In addition, in some cases the bonus criteria do not align with the objectives of the Company. Under this agenda item, the AGM is given the opportunity to discuss the remuneration policy and share any views they may have. After the AGM, the Supervisory Board will enter into discussions with the relevant parties with the aim to develop a new proposal, which will be presented to the AGM for approval at a later date.
- b. The 2025 remuneration report has been drafted as part of the report of the Board of Directors. The remuneration policy which serves as the basis for the remuneration of the Board of Directors can be found on the Company's website www.ctac.nl under About Ctac / Corporate Governance / Code and regulations / Remuneration Policy. The Company's remuneration report is submitted to the AGM for an advisory vote and the AGM will be asked to issue a positive opinion in respect of this 2025 remuneration report.

The AGM will be asked to adopt the proposal as such.

5. *Audit of financial statements*

- a. The AGM will be asked to vote on the appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor to audit the Company's financial statements for the 2027 financial year and to authorise the Board of Directors for the execution thereof.
- b. The AGM will be asked to vote on the awarding of the assurance engagement relating to the sustainability report of the Company for the 2027 financial year to PricewaterhouseCoopers Accountants N.V. and to authorise the Board of Directors for the execution thereof.

The AGM will be asked to adopt the proposals as such.

6. *Authorisation for the Board of Directors to repurchase ordinary shares*

It is proposed that the Board of Directors be authorised, within the limits laid down by law and the articles of association, to repurchase ordinary shares in the capital of the Company on the stock exchange or otherwise in return for payment, up to a maximum of 10% of the outstanding ordinary shares. The authorisation is effective until eighteen months after the end of this AGM.

The price for ordinary shares to be repurchased should be between the amount equal to € 0.01 and 110% of the stock market price at the time of acquisition of the shares.

The AGM will be asked to authorise the Company's Board of Directors in accordance with the proposal.

7. *Extension of the designation of the Board of Directors as the body authorised to resolve to issue shares, to grant rights to subscribe for shares, and to restrict or exclude pre-emptive rights*

At the AGM held on 15 April 2025 the Board of Directors was designated as the body authorised to resolve to issue shares, to grant rights to subscribe for shares, and to restrict or exclude pre-emptive rights in connection therewith. The designation concerned a maximum of 10% of the outstanding ordinary shares in the Company's capital at the time of the relevant resolution and is applicable for a period of eighteen months with effect from the end of the AGM held on 15 April 2025. It is now being proposed that the Board of Directors be designated again as the body authorised to resolve to issue shares, to grant rights to subscribe for shares, and to restrict or exclude pre-emptive rights in connection therewith. This proposed designation once again concerns a maximum of 10% of the outstanding ordinary shares in the Company's capital at the time of the relevant resolution and is



applicable for a period of eighteen months with effect from the end of this AGM to be held on 15 April 2026.

The AGM will be asked to adopt the proposal as such.

8. Questions before the closure of the meeting

There will be an opportunity to ask questions here.

9. Closure of the meeting

