



NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V.

The annual general meeting of shareholders of European Healthcare Acquisition & Growth Company B.V. (the "**Company**"), will be held on June 27, 2023 at 10:00 CEST (the "**AGM**") at the offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, Amsterdam, the Netherlands. The language of the AGM will be English.

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

AGENDA

The agenda for the AGM is as follows:

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

The proposals included in agenda items (9) – (18) are subject to the adoption by the General Meeting of the proposal under agenda item (8)(b). Furthermore, the proposal included in agenda item (18) is subject to the adoption by the General Meeting of the proposals under agenda items (17)(a) and (17)(b).

The above matters are more fully described in the Company's shareholder circular relating to the proposed business combination with Croma-Pharma GmbH (the "**Shareholder Circular**"). We urge you to carefully read the Shareholder Circular in its entirety. Furthermore, it is noted that, to the extent necessary, it will be at the discretion of the EHC Board to withdraw one or more proposals from the agenda in order to facilitate the adoption of the other proposals.

After careful consideration, the EHC Board has approved the Business Combination and unanimously recommends that the Shareholders vote "FOR" approval of the Business Combination, including the transactions contemplated by the Business Combination Agreement, and "FOR" the other proposed agenda items (9) – (18) as presented to the Shareholders in the Shareholder Circular. 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. Please see "6. Background to, and Rationale for, the Business Combination" of the Shareholder Circular and "7. Business Combination" of the Shareholder Circular for additional information. 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.

AVAILABLE INFORMATION

As of today until the close of the AGM, the following documents and information are available for inspection on the Company's website (www.ehc-company.com) and at ABN AMRO Bank N.V. (via e-mail: ava@nl.abnamro.com) and copies are available free of charge by persons entitled to attend the AGM at the Company's offices (c/o ALR Treuhand GmbH, Theresienhöhe 28, 80339 Munich, Germany), upon appointment:

- the Shareholder Circular;
- the agenda and the explanatory notes thereto;
- the Annual Report 2022 (in ESEF-format) including, inter alia, the report of the EHC Board, the remuneration report, the Financial Statements 2022 and the independent auditor's report;
- the Deed of Conversion and Amendment of the Articles in the Dutch language with an (unofficial) English translation and a compare version against the current articles of association of the Company;
- the Deed of Further Amendment of the Articles in the Dutch language with an (unofficial) English translation;
- a form of proxy for representation and voting at the AGM (the "**Proxy Form**") (please refer to further instructions on the use of the Proxy Form below); and
- the total number of Shares in issue and voting rights on the day hereof and, if changes take place, on the Record Date (as defined below).

On May 16, 2023 the total number of Shares of the Company outstanding is 170,000,000 Class A Ordinary Shares, of which 150,000,000 Class A Ordinary Shares are being held in treasury by the Company, and 6,666,666 Class B Ordinary Shares. The aggregate number of votes that can be cast is 26,666,666.

REGISTRATION AND RECORD DATE

In accordance with the statutory record date as set out in the Dutch Civil Code (the "**DCC**"), those who are registered on May 30, 2023 (the "**Record Date**"), after the processing of settlements on that date, in one of the registers as mentioned hereinafter and who have given notice of their wish to attend the AGM, in accordance with the provisions below, will have the right to attend the AGM. References in this Convocation to Shareholders as of the Record Date include a reference to others with statutory meeting rights with respect to Shares as of the Record Date, unless the context requires otherwise.

The registers, designated for registered Shares, forming part of the collective depot (*verzameldepot*), are the registers administered by the institutions affiliated to Euroclear Nederland (*aangesloten instellingen*). The register, designated for other registered Shares, is the shareholders' register of the Company.

Holders of Shares in the Collective Depot

Holders of Shares in the collective depot who wish to attend the AGM must register with ABN AMRO Bank N.V. via www.abnamro.com/evoting as from the Record Date and by no later than

June 21, 2023 at 17:30 CEST. The intermediaries must issue an electronic statement to ABN AMRO Bank N.V. at the latest on June 20, 2023 at 14:00 CEST via www.abnamro.com/intermediary stating the number of Shares that the Shareholder holds at the Record Date and submitted for registration. With the statement, intermediaries are furthermore requested to include the full address details of the relevant Shareholder in order to be able to verify the shareholding on the Record Date in an efficient matter.

Holders of Other Registered Shares

Holders of other registered Shares who wish to attend the AGM must notify ABN AMRO Bank N.V. via ava@nl.abnamro.com. Shareholders must notify ABN AMRO Bank N.V., stating the name, e-mail address and the number of Shares, which are registered for the relevant Shareholder on the Record Date, no later than June 20, 2023 at 17:30 CEST.

VOTING

Shareholders who wish to exercise their voting rights by means of an electronic proxy, which entails a voting instruction to a representative of the Company, can do this via (i) ABN AMRO Bank N.V. (www.abnamro.com/evoting) or (ii) via their intermediary at which their Shares are administrated no later than June 20, 2023, at 17:30 CEST. The intermediaries are requested to provide ABN AMRO Bank N.V. with an electronic statement that includes the number of Shares held on the Record Date by the relevant Shareholder and the number of Shares which have been applied for registration at the latest by June 21, 2023, at 14:00 CEST.

Shareholders who wish to vote by means of a Proxy Form shall deposit a written (or electronically recorded) Proxy Form dated after the Record Date (in the form as made available on the Company's website www.ehc-company.com), to be received by the Company in respect of (i) the holders of Shares in the collective depot that are being traded on Euronext Amsterdam and (ii) all holders of other registered Shares via e-mail at ava@nl.abnamro.com and must be in the possession of ABN AMRO Bank N.V. no later than June 20, 2023 at 17:30 CEST.

VIRTUAL ATTENDANCE

Shareholders who registered themselves following the registration process set out above and wish to attend the AGM by electronic means must send an e-mail to ABN AMRO Bank N.V. at ava@nl.abnamro.com. Shareholders must notify ABN AMRO Bank N.V., stating the name, e-mail address and the number of Shares, which are and will be registered for the relevant Shareholder on the Record Date, no later than June 20, 2023, at 17:30 CEST after which the Shareholder will receive a link from ABN AMRO Bank N.V. to join the meeting virtually. For the avoidance of doubt, voting is not possible for Shareholders who join the meeting virtually and those shareholders are encouraged to exercise their voting rights as described above no later than June 20, 2023 at 17:30 CEST.

FURTHER INFORMATION

For further information, please contact:

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16 May 2023
Munich, Germany
Board of Directors **European Healthcare
Acquisition & Growth Company B.V.**