

**ANNUAL 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 Annual General Meeting to be held **at 9.30 a.m. on Tuesday, 18 June 2024 at the offices of NautaDutilh** (NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands).

**Agenda**

The agenda is as follows:

1. Opening
2. Report on the 2023 financial year (discussion item)
3. Advisory Vote on the Remuneration Report 2023 (voting item)
4. Explanation of the corporate governance structure of the Company and compliance with the 2022 Dutch Corporate Governance Code (discussion item)
5. Adoption of the remuneration policy for the Management Board (voting item)
6. Adoption of the remuneration policy for the Supervisory Board (voting item)
7. Adoption of the 2023 annual accounts and appropriation of profit:
  1. Adoption of the 2023 annual accounts (voting item)
  2. Discussion of principles underlying appropriation of profit (discussion item)
  3. Allocation of the result in the period 2023 to the accumulated deficit (voting item)
8. Discharge of the member of the Management Board in respect of the performance of his duties during the 2023 financial year (voting item)
9. Discharge of the members of the Supervisory Board in respect of the performance of their duties during the 2023 financial year (voting item)
10. Re-election of Dagmar Bottenbruch as member of the Supervisory Board (voting item)
11. Re-election of Dr Stephan Roppel as member of the Supervisory Board (voting item)
12. Appointment of the auditor for the 2024 financial year (voting item)
13. Authorisation of the Management Board to buy back Company stock for a period of 18 months (voting item)
14. End of Annual 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 Annual General Meeting, i.e. persons entitled to participate in and vote at the Annual General Meeting of the Company on **Tuesday, 18 June 2024** will be those persons who, after all changes have been processed, have these rights on **Tuesday, 21 May 2024** (the "**Record Date**") and are registered as such in one of the designated registers, provided that those persons have registered for the Annual General Meeting in time in accordance with the provisions below.

### *Registration for attendance in person*

Shareholders who wish to attend the Annual General Meeting 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, 12 May 2024** until **18:00 CEST on Wednesday, 12 June 2024** at the latest. For this purpose, the intermediary that has registered the shares shall, no later than **18:00 CEST on Thursday, 13 June 2024**, 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 Annual General Meeting. 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.

### *Proxy voting and voting instructions*

Shareholders who wish to be represented at the Annual General Meeting shall, in addition to the registration for the Annual General Meeting as described above, give an independent third party or a person designated by the Company a duly signed proxy to represent them at the Annual General Meeting 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 May 2024**, via [www.adpeppergroup.com](http://www.adpeppergroup.com) in the section Investor Relations/Financial calendar and events/Annual General Meetings/2024. The completed and duly signed form by the shareholder must have been received by Computershare ultimately by **18:00 CEST on Thursday, 13 June 2024**, 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 Annual General Meeting*

Registration will take place at the registration desk at the venue between 08:30 CEST and the start of the Annual General Meeting at 09:30 CEST on Tuesday, 18 June 2024. It is not possible to register after this time. Shareholders and proxy holders can be asked to identify themselves when attending the Annual General Meeting and can be declined access in case proof of identity or proof of registration lacks. All attendees of the Annual General Meeting are therefore requested to bring identification (for instance a valid passport or driving license) to the Annual General Meeting.

*Issued share capital and voting rights of the Company*

At the date of the notice convening the Annual General Meeting of the Company, the Company's issued share capital amounted to EUR 1,159,662.20 consisting of 23,193,444 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 Annual General Meeting is convened, is 21,951,116.

Amsterdam, 7 May 2024

The Management Board