

## INVITATION TO ATTEND THE GENERAL MEETING OF ORDINA N.V.

Ordina N.V. (The Company) invites its shareholders to attend its General Meeting, to be held on Thursday 2 April 2020 at 14.30 hrs at the offices of the Company, Ringwade 1, Nieuwegein.

### The agenda for the meeting includes the following items:

1. Opening and announcements *discussion*

#### A look back at 2019

- 2a. Report of the Supervisory Board for the financial year 2019 *discussion*
- 2b. Remuneration report 2019 (*advisory*) *vote*
- 2c. Report of the Management Board for the financial year 2019 *discussion*
- 2d. Report Ernst & Young Accountants LLP on its 2019 audit *discussion*
- 2e. Motion to adopt Ordina N.V.'s Financial Statements 2019 *vote*
- 2f.
  1. Explanation of the reservation and dividend policy *discussion*
  2. Motion to distribute profit *vote*

#### Discharge

- 3a. Motion to discharge the members of the Management Board for their management of the company *vote*
- 3b. Motion to discharge the members of the Supervisory Board for their supervision of the management of the company *vote*

#### Management Board

- 4a. Motion to amend the remuneration policy for the Management Board *vote*
- 4b. Notification of the intended reappointment of Mr. J.G. Maes as CEO/statutory director as from 2 April 2020 *discussion*
- 4c. Notification of the intended reappointment of J.W. den Otter as CFO/statutory director as from 2 April 2020 *discussion*

#### Supervisory Board

- 5a. Motion to adopt the remuneration policy for the Supervisory Board *vote*
- 5b. Notification of amendment rules of procedure for the Supervisory Board, audit committee and remuneration, nomination and HR committee *discussion*
- 5c. Motion to appoint Mrs. T. (Thessa) Menssen as a member of the Supervisory Board *vote*
- 5d. Motion to appoint Mr F. (Filip) Michiels as a member of the Supervisory Board *vote*

#### Shares

- 6a. Motion to authorise the Management Board to acquire treasury shares *vote*
- 6b. Motion to appoint the Management Board as the body competent to issue shares and to grant rights to subscribe for shares *vote*
- 6c. Motion to appoint the Management Board as the body competent to limit or exclude pre-emptive rights upon the issue of shares and the granting of rights to subscribe for shares *vote*

**Other company matters**

7. Motion to reappoint Ernst & Young Accountants LLP as the external auditor for the financial years 2021 en 2022 *vote*
8. Questions & answers *discussion*
9. Close

### **Documentation relating to the AGM**

All information pertaining to the AGM, including the complete agenda and notes to the agenda, the information described in Article 2:142, section 3 of the Dutch Civil Code (incorporated in the notes to the agenda), the Financial Statements and the 2019 Annual Report have been made available. These documents can be consulted online at Ordina corporate website: [www.ordina.nl](http://www.ordina.nl). The documents are also available for inspection from today at the Company's Head Office (Ringwade 1, 3439 LM Nieuwegein, the Netherlands) and at ING Bank N.V. (Foppingadreef 7, location code TRC 02.039, 1102 BD, Amsterdam, the Netherlands, e-mail address: [iss.pas@ing.com](mailto:iss.pas@ing.com)). Copies of these documents are available free of charge. For additional information, please contact the Company on telephone number +31 (0)30 663 70 03. Proxy and voting instruction forms are also available via the website.

### **Registration date**

For the purposes of this meeting, the persons entitled to attend and cast votes will be those persons who (i) hold those rights and were recorded as such in one of the following registers, such on 5 March 2020, after processing all entries and deletions as per that date (i.e. the Registration date), and (ii) were registered as described below.

### **Registration**

For shareholders, the administrative systems and records of intermediaries as defined in the Dutch Securities Book Entry Transfer Act are designated as (sub) registers for shareholders, verifying their entitlement to the shares on the Registration Date.

Shareholders who wish to attend the meeting in person or through a proxy may register by writing to ING Bank N.V. (Foppingadreef 7, location code TRC 02.039, 1102 BD, Amsterdam, the Netherlands, e-mail address: [iss.pas@ing.com](mailto:iss.pas@ing.com)) via their intermediary, such from the Registration Date and no later than 17:00 hrs on 31 March 2020. Said notification should be accompanied by a confirmation from the intermediaries in whose administration they are registered for these shares, verifying that said shares were indeed registered in their name on the Registration Date. Intermediaries are also required to supply full address details for each of the shareholders in question, such to facilitate an efficient check of each shareholder's claim to shares on the Registration Date. Said shareholders will receive a receipt via the intermediary that will serve as an admission certificate for the meeting. Registered shareholders who wish to attend the meeting, either in person or via proxy, may register via e-mail [Hilde.Mulder@ordina.nl](mailto:Hilde.Mulder@ordina.nl), no later than 17:00 hrs on 31 March 2020.

### **Proxies**

In accordance with and without prejudice to the aforementioned regarding the Registration Date and registration requirements, shareholders may exercise their right to attend the meeting and cast votes during the meeting through a proxy, being either a third party or Hilde Mulder, Ordina's Company Secretary, such with written authorisation. Shareholders may if they wish use the proxy and voting instruction form, which is available free of charge via the Company's website. Such written proxies must be submitted no later than 17:00 hrs on 31 March 2020, via PO Box 7101, 3430 JC Nieuwegein, the Netherlands, or e-mail to: [Hilde.mulder@ordina.nl](mailto:Hilde.mulder@ordina.nl).

### **Access and identification**

Registration for access to the meeting will commence at 14:00 hrs and continue until the opening of the general meeting at 14:30 hrs. Registration will no longer be possible once the meeting has started.

Those entitled to attend the meeting may be required to furnish proof of their identity and are asked to carry a valid means of identification (such as a passport or driver's licence).

Nieuwegein, 20 February 2020  
Management Board and Supervisory Board Ordina N.V.