

# Convocation notice of the annual general meeting of shareholders of VAM Investments SPAC B.V.

By way of this convocation notice, the board of directors (the “**Board**”) of VAM Investments SPAC B.V. (the “**Company**”) invites its shareholders to the annual general meeting (the “**AGM**”), to be held at Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Amsterdam on 27 June 2023, at 15:00 hours Central European Summer Time (“**CEST**”).

Votes for this AGM may also be cast by (electronic) proxy in advance of the meeting.

## Agenda

- 1 Opening**
- 2 Annual Report 2022**
  - 2.1** Management report for the financial year 2022 (**discussion item**)
  - 2.2** Remuneration report for the financial year 2022 (**advisory vote**)
  - 2.3** Proposal to adopt the financial statements of the Company for the financial year 2022 (**voting item**)
- 3 Discharge of members of the Board**
  - 3.1** Proposal to grant discharge to executive directors of the Company (**voting item**)
  - 3.2** Proposal to grant discharge to non-executive directors of the Company (**voting item**)
- 4 Re-appointment of the external auditor for the financial year 2023 (voting item)**
- 5 Any other business**
- 6 Closing**

## **Explanatory notes to the agenda**

### **1 Opening**

### **2 Annual Report 2022**

The annual report for the financial year 2022 (the “**Annual Report 2022**”), which started on 1 January 2022 and ended on 31 December 2022, has been made available on the Company’s website ([www.vaminvestments-spac.com](http://www.vaminvestments-spac.com)) and at the registered office address of the Company (Via Manzoni 3, 20121 Milan, Italy).

#### **2.1 Management report for the financial year 2022 (discussion item)**

The Board will give a presentation on the performance of the Company in the financial year 2022. The AGM will be invited to discuss the management report for the financial year 2022 as included in the Annual Report 2022.

#### **2.2 Remuneration report for the financial year 2022 (advisory vote)**

The Company has prepared the remuneration report for the financial year 2022. The remuneration report includes an overview of the individual remuneration of the members of the Board. It is proposed to the AGM to cast a positive advisory vote in respect of the remuneration report for the financial year 2022.

#### **2.3 Proposal to adopt the financial statements for the financial year 2022 (voting item)**

It is proposed to the AGM to adopt the financial statements of the Company for the financial year 2022 (the “**Financial Statements**”).

### **3 Discharge of members of the Board**

#### **3.1 Proposal to grant discharge to executive directors of the Company (voting item)**

It is proposed to the AGM that the executive directors of the Company in office during the financial year 2022 shall be granted a discharge for the exercise of their duties, to the extent that the exercise of such duties appears from the Annual Report 2022 or has otherwise been disclosed to the general meeting prior to the adoption of the Financial Statements.

#### **3.2 Proposal to grant discharge to non-executive directors of the Company (voting item)**

It is proposed to the AGM that the non-executive directors of the Company in office during the financial year 2022 shall be granted a discharge for the exercise of their duties, to the extent that the exercise of such duties appears from the Annual Report 2022 or has otherwise been disclosed to the general meeting prior to the adoption of the Financial Statements.

### **4 Re-appointment of the external auditor for the financial year 2023 (voting item)**

Pursuant to Section 2:393 of the Dutch Civil Code, the general meeting of the Company is authorised to instruct an external auditor to audit the financial statements of the Company. The audit committee of the Company has evaluated the activities performed for the Company by Mazars Accountants N.V. Following this evaluation, it is proposed by the Board to the AGM to extend the current external audit contract by one year, and to re-appoint, in accordance with Section 2:393 of the Dutch Civil Code, Mazars Accountants N.V. as external

auditor of the Company to audit the financial statements of the Company for the 2023 financial year.

**5 Any other business**

**6 Closing**

## General information

The AGM is to be held at Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Amsterdam on 27 June 2023, at 15:00 CEST.

## Meeting documents

The agenda, explanatory notes thereto and the Annual Report 2022 (including the financial statements, management report, remuneration report and other information as referred to in Section 2:392 (1) of the Dutch Civil Code) as well as the other meeting documents are available on the Company's website ([www.vaminvestments-spac.com](http://www.vaminvestments-spac.com)). These documents are also available for inspection at the registered office of the Company (Via Manzoni 3, 20121 Milan, Italy).

## Admission to AGM

Persons who hold shares in the capital of the Company on 30 May 2023 after close of trading on Euronext Amsterdam, the regulated market operated by Euronext Amsterdam N.V. (the "**Record Date**"), who are registered as such in one of the (sub)registers designated by the Board, are entitled to attend and speak at the AGM, provided that on such Record Date they have the right to attend and to speak at general meetings of the Company within the meaning of Section 2:227 of the Dutch Civil Code. Changes in shareholdings after the Record Date have no influence as far as entitlement to attend the AGM is concerned. The designated (sub)registers are the administration records of the intermediaries within the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*) and the shareholders' register of the Company.

**Holders of book-entry shares** who wish to attend the AGM must register with ABN AMRO Bank N.V. (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) as from the Record Date and by no later than 20 June 2023, 17:00 hours CEST.

The intermediaries must issue an electronic statement to ABN AMRO Bank N.V. at the latest on 21 June 2023 by 13:00 hours CEST via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) stating the number of shares that the shareholder holds at the Record Date and submitted for registration.

**Holders of registered shares** will be approached by the Company individually. A written notification to attend the AGM must be received by the Company by email to ([info@vaminvestments-spac.com](mailto:info@vaminvestments-spac.com)) by no later than 30 May 2023, 17:00 hours CEST.

## Exercise of voting rights in the AGM

**Holders of book-entry shares** who wish to participate in the voting process in the AGM can render their voting instructions electronically to ABN AMRO Bank N.V. (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) as from the Record Date and by no later than 20 June 2023, 17:00 hours CEST. By doing so, voting instructions are given to G.M. Portier, civil law notary in Amsterdam, the Netherlands, or his deputy or successor (the "**Notary**"), to cast a vote at the AGM in accordance with the instructions given.

**Holders of both book-entry shares and registered shares** may issue a written power of attorney to the Notary in the form available on the Company's website. The completed power of attorney must be sent to ABN AMRO, either by email ([AVA@nl.abnamro.com](mailto:AVA@nl.abnamro.com)) or by mail (ABN AMRO Bank N.V., Attn: Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands), and must be in the possession of ABN AMRO Bank N.V. by no later than 20 June 2023, 17:00 hours CEST.

## **Number of outstanding shares**

At the date of this notice for the AGM, the number of issued and outstanding shares in the capital of the Company is 21,032,656 ordinary shares, 5,258,164 founder shares and 1 founder share F1. Each ordinary share and founder share gives the holder thereof the right to cast one vote in the general meeting of the Company. The founder share F1 entitles the holder thereof to cast four votes for each issued and outstanding founder share on the Record Date, but the holder of the founder share F1 has agreed not to exercise the voting rights attached to the founder share F1.

## **Contact information**

VAM Investments SPAC B.V.

Via Manzoni 3

20121 Milan, Italy

E-mail: [info@vaminvestments-spac.com](mailto:info@vaminvestments-spac.com)

Website: [www.vaminvestments-spac.com](http://www.vaminvestments-spac.com)

Milan, 15 May 2023

The Board

VAM Investments SPAC B.V.