



AGENDA AND EXPLANATORY NOTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V.

Agenda and explanatory notes for the annual general meeting of shareholders of European Healthcare Acquisition & Growth Company B.V. (the "**Company**"), to take place on June, 27 2023 at 10:00 CEST (the "**AGM**").

Capitalized words as used herein shall have the same meaning as defined in the Shareholder Circular (as defined below) which is published today.

AGENDA

The AGM agenda includes the following items:

1. Opening
2. Language of financial reporting for an indefinite period of time (*voting item*)
3. Annual report for the financial year 2022 ("**Annual Report 2022**")
 - a. Annual Report 2022 (*discussion item*)
 - b. Remuneration report (*advisory vote*)
4. Dividend policy (*discussion item*)
5. Adoption of the financial statements for the financial year 2022 ("**Financial Statements 2022**") (*voting item*)
6. Discharge (*decharge*)
 - a. Discharge of the executive directors of the Company for their responsibilities in the financial year 2022 (*voting item*)
 - b. Discharge of the non-executive directors of the Company for their responsibilities in the financial year 2022 (*voting item*)
7. Reappointment of Deloitte Accountants B.V. as independent external auditor entrusted with the audit of the financial statements for the financial year 2023, subject to acceptance procedures to be performed by Deloitte Accountants B.V. (*voting item*)
8. The proposed Business Combination
 - a. Presentation on the proposed Business Combination (*discussion item*)
 - b. Entering into and approval of the Business Combination in accordance with article 18 of the current articles of association of the Company, including the transactions contemplated by the Business Combination Agreement (*voting item*)

9. Conditional restructuring of the Company following the Business Combination

- a. Conversion of the Company from a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid – B.V.*) into a public company with limited liability (*naamloze vennootschap – N.V.*) (*voting item*)
- b. Amendment of the articles of association of the Company in accordance with the draft deed of conversion and amendment of the articles of association as drawn up by Houthoff Coöperatief U.A. ("**Deed of Conversion and Amendment of the Articles**") (*voting item*)
- c. Authorization of each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Conversion and Amendment of the Articles and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorized by this power of attorney (*voting item*)

10. Conditional appointment of Managing Directors

- a. Appointment of Andreas Prinz as Managing Director (*voting item*)
- b. Appointment of Peter Haidenek as Managing Director (*voting item*)

11. Conditional appointment of Supervisory Directors

- a. Appointment of Dr. Katharina Kiss as Supervisory Director, as designated for binding nomination by PMJ GmbH ("**PMJ**") (*voting item*)
- b. Appointment of Martin Prinz as Supervisory Director, as designated for binding nomination by PMJ (*voting item*)
- c. Appointment of Stefan Schmuckenschlager as Supervisory Director, as designated for binding nomination by OLIN Holding GmbH ("**OLIN**") (*voting item*)
- d. Appointment of Dr. Stefan Oschmann as Supervisory Director, as designated for binding nomination by the Sponsors (*voting item*)
- e. Appointment of Dr. Cornelius Baur as Supervisory Director, as designated for binding nomination by the Sponsors (*voting item*)
- f. Appointment of Donatella Ceccarelli as Supervisory Director, as designated for binding nomination by OLIN (*voting item*)

12. Conditional full and final discharge

- a. Full and final discharge of the executive directors of the Company for their responsibilities (*voting item*)
- b. Full and final discharge of the non-executive directors of the Company for their responsibilities (*voting item*)

13. Conditional adoption of the combined remuneration policy of the Company for the Management Board and the Supervisory Board (*voting item*)
14. Conditional approval of awards to the Management Board (*voting item*)
15. Authorization of the Management Board to repurchase (*inkopen*) Class A Ordinary Shares (*voting item*)
16. Conditional cancellation (*intrekking*) of Treasury Shares (*voting item*)
17. Conditional partial amendment of the articles of association
 - a. Partial amendment of the articles of association of the Company in accordance with the draft deed of amendment of the articles of association as drawn up by Houthoff Coöperatief U.A. (the "**Deed of Further Amendment of the Articles**") (*voting item*)
 - b. Authorization of each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Further Amendment of the Articles and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorized by this power of attorney (*voting item*)
18. Conditional cancellation (*intrekking*) of Class B Ordinary Shares (*voting item*)
19. Closing

EXPLANATORY NOTES TO THE AGENDA

1. Opening

The AGM will be opened by Stefan Winners, the chairperson of the EHC Board in accordance with article 24, paragraph 1, of the current articles of association of the Company.

2. Language of financial reporting for an indefinite period of time (*voting item*)

Due to the international nature of the Company, it is proposed to prepare the report of the Management Board and the financial statements in the English language for an indefinite period of time. The general meeting of the Company (the "**General Meeting**") should approve the use of the English language for the report of the Management Board in accordance with article 2:391 paragraph 1 of the Dutch Civil Code (the "**DCC**"), and for the items of the financial statements in accordance with article 2:362 paragraph 7 of the DCC.

3. Annual report for the financial year 2022 ("**Annual Report 2022**")

a. Annual Report 2022 (*discussion item*)

Stefan Winners will give a presentation on the Annual Report 2022 and the Financial Statements 2022, as included in the Annual Report 2022. The Annual Report 2022 is available on the Company's website.

b. Remuneration report (*advisory vote*)

The Company's remuneration report is included in the Annual Report 2022. An explanation will be provided on this. The part of the remuneration report relating to the implementation of the

remuneration policy in the financial year 2022 will be submitted to the General Meeting for an advisory vote.

4. Dividend policy (*discussion*)

The Company has not paid any dividends to date and will not pay dividend prior to the Business Combination.

The Company's dividend policy as it will read following the Business Combination, as adopted by the Management Board, subject to the approval of the Supervisory Board, will be available on the Company's website.

5. Adoption of the financial statements for the financial year 2022 ("**Financial Statements 2022**") (*voting item*)

It is proposed to adopt the Financial Statements 2022. The Financial Statements 2022 were approved by the EHC Board and published on the Company's website on March 24, 2023.

The Financial Statements 2022 are included in the relevant section of the Annual Report 2022. Deloitte Accountants B.V., the independent external auditor of EHC, has audited the Financial Statements 2022. Deloitte Accountants B.V. will answer any questions about their audit.

6. Discharge (*decharge*)

Discharge (*decharge*) granted to members of the EHC Board, consisting of the executive directors and non-executive directors of the Company, means a release from actual or potential liability. The discharge only covers facts that were disclosed in the Annual Report 2022 or otherwise disclosed to the General Meeting. In addition, the principles of reasonableness and fairness (*redelijkheid en billijkheid*) may prevent reliance on a discharge under certain circumstances.

a. Discharge of the executive directors of the Company for their responsibilities in the financial year 2022 (*voting item*)

It is proposed to grant discharge to the executive directors of the Company in respect of the exercise of their duties throughout the financial year 2022, to the extent that such exercise is apparent from the Annual Report 2022 or from information otherwise disclosed to the General Meeting.

b. Discharge of the non-executive directors of the Company for their responsibilities in the financial year 2022 (*voting item*)

It is proposed to grant discharge to the non-executive directors of the Company in respect of the exercise of their duties throughout the financial year 2022, to the extent that such exercise is apparent from the Annual Report 2022 or from information otherwise disclosed to the General Meeting.

7. Reappointment of Deloitte Accountants B.V. as independent external auditor entrusted with the audit of the financial statements for the financial year 2023, subject to acceptance procedures to be performed by Deloitte Accountants B.V. (*voting item*)

Pursuant to article 30.1 of the current articles of association of the Company, the General Meeting is required to (re)appoint the external auditor.

It is proposed to reappoint Deloitte Accountants B.V. as the independent external auditor responsible for auditing the Company's financial statements for the financial year 2023, subject to acceptance procedures to be performed by Deloitte Accountants B.V.

8. The proposed Business Combination

a. Presentation on the proposed Business Combination (*discussion item*)

The EHC Board will give a presentation on the proposed Business Combination.

b. Entering into and approval of the Business Combination in accordance with article 18 of the current articles of association of the Company, including the transactions contemplated by the Business Combination Agreement (*voting item*)

After careful consideration, the EHC Board has approved the Business Combination and unanimously recommends that the Shareholders, and therefore proposes to the General Meeting, to vote "FOR" approval of the Business Combination, including the transactions contemplated by the Business Combination Agreement, and "FOR" all other proposals presented to the shareholders in the Company's shareholder circular relating to the proposed business combination with Croma-Pharma GmbH (the "**Shareholder Circular**"). Please see "6. Background to, and Rationale for, the Business Combination" and "7. Business Combination" of the Shareholder Circular for additional information.

When you consider the EHC Board's recommendation of these proposals, you should keep in mind that the members of the EHC Board have interests in the Business Combination that may conflict with your interests as a shareholder. In addition, you should read "8. Risk Factors" of the Shareholder Circular for a discussion of the risks you should consider in evaluating the proposed Business Combination and how it may affect you.

The proposals included in agenda items (9) – (18) are subject to the adoption by the General Meeting of the proposal under this agenda item (8)(b).

9. Conditional restructuring of the Company following the Business Combination

a. Conversion of the Company from a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid – B.V.*) into a public company with limited liability (*naamloze vennootschap – N.V.*) (*voting item*)

The EHC Board proposes to the General Meeting to resolve to convert the legal form of the Company from that of a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid, B.V.*) to that of a public company with limited liability (*naamloze vennootschap, N.V.*) following the Business Combination. As part of the conversion of the Company's legal form, the EHC Board proposes to the General Meeting to amend the current articles of association of the Company as set out below.

b. Amendment of the articles of association of the Company in accordance with the draft deed of conversion and amendment of the articles of association as drawn up by Houthoff Coöperatief U.A. ("**Deed of Conversion and Amendment of the Articles**") (*voting item*)

The EHC Board proposes to the General Meeting to resolve to adopt the amendment of the current articles of association of the Company in accordance with the Deed of Conversion and

Amendment of the Articles. The main items of the Deed of Conversion and Amendment of the Articles are to:

- change the Company's name into Croma N.V.;
- reflect mandatory Dutch law provisions in the articles of association of the Company applicable to an N.V.;
- adopt a two tier board governance structure (as described in more detail under "7.3 *Corporate Governance*" of the Shareholder Circular);
- designate the Management Board as authorized to issue Class A Ordinary Shares or grant rights to subscribe for Class A Ordinary Shares up to 10% of the issued and outstanding Class A Ordinary Shares immediately following completion of the Business Combination, for a period of 18 months from the date of completion of the Business Combination, and designate the Management Board to restrict or exclude pre-emption rights with respect to any issue of Class A Ordinary Shares or grant of rights to subscribe for Class A Ordinary Shares, for the same period;
- designate the Management Board as authorized to issue Class A Ordinary Shares or grant rights to subscribe for Class A Ordinary Shares pursuant to, or substantially in accordance with (the terms of), the performance stock units plan of the Company ("**Croma PSU**"), as amended from time to time, up to 3% of the issued Class A Ordinary Shares issued from time to time, for a period of 5 years from the date of completion of the Business Combination, and designate the Management Board to restrict or exclude pre-emption rights with respect to an issue of Class A Ordinary Shares or grant of rights to subscribe for Class A Ordinary Shares pursuant to, or substantially in accordance with (the terms of) the Croma PSU, as amended from time to time, for the same period; and
- designate the Management Board as authorized, subject to the approval of the Supervisory Board, to issue preference shares or grant rights to subscribe for preference shares up to the maximum amount of preference shares as provided in the Company's authorized capital, for a period of 5 years from the date of completion of the Business Combination.

A transitional clause is included in the Deed of Conversion and Amendment of the Articles, governing the appointment of Supervisory Directors until the day after the date of the annual General Meeting which is held in the calendar year 2031. The General Meeting shall appoint the Supervisory Directors. Up until the day after the date of the annual General Meeting which is held in the calendar year 2031, the Supervisory Board will nominate one or more candidates for each vacant seat, whereby the Supervisory Board may make such nomination binding or non-binding. After said transitional clause lapses, the Supervisory Board may make a non-binding nomination of one or more candidates for each vacant seat in the Supervisory Board.

The proposed Deed of Conversion and Amendment of the Articles is available on the Company's website www.ehc-company.com, in the Dutch language with an (unofficial) English translation.

- c. Authorization of each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Conversion and Amendment of the Articles and all documents ancillary thereto, and to further

carry out any act in connection therewith as deemed necessary by anyone authorized by this power of attorney (*voting item*)

This proposal is to ensure that each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A. shall be authorized to execute the Deed of Conversion and Amendment of the Articles and to undertake all other activities the authorized person deems necessary or useful in connection with the Deed of Conversion and Amendment of the Articles.

10. Conditional appointment of Managing Directors

It has been agreed as part of the Business Combination that the board structure of EHC will change from a one tier board to a two tier board, which boards consist of Managing Directors and Supervisory Directors, effective as from the execution of the Deed of Conversion and Amendment of the Articles. It is proposed to appoint the Managing Directors as set out below.

a. Appointment of Andreas Prinz as Managing Director (*voting item*)

It is proposed to appoint Andreas Prinz as Managing Director, with the title CEO, for an initial term of four (4) years ending at the end of the annual general meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Andreas Prinz and the motivation for his proposed appointment are as follows:

Name:	Andreas Prinz
Age:	47
Nationality:	Austrian
Current position:	CEO at Croma-Pharma GmbH
Previous positions:	Various positions within Croma-Pharma GmbH (e.g., export manager)
Other (board) positions:	<ul style="list-style-type: none">• Managing director at OLIN Holding GmbH• Managing director at I&O Immobilien GmbH• Managing director at JIPO GmbH• Managing director at IBA Immobilien GmbH
Holder of shares in the Company:	28,364,014 (subject to the consummation of the Business Combination and held via his investment vehicle OLIN Holding GmbH)
Motivation:	Andreas Prinz holds a master's degree in pharmacy and as managing director of Croma-Pharma GmbH since 2004 and son of the founder couple Karin and Gerhard Prinz, Andreas Prinz was a significant driver to turn the Company from a family pharmacy to a global player and challenger in the minimally invasive

aesthetics market. As he led all important business development activities of Croma-Pharma GmbH and shaped the portfolio strategy and commercial infrastructure, he will continue to contribute his knowledge and experience to the Company's future growth and preserve the Company's DNA as a family business.

b. Appointment of Peter Haidenek as Managing Director (*voting item*)

It is proposed to appoint Peter Haidenek as Managing Director, with the title CFO, for an initial term of four (4) years ending at the end of the annual general meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Peter Haidenek and the motivation for his proposed appointment are as follows:

Name:	Peter Haidenek
Age:	57
Nationality:	German
Current position:	CFO at Croma-Pharma GmbH
Previous positions:	Member of the Executive Board, CFO at Polytec Holding AG
Other (board) positions:	–
Holder of shares in the Company:	No
Motivation:	As CFO of Croma-Pharma GmbH since 2022 and with many years of board and management experience at international, listed companies like Deutsche Lufthansa AG, adidas AG and Polytec Holding AG, Peter Haidenek will add his expertise to support the dynamic growth of the Company and will continue to contribute to lead the Company to financial excellence.

11. Conditional appointment of Supervisory Directors

It has been agreed as part of the Business Combination that the board structure of EHC will change from a one tier board to a two tier board, consisting of Managing Directors and Supervisory Directors, effective as from the execution of the Deed of Conversion and Amendment of the Articles. It is proposed to appoint the Supervisory Directors as set out below.

a. Appointment of Dr. Katharina Kiss as Supervisory Director, as designated for binding nomination by PMJ (*voting item*)

It is proposed to appoint Dr. Katharina Kiss as Supervisory Director, as designated for binding nomination by PMJ, for an initial term of four (4) years ending at the end of the annual general

meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Dr. Katharina Kiss and the motivation for her proposed appointment are as follows:

Name:	Dr. Katharina Kiss
Age:	50
Nationality:	Austrian
Current position:	CEO and owner at P+F Products and Features GmbH
Previous positions:	Co-founder and majority shareholder at Translumina GmbH
Other (board) positions:	<ul style="list-style-type: none">• Founder and owner at P+F Cardiovascular GmbH• Major shareholder and medical director at Cardiology-angiology Clinic Dr. Katharina Kiss
Holder of shares in the Company:	No
Independent / Non-independent:	Independent
Motivation:	Contributing longstanding experience as cardiologist to interpret medical needs and markets and her experience related to global medical business in her current function as CEO of a global medical device company.

b. Appointment of Martin Prinz as Supervisory Director, as designated for binding nomination by PMJ (voting item)

It is proposed to appoint Martin Prinz as Supervisory Director, as designated for binding nomination by PMJ, for an initial term of four (4) years ending at the end of the annual general meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Martin Prinz and the motivation for his proposed appointment are as follows:

Name:	Martin Prinz
Age:	53
Nationality:	Austrian
Current position:	CTO at Croma-Pharma GmbH
Previous positions:	<ul style="list-style-type: none">• Managing director at Prinz Holding GmbH• Managing director at NonNomen GmbH• Liquidator at NonNomen GmbH

- Authorized representative at Croma-Pharma GmbH
- Managing director at Croma International Holding GmbH
- Managing director at Croma Austria Holding GmbH
- Managing director at Bey Pharma GmbH
- Managing director at Croma GmbH

Other (board) positions:

- Managing director at JIPO GmbH
- Managing director at IBA Immobilien GmbH
- Managing director at PMJ GmbH
- Board of directors at Berger Privatstiftung

Holder of shares in the Company: 28,364,014 (subject to the consummation of the Business Combination and held via his investment vehicle PMJ GmbH)

Independent / Non-independent: Non-independent

Motivation: With company affiliation of 25 years and as son of the founder couple Karin and Gerhard Prinz, Martin Prinz is a highly experienced chief technology officer and CEO with proven results in MedTech and Pharma product development and will therefore continue to share his know-how and expertise to further support the Company's growth and its high standards in the clinical development of its products.

c. *Appointment of Stefan Schmuckenschlager as Supervisory Director, as designated for binding nomination by OLIN (voting item)*

It is proposed to appoint Mag. Stefan Schmuckenschlager as Supervisory Director, as designated for binding nomination by OLIN, for an initial term of four (4) years ending at the end of the annual general meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Mag. Stefan Schmuckenschlager and the motivation for his proposed appointment are as follows:

Name:	Mag. Stefan Schmuckenschlager
Age:	44
Nationality:	Austrian
Current position:	Member of the supervisory board of Croma-Pharma GmbH

Previous positions:	<ul style="list-style-type: none"> • Key account team & public affairs at Bundesbeschaffungs GmbH (BBG) • Assistant of the company spokesperson at Österreich Werbung
Other (board) positions:	<ul style="list-style-type: none"> • Mayor of the Municipality of Klosterneuburg • Founder and manager of “Velowelle” Gastronomie GmbH • Public policy advisor at Backbone.one GmbH • Shareholder of Apptec Ventures GmbH
Holder of shares in the Company:	No
Independent / Non-independent:	Independent
Motivation:	Expertise in fiscal policy and strategic decisions, in particular, with multihierarchical decision structures and various stakeholders involved, through his role as public official which also provides experience with public affairs and public relations.

d. [Appointment of Dr. Stefan Oschmann as Supervisory Director, as designated for binding nomination by the Sponsors \(voting item\)](#)

It is proposed to appoint Dr. Stefan Oschmann as Supervisory Director, as designated for binding nomination by the Sponsors, for an initial term of four (4) years ending at the end of the annual general meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Dr. Stefan Oschmann and the motivation for his proposed appointment are as follows:

Name:	Dr. Stefan Oschmann
Age:	65
Nationality:	German
Current position:	Non-executive director at the Company
Previous positions:	<ul style="list-style-type: none"> • Managing director of MSD Germany • Senior vice president for worldwide human health marketing of MSD • Member of the senior management of MSD • Corporate officer responsible for Europe, the Middle East, Africa and Canada at MSD • President of MSD’s emerging markets • CEO of Merck KGaA • Chairperson of Merck KGaA

- Chair of the board and independent director at UCB S.A.
- Other (board) positions:
- Chairman at AiCuris Anti-infective Cures AG
 - Board member at Springer Nature
 - Vice president of Acatech, Deutsche Akademie der Technikwissenschaften

Holder of shares in the Company Yes

Independent / Non-independent: Independent

Motivation: Helping the Croma-Pharma GmbH team to create patient value and generate profitable growth for the company. Expanding into new key markets and launching Croma-Pharma GmbH's products successfully.

e. [Appointment of Dr. Cornelius Baur as Supervisory Director, as designated for binding nomination by the Sponsors \(voting item\)](#)

It is proposed to appoint Dr. Cornelius Baur as Supervisory Director, as designated for binding nomination by the Sponsors, for an initial term of four (4) years ending at the end of the annual general meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Dr. Cornelius Baur and the motivation for his proposed appointment are as follows:

- Name: Dr. Cornelius Baur
- Age: 61
- Nationality: German
- Current position: Executive director and chief executive officer of EHC
- Previous positions:
- Managing partner at McKinsey & Company, Inc. (Germany and Austria)
 - Member of the Global Shareholder Committee of McKinsey & Company, Inc.
 - Member of the global executive team of McKinsey & Company, Inc.
- Other (board) positions:
- Deputy chairman of the supervisory board of CTS Eventim AG & Co. KGaA
 - Deputy chairman of the supervisory board of Eventim Management AG
 - Member of the supervisory board of Evonik Industries AG (expected, subject to shareholder vote)
- Holder of shares in the Company: Yes

Independent / Non- Non-independent
independent:

Motivation: Leveraging best practices and knowledge for the Company, which was obtained during his career at McKinsey & Company, Inc.

f. Appointment of Donatella Ceccarelli as Supervisory Director, as designated for binding nomination by OLIN (*voting item*)

It is proposed to appoint Dr. Donatella Ceccarelli as Supervisory Director, as designated for binding nomination by OLIN, for an initial term of four (4) years ending at the end of the annual general meeting of the Company which is held in 2027, subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The personal details of Dr. Donatella Ceccarelli and the motivation for her proposed appointment are as follows:

Name:	Dr. Donatella Ceccarelli
Age:	63
Nationality:	Italian
Current position:	Managing director at Flick Family Office GmbH
Previous positions:	<ul style="list-style-type: none">• Managing director Global Wealth Management at Merrill Lynch International• Non-executive director at GCS Business Capital, LLC• Executive director, head of client account management (Germany) and senior equity sales advisor at Lehman Brothers International Europe in Germany• Director and co-head of cash equity sales (Italy and Spain) at Deutsche Bank AG• Senior associate director of equity sales (Germany) at Deutsche Bank AG
Other (board) positions:	<ul style="list-style-type: none">• Member of the supervisory board at Advanced Metallurgical Group N.V.: chair of the audit and risk committee and member of the selection and nomination committee• Board member of the Organisation for International Economic Relations (OIER)• Chairwoman of the executive board at Flick Privatstiftung
Holder of shares in the Company:	No
Independent / Non- Independent independent:	

Motivation: Many years of experience on the stock exchange, in the financial field, as a global investing family officer as well as a supervisory board member and audit committee chair.

12. Conditional full and final discharge

a. Full and final discharge of the executive directors of the Company for their responsibilities (*voting item*)

It is proposed to grant full and final discharge to the executive directors of the Company in respect of the exercise of their duties up until the AGM. In principle, this proposed release from liability only extends to the facts that are made public by the Company.

b. Full and final discharge of the non-executive directors of the Company for their responsibilities (*voting item*)

It is proposed to grant full and final discharge to the non-executive directors of the Company in respect of the exercise of their duties up until the AGM. In principle, this proposed release from liability only extends to the facts that are made public by the Company.

13. Conditional adoption of the combined remuneration policy of the Company for the Management Board and the Supervisory Board (*voting item*)

As part of the Business Combination, the board structure of EHC changes from a one-tier board to a two-tier board, consisting of Managing Directors and Supervisory Directors, effective as from the execution of the Deed of Conversion and Amendment of the Articles, and in connection herewith it is proposed to adopt a new remuneration policy for the Management Board and the Supervisory Board subject to and effective immediately following the execution of the Deed of Conversion and Amendment of the Articles.

The EHC Board elaborated on the contents of the remuneration policy and proposes to the General Meeting to adopt the combined remuneration policy of the Company for the Management Board and the Supervisory Board as included in the meeting documents and as published on the Company's website (www.ehc-company.com), and as described under "7.3.5 *Management Board Remuneration*" of the Shareholder Circular and "7.3.6 *Supervisory Board Remuneration*" of the Shareholder Circular, respectively.

14. Conditional approval of awards to the Management Board (*voting item*)

It is proposed to approve the proposed awards, pursuant to, or in accordance with, and (substantially) under the terms and conditions set out in the Croma PSU, of grant rights to subscribe for Shares to the Managing Directors in accordance with article 19.2 of the Articles of Association and Dutch law. The Croma PSU and its main terms and conditions are described under "7.3.5 *Management Board Remuneration*" and "7.3.14 *Long-Term Incentive Plan*" of the Shareholder Circular. Andreas Prinz will be granted 100,000 PSUs and Peter Haidenek is

eligible to receive PSUs up to 20% of his annual gross fixed salary on an annual basis, in each case as set out in more detail in this Circular.

15. Authorization of the Management Board to repurchase (*inkopen*) Class A Ordinary Shares (*voting item*)

It is envisaged to resolve to authorize the Management Board to repurchase Class A Ordinary Shares, including private transactions and transactions effected through a stock exchange, up to 10% of the issued share capital of the Company following the execution of the Deed of Conversion and Amendment of the Articles, provided that the repurchase price is between €0.01 and 110% of the stock market price of such Shares at the time of the transaction. This authorization will be valid for a period of 18 months following the date of execution of the Deed of Conversion and Amendment of the Articles.

For the avoidance of any doubt, this proposed agenda item is unrelated to the Redemption Arrangements (as set out in more detail in the Shareholder Circular) of Shareholders who wish to redeem their Class A Ordinary Shares in relation to the proposed Business Combination.

16. Conditional cancellation (*intrekking*) of Treasury Shares (*voting item*)

The EHC Board proposes to the General Meeting to resolve to cancel (*intrekken*) such number of Treasury Shares (as defined under “7.4.1 Shares” of the Shareholder Circular) as required to retain a number of Treasury Shares representing 10% of the share capital of the Company following Closing of the Business Combination in issue immediately following the execution of the Deed of Conversion and Amendment of the Articles, rounded down to the nearest full number, which cancellation shall take place without repayment, and shall take place as of the moment immediately prior to the execution of the Deed of Conversion and Amendment of the Articles. For the avoidance of any doubt, these Shares to be cancelled shall include the Shares repurchased by the Company under the Redemption Arrangements (as set out in more detail in the Shareholder Circular).

17. Conditional partial amendment of the articles of association

The resolutions proposed under agenda items 17(a) and 17(b) are inextricably linked together and, therefore, they should both be adopted by the General Meeting in order to become effective.

Furthermore, the proposal included in agenda item (18) is subject to the adoption by the General Meeting of the proposals under this agenda item (17).

- a. Partial amendment of the articles of association of the Company in accordance with the draft deed of amendment of the articles of association as drawn up by Houthoff Coöperatief U.A. (the “**Deed of Further Amendment of the Articles**”) (*voting item*)

The EHC Board proposes to the General Meeting to resolve to adopt a partial amendment to the Deed of Conversion and Amendment of the Articles in accordance with the Deed of Further Amendment of the Articles.

As part of the Business Combination, the Sponsors conditionally agreed to transfer for no consideration (*om niet*) 20% (i.e., 1,333,332) of their Sponsor Shares to the Company, comprising 75% of the 20% of issued Class B Ordinary Shares that are subject to article 5.1 paragraph d of the current articles of association of the Company and 18.75% of the 26.67%

of issued Class B Ordinary Shares that are subject to article 5.1 paragraph c of the current articles of association of the Company. In order to reflect this agreement, the articles of association of the Company will have to be amended in accordance with the Deed of Further Amendment of the Articles, so that the promote schedule of the conversion of the remaining issued Class B Ordinary Shares into Class A Ordinary Shares will be as follows: (i) 33.33% of the Class B Ordinary Shares on the Trading Day following the completion of the Business Combination, (ii) 33.33% of the Class B Ordinary Shares upon the closing price of the Class A Ordinary Shares exceeding €12.00 for any 10 Trading Days within a 30 Trading Days period, (iii) 27.09% of the Class B Ordinary Shares upon the closing price of Class A Ordinary Shares exceeding €15.00 for any 10 Trading Days within a 30 Trading Days period, and (iv) 6.25% of the Class B Ordinary Shares upon the closing price of the Class A Ordinary Shares exceeding €20.00 for any 10 Trading Days within a 30 Trading Days period. For further information, please refer to "7.1.1 General Description of the Business Combination Agreement" of the Shareholder Circular.

The proposed Deed of Further Amendment of the Articles is available on the Company's website www.ehc-company.com, in the Dutch language with an (unofficial) English translation.

- b. Authorization of each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Further Amendment of the Articles and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorized by this power of attorney (*voting item*)

This proposal is to ensure that each member of the EHC Board, as well as each employee, (candidate or assigned) civil-law notary and each lawyer of the law firm Houthoff Coöperatief U.A. shall be authorized to execute the Deed of Further Amendment of the Articles and to undertake all other activities the authorized person deems necessary or useful in connection with the Deed of Further Amendment of the Articles.

18. Conditional cancellation (*intrekking*) of Class B Ordinary Shares (*voting item*)

As part of the Sponsors' agreement in connection with the Business Combination to transfer for no consideration (*om niet*) 20% (i.e., 1,333,332) of their Sponsor Shares to the Company, it is proposed to cancel (*intrekken*) these 1,333,332 Class B Ordinary Shares, which cancellation shall take place without repayment, subject to and with effect from the Company's acquisition of these 1,333,332 Class B Ordinary Shares. This agenda item is further subject to the adoption of the proposals under agenda item (17).

19. Closing

The chairperson of the EHC Board will close the AGM.