

# SHAREHOLDER CIRCULAR AND AGENDA

For a (virtual) Extraordinary General Meeting of Ordina N.V.

**Date** : 10 December 2020  
**Time:** : 14.30 hrs

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Dear shareholder,

The Management Board and the Supervisory Board of Ordina N.V. (the Company) invite you for an Extraordinary General Meeting, to be held on Thursday 10 December 2020 at 14.30 hrs.

Below you will find the Agenda for this Extraordinary General Meeting, the explanatory notes as well as Instructions for attendance.

In connection with the current COVID-19-related developments and the associated health risks, the meeting will be entirely virtual. For this meeting, we will use the options offered by the Dutch government's temporary COVID-19 legislation (the ('the Emergency Act') for general meetings. As a result, shareholders will not be able to attend the Extraordinary General Meeting (EGM) in person. Shareholders who have registered for the meeting are offered the following options on the basis of the Emergency Act:

- they can follow the meeting via a live stream;
- they can submit questions before the meeting no later than 17.00 hours on 3 December 2020; these questions will be answered no later than during the meeting;
- shareholders who have submitted one or more questions before the meeting will be given the opportunity to ask follow-up questions electronically during the meeting, and these questions will be answered during the meeting;
- shareholders can only vote via a power of attorney with voting instructions prior to the EGM, in the manner outlined below.

For additional information, we refer you to the instructions for participation in the meeting.

Nieuwegein, 29 October 2020  
Management Board and Supervisory Board Ordina N.V.

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## AGENDA

1. Opening and announcements [discussion](#)
2. Proposal for an interim distribution [vote](#)
3. Questions & Answers [discussion](#)
4. Close

# EXPLANATORY NOTES TO AGENDA – SHAREHOLDER CIRCULAR

Explanatory notes to the Agenda/shareholder circular for the Extraordinary General Meeting to be held on 10 December 2020, and considered to be part of the Agenda

## Agenda item 1

**Opening and announcements**

## Agenda item 2

**Proposal for an interim distribution**

Due to the uncertain market circumstances, in April 2020 Ordina communicated that that it would refrain from proposing the pay-out of a dividend of 9.5 eurocents per share, as included in the annual report for the 2019 financial year. At the General Meeting held on 30 June 2020, the General Meeting decided to add the entire net profit realised in 2019 to Ordina's general reserves. Solid financial results have resulted in a strong balance sheet, which gives an adequate buffer even in this period of uncertainty. In view of the foregoing, it is proposed that the General Meeting approve a proposal to pay out a dividend of 9.5 eurocents per share in cash, to be charged to the general reserves.

## Agenda item 3

**Questions & Answers**

## Agenda item 4

**Close**

# INSTRUCTIONS FOR PARTICIPATION

## Meeting documents

All information pertaining to the EGM, including the complete agenda and notes to the agenda, 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 12 November 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 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 3 December 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 may register via e-mail [Hilde.Mulder@ordina.nl](mailto:Hilde.Mulder@ordina.nl), no later than 17:00 hrs on 3 December 2020.

## Proxy and voting instructions

In accordance with and without prejudice to the aforementioned regarding the Registration Date and registration requirements, shareholders that have voting rights may exercise those rights by casting their votes through a proxy, either via ING Bank N.V. (e-mail address: [iss.pas@ing.com](mailto:iss.pas@ing.com)) or via the relevant intermediary. This proxy with voting instructions will subsequently be provided to the Company's Company Secretary, being Hilde Mulder. Such written proxies must be submitted no later than 17:00 hrs on 3 December 2020, via PO Box 7101, 3430 JC Nieuwegein, the Netherlands, or e-mail to: [Hilde.mulder@ordina.nl](mailto:Hilde.mulder@ordina.nl). Proxy and voting instruction forms are available free of charge via the Company's website.

## Written questions and subsequent questions

Registered Shareholders may submit written questions related to the agenda items until 3 December 2020, 17.00 hrs. These questions may be sent via e-mail to [Hilde.Mulder@ordina.nl](mailto:Hilde.Mulder@ordina.nl). These questions will be answered ultimately in the meeting. Questions and information requests may be submitted to Ordina, PO Box 7101, 3430 JC Nieuwegein, the Netherlands, or e-mail to: [Hilde.mulder@ordina.nl](mailto:Hilde.mulder@ordina.nl).

Shareholders that have made use of the abovementioned possibility to submit written questions ahead of the meeting, may, via electronic communication, submit subsequent questions during the meeting. To provide for this, these shareholders will receive further instructions prior to the meeting. The aforementioned subsequent questions will be addressed during the meeting.

## Live stream

Registered shareholders can attend the meeting via livestream, and will receive further instructions upon registration.