

**ICT Group N.V.**

with its registered office in Rotterdam, the Netherlands

**Notice for an Extraordinary General Meeting (EGM)**

The Extraordinary General Meeting of ICT Group N.V. will be held on 9 July 2021 at Engels Meeting and Conference Center, Stationsplein 45, 3013 AK Rotterdam, start time: 11:00 CEST.

**Shareholders are invited to attend the meeting. ICT Group's Executive Board and Supervisory Board (the "Boards") are however aware of the government measures relating to the COVID-19 pandemic and will take all measures into account in the organisation of the EGM such that the EGM can be attended in a responsible and safe manner. If permitted under the Dutch COVID-19 emergency legislation, the Boards may decide to hold the EGM virtually only. Please see below under Optional: virtual EGM**

**We will be monitoring developments related to the COVID-19 pandemic and any government measures on an ongoing basis, and will inform you if any of these measures have implications for the EGM. We refer you to our website ([www.ict.eu](http://www.ict.eu)) for the most recent information on our EGM and recommend that you regularly check this website.**

**Agenda:**

1. Opening and announcements
2. Recommended public offer
  - (a) Explanation of the recommended public offer by NPM Investments XI B.V. for all issued and outstanding ordinary shares in the share capital of the Company
  - (b) Post-Closing Restructuring Resolution (*voting item*)
  - (c) Composition of the Supervisory Board
    - (i) Notice of three (3) conditional vacant positions on the Supervisory Board
    - (ii) Opportunity for the general meeting of the Company (the "**General Meeting**") to make conditional recommendations
    - (iii) Notification of the Supervisory Board of the names of the persons nominated for appointment
    - (iv) Conditional appointment of Mr. B.P. Coopmans as a member of the Supervisory Board, with effect as per the Settlement Date (*voting item*)
    - (v) Conditional appointment of Mr. J.J. Bongers as a member of the Supervisory Board, with effect as per the Settlement Date (*voting item*)
    - (vi) Conditional appointment of Mr. M.A. Koster as a member of the Supervisory Board, with effect as per the Settlement Date (*voting item*)

(vii) Conditional grant of full and final discharge to Mrs. A.J.M. de Vries-Schipperijn, Mr. W.N. van de Bunt and Mrs J. Wesseling-Niessen (*voting item*)

(d) Amendments to the articles of association

(i) Conditional amendment to the articles of association of the Company as per Settlement (*voting item*)

(ii) Conditional conversion and amendment to the articles of association of the Company as per Delisting (*voting item*)

3. Any other business

4. Closing

The Agenda, the explanatory notes thereto and accompanying documents are available for inspection at the Company's offices (address: Weena 788, Rotterdam) from today for those authorised to attend the meeting. Copies are available free of charge from our offices on written request, as well as from ABN AMRO Bank N.V. ("ABN AMRO"), email [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com). The notice and the documents listed above are also available from the Company's website ([www.ict.eu](http://www.ict.eu)).

#### Registration date

Pursuant to applicable Dutch law, the following individuals are eligible to attend, and vote during, the EGM: those who (i) on 11 June 2021, after close of trading (i.e. after all credit and debit transactions have been processed), were listed as of said date ("Registration Date") in one of the registers specified below and (ii) had been registered in writing in accordance with the procedure described below. The Executive Board has designated as registers the accounts and records of agents, as defined in the Dutch Giro Securities Transactions Act (*Wet giraal effectenverkeer*) ("Agents"), and the Company's Shareholders' Register, which specify who is entitled to the shares on the Registration Date.

#### Registration for, and access to, the meeting

Those eligible to vote and attend the meeting can do so in person or by proxy, provided they have registered before Friday 2 July 17:30 CEST. They are required to first register for the EGM at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their agent with whom their shares are registered. Ultimately on Monday 5 July 2021, before 17:30 CEST, the agent has to issue an electronic statement to ABN AMRO including the number of shares that are held by the shareholder on the Registration Date and for which number of shares registration for the EGM is requested. Once the application has been processed, the shareholder will receive an email from the agent with a confirmation of registration, which proof will serve as admission ticket for the shareholder to the EGM. Shareholders are requested to bring the confirmation of registration to the EGM.

#### Voting by proxy

In order to vote by proxy, shareholders must have registered their shares as described above. In case you provide a proxy, this must be stated at the registration for the meeting. Shareholders can submit their voting instructions via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) from 12 June 2021 until and including 2 July 2021.

A proxy can also be granted to third parties to participate in the meeting on your behalf. A proxy form is available free of charge at the offices of the Company or ABN AMRO and can be downloaded from the website [www.ict.eu](http://www.ict.eu). The written voting instruction and the original confirmation of

registration must be received by Friday 2 July 2021 no later than 17:30 CEST at the email address: BAVA2021@ict.eu.

### **Registration of attendance**

Only shareholders or their proxies who are registered prior to the meeting can exercise their voting and meeting rights at the meeting. This registration of attendance is done by the confirmation of registration at the entrance of the room where the EGM will take place, from 10:00 CEST to 11:00 CEST. After 11:00 CEST, registration will not be possible anymore. Participants of the meeting must be able to show proof of their identity in the form of an identity card or passport and must sign the attendance register prior to the meeting.

### **Optional: virtual EGM**

The Boards may, ultimately on the day before the Registration Date, being 10 June 2021, decide to hold the EGM virtually only.<sup>1</sup> In such event, ultimately on such date, a statement with the applicable procedures regarding *inter alia* remotely following the EGM and the opportunity for shareholders to ask questions in advance will be made available on the Company's website [www.ict.eu](http://www.ict.eu). In such case, the following principles will apply:

- (i) shareholders who wish to follow the EGM virtually and/or exercise their voting rights must register themselves;
- (ii) shareholders who have registered: (a) will be enabled to follow the EGM via webcast, (b) will be entitled to submit questions regarding agenda items at the latest 72 hours in advance of the EGM by sending an email to BAVA2021@ict.eu, and (c) will, if such shareholder has asked questions in advance of the EGM, be enabled to ask follow up questions during the EGM; and
- (iii) shareholders who have registered can only exercise their voting rights prior to the EGM by giving an electronic voting instruction via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

### **Number of shares outstanding and number of voting rights**

The number of shares outstanding and the number of voting rights as of the date of this notice is 9.697.106.

For further information, please email: BAVA2021@ict.eu.

Rotterdam, the Netherlands, 28 May 2021

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<sup>1</sup> The Board may only decide to do so in case and to the extent that the Dutch COVID-19 emergency legislation allowing for virtual meetings is still in place.