

## EXTRAORDINARY GENERAL MEETING OF AD PEPPER MEDIA INTERNATIONAL N.V.

### Invitation

ad pepper media International N.V. (the "Company") hereby invites its shareholders and all other persons with meeting rights to attend its Extraordinary General Meeting ("EGM") to be held **at 9.30 a.m. on Tuesday, 19 July 2022 at the offices of NautaDutilh** (NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands).

### Agenda

The agenda is as follows:

1. Opening
2. Appointment of the auditor for the 2022 financial year (voting item)
3. End of Extraordinary General Meeting

### *Meeting documents*

The agenda with the explanatory notes thereto are available on the Company's website as from today ([www.adpeppergroup.com](http://www.adpeppergroup.com)). These documents are also available for review by shareholders at the Company's offices at Frankenstr. 150C, 90461 Nürnberg, Germany. Copies of the aforementioned documents are also available to shareholders free of charge.

### *Record Date*

The shareholding must exist on the 28<sup>th</sup> day prior to the EGM, i.e. persons entitled to participate in and vote at the EGM of the Company on **Tuesday, 19 July 2022** will be those persons who, after all changes have been processed, have these rights on **Tuesday, 21 June 2022** (the "**Record Date**") and are registered as such in one of the designated registers, provided that those persons have registered for the EGM in time in accordance with the provisions below.

### *Registration for attendance in person*

Shareholders who wish to attend the EGM are required to notify ad pepper media International N.V. c/o Computershare Operations Center via email (<mailto:anmeldestelle@computershare.de>) through their bank or stockbroker. Notification can take place as from **Wednesday, 22 June 2022** until **18:00 CEST on Wednesday, 13 July 2022** at the latest. For this purpose, the intermediary that has registered the shares shall, no later than **18:00 CEST on Thursday, 14 July 2022**, issue a statement to ad pepper media International N.V. c/o Computershare Operations Center via email (<mailto:anmeldestelle@computershare.de>) that the shares were registered in the name of the holder thereof **on the Record Date**. Subsequently, the shareholder will receive a proof of registration which will also serve as an admission ticket for the EGM. In addition, the intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the Record Date in an efficient manner.

The Company gives top priority to the health of its employees, shareholders and other stakeholders. The Company urges all its shareholders to carefully consider whether they wish to attend the EGM in person in view of possible health risks relating to COVID-19.

Against this background, the Company encourages its shareholders to take part in the EGM by way of proxy voting and not to attend the EGM in person. There will be no social gatherings surrounding the EGM. This way, the physical meeting can take place with only a limited number of core attendees and potential health risks for those attendees can be mitigated as much as possible.

Members of the Supervisory Board and the Management Board may not be able to attend the meeting in person.

Shareholders who wish to participate in the EGM are advised to check the EGM page on the Company's corporate website regularly to stay informed about the latest developments.

#### *Proxy voting and voting instructions*

Shareholders who wish to be represented at the EGM shall, in addition to the registration for the EGM as described above, give an independent third party or a person designated by the Company a duly signed proxy to represent them at the EGM and to vote on their behalf. Such proxy must include voting instructions. Shareholders who wish to issue a proxy are required to use the form which will be available for download on the Company's website from **Tuesday, 21 June 2022**, via [www.adpeppergroup.com](http://www.adpeppergroup.com) in the section Investor Relations/Financial calendar and events/Annual General Meetings/2022 (extraordinary). The completed and duly signed form by the shareholder must have been received by Computershare ultimately by **18:00 CEST on Thursday, 14 July 2022**, by post at the office address of ad pepper media International N.V. c/o Computershare Operations Center 80249 München, Germany, via email (<mailto:anmeldestelle@computershare.de>). Before the meeting, the proxy holder must hand in the admission ticket and a valid copy of the duly signed proxy at the registration desk.

#### *Admittance to the EGM*

Registration will take place at the registration desk at the venue between 08:30 CEST and the start of the EGM at 09:30 CEST on Tuesday, 19 July 2022. It is not possible to register after this time. Shareholders and proxy holders can be asked to identify themselves when attending the EGM and can be declined access in case proof of identity or proof of registration lacks. All attendees of the EGM are therefore requested to bring identification (for instance a valid passport or driving license) to the EGM.

#### *Issued share capital and voting rights of the Company*

At the date of the notice convening the EGM of the Company, the Company's issued share capital amounted to EUR 1,075,000 consisting of 21,500,000 shares in bearer form having a nominal value of EUR 0.05 each. The number of shares on which voting rights can be exercised as at the day on which the EGM is convened, is 20,257,872.

Amsterdam, 07 June 2022

The Management Board