

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

By way of this convocation notice, the liquidators (the “**Liquidators**”) of VAM Investments SPAC B.V. in liquidatie (the “**Company**”) invites the shareholders of the Company to the annual general meeting (the “**AGM**”), to be held at the office of Linklaters LLP, World Trade Center Amsterdam, Tower One, 21<sup>st</sup> floor, Zuidplein 180, 1077 XV Amsterdam, the Netherlands on 19 June 2024, at 11:00 hours Central European Summer Time (“**CEST**”).

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

### **Agenda**

#### **1 Opening**

- 1.1** Proposal to appoint a chairperson of the AGM (**voting item**)

#### **2 Annual accounts 2023**

- 2.1** Proposal to adopt the annual accounts of the Company for the financial year 2023 (**voting item**)

#### **3 Discharge of former members of the board of directors of the Company**

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

#### **4 Any other business**

#### **5 Closing**

## **Explanatory notes to the agenda**

### **1 Opening**

#### **1.1 Proposal to appoint a chairperson of the AGM (voting item)**

Based on the Company's articles of association, if no directors of the Company are present at the AGM, the chairperson of the AGM shall be appointed by the general meeting of the Company.

### **2 Annual accounts 2023**

The annual accounts for the financial year 2023 (the "**Annual Accounts 2023**"), which started on 1 January 2023 and ended on 31 December 2023, have 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 Alessandro Manzoni 3, 20121 Milan, Italy).

#### **2.1 Proposal to adopt the annual accounts for the financial year 2023 (voting item)**

It is proposed to the AGM to adopt the Annual Accounts 2023.

### **3 Discharge of former members of the board of directors of the Company**

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

It is proposed to the AGM that the former executive directors of the Company in office during the financial year 2023, being Mr. Marco Piana and Mr. Francesco Trapani, shall be granted a discharge for the exercise of their duties, to the extent that the exercise of such duties appears from the Annual Accounts 2023 or has otherwise been disclosed to the general meeting prior to the adoption of the Annual Accounts 2023.

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

It is proposed to the AGM that the former non-executive directors of the Company in office during the financial year 2023, being Mr. René Abate, Ms. Beatrice Ballini and Mr. Thomas Walker, shall be granted a discharge for the exercise of their duties, to the extent that the exercise of such duties appears from the Annual Accounts 2023 or has otherwise been disclosed to the general meeting prior to the adoption of the Annual Accounts 2023.

### **4 Any other business**

### **5 Closing**

## General information

The AGM is to be held at the office of Linklaters LLP, World Trade Center Amsterdam (Tower One, 21<sup>st</sup> floor), Zuidplein 180, 1077 XV Amsterdam, the Netherlands on 19 June 2024, at 11:00 hours CEST.

The convocation notice of the AGM has been sent to the addresses of the shareholders and other persons with meeting rights as referred to in Section 2:227 of the Dutch Civil Code, shown in the register of shareholders' register of the Company and to holders of book-entry shares through their intermediaries. The notice has also been made available on the website of the Company ([www.vaminvestments-spac.com](http://www.vaminvestments-spac.com)).

## Meeting documents

The agenda, explanatory notes thereto, the Annual Accounts 2023 as well as the other meeting documents are available for inspection at the registered office of the Company (Via Alessandro Manzoni 3, 20121 Milan, Italy) and on the website of the Company ([www.vaminvestments-spac.com](http://www.vaminvestments-spac.com)).

## Admission to AGM

As the relevant provisions of Section 2:119 in conjunction with Section 2:187 of the Dutch Civil Code no longer apply to the Company, persons who hold shares in the capital of the Company on the date of the AGM are entitled to attend and speak at the AGM, provided that on the date of the AGM 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.

**Holders of book-entry shares** who wish to attend the AGM (or a proxy on their behalf) must by no later than 14 June 2024, 17:00 hours CEST (i) make this known via [www.abnamro.com/evoting](http://www.abnamro.com/evoting), or (ii) notify this through their intermediary. Intermediaries must, by no later than 17 June 2024, 13:00 hours CEST, present to ABN AMRO Bank N.V. via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary):

- (i) an electronic statement, identifying the number of shares presented for registration purposes, as well as full address details of the relevant shareholder(s); and
- (ii) an electronic certificate of deposit which evidences that the shares held by that shareholder in its securities account are blocked from trading until (and including) the date of the AGM.

**Holders of registered shares** will be approached by the Company individually. A written notification to attend the AGM (or a proxy on their behalf) must be received by the Company by email (via [info@vaminvestments-spac.com](mailto:info@vaminvestments-spac.com)) by no later than 14 June 2024, 17:00 hours CEST.

## Exercise of voting rights in the AGM

**Holders of both book-entry shares and registered shares** may exercise their voting rights (if any), either in person or by a proxy authorised in writing.

They may also issue a written power of attorney to G.M. Portier, civil law notary in Amsterdam, the Netherlands, or his deputy or successor (the "Notary") in the form attached hereto ([Annex](#)). 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 14 June 2024, 17:00 hours CEST.

**Holders of book-entry shares** who wish to participate in the voting process in the AGM can also render their voting instructions electronically to ABN AMRO Bank N.V. (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) by no later than 14 June 2024, 17:00 hours CEST. By doing so, voting instructions are given to the Notary to cast a vote at the AGM in accordance with the instructions given.

### **Contact information**

VAM Investments SPAC B.V. in liquidatie

Via Alessandro 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, 4 June 2024

The liquidators

VAM Investments SPAC B.V. in liquidatie

**Annex**  
**Power of Attorney**

For the annual general meeting of VAM Investments SPAC B.V. in liquidatie (the “**Company**”), to be held on 19 June 2024, at 11:00 hours CEST (the “**AGM**”), at the office of Linklaters LLP, World Trade Center Amsterdam, Tower One, 21<sup>st</sup> floor, Zuidplein 180, 1077 XV Amsterdam, the Netherlands.

Name: \_\_\_\_\_ (the “**Shareholder**”)

Address: \_\_\_\_\_

Postal code and city: \_\_\_\_\_

Country: \_\_\_\_\_

Number and class of shares: \_\_\_\_\_ (the “**Shares**”)

If the Shareholder is an entity or a partnership, represented by:

Name: \_\_\_\_\_

Title: \_\_\_\_\_

The Shareholder hereby grants a power of attorney to G.M. Portier, civil law notary in Amsterdam, the Netherlands, or his deputy or successor, with the power of substitution (the “**Attorney-in-Fact**”), to represent the Shareholder at the AGM, to speak on behalf of the Shareholder and to cast votes on the Shares, in accordance with the following instructions:

#	Agenda item	In favour	Against	Abstain
1.1	Proposal to appoint a chairperson of the AGM (voting item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1	Proposal to adopt the annual accounts of the Company for the financial year 2023 (voting item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1	Proposal to grant discharge to the former executive directors of the Company (voting item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2.	Proposal to grant discharge to the former non-executive directors of the Company (voting item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Please indicate your voting instructions by checking one of the boxes “In favour”, “Against” or “Abstain” for each agenda item above as follows: <input checked="" type="checkbox"/><sup>1</sup></b>				

The Attorney-in-Fact shall not be liable for any damage suffered by the Shareholder as a result of any action or lack of action by the Attorney-in-Fact when making use of, or otherwise in connection with, this power of attorney (the “**Power of Attorney**”).

By signing this Power of Attorney, the Shareholder represents and warrants that the Shareholder holds full and unencumbered title to the Shares.

This Power of Attorney does not prevent the Attorney-in-Fact to act pursuant to powers of attorney granted by one or more other shareholders of the Company.

This Power of Attorney must be sent to ABN AMRO Bank N.V., 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 14 June 2024, 17:00 hours.

<sup>1</sup> If this Power of Attorney does not provide for an unequivocal voting instruction for an individual agenda item, this Power will not be used at the AGM to vote in respect of such agenda item.

*(Signature page follows)*

## Signature page

**The Shareholder:**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ 2024