

Convocation notice of the extraordinary general meeting 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**”) invite the shareholders of the Company to the extraordinary general meeting (the “**EGM**”), to be held at the office of Linklaters LLP, World Trade Center Amsterdam, Tower One, 21st floor, Zuidplein 180, 1077 XV Amsterdam, the Netherlands, on 7 October 2024, at 16:00 hours Central European Summer Time (“**CEST**”).

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

Agenda

1 Opening

Proposal to appoint a chairperson of the EGM (**voting item**)

2 Cross-border merger

Proposal to resolve to effect a cross-border merger with the Company as disappearing company and VAM Investments Group S.p.A. as acquiring company (**voting item**)

3 Any other business

4 Closing

Explanatory notes to the agenda

1 Opening

1.1 Proposal to appoint a chairperson of the EGM (voting item)

Based on the Company's articles of association in conjunction with Section 2:23 of the Dutch Civil Code ("**DCC**"), if no directors of the Company are present at the EGM, the chairperson of the EGM shall be appointed by the general meeting of the Company.

2 Cross-border merger

On 25 June 2024, the board of directors of VAM Investments Group S.p.A. ("**VAM Group**") and the liquidators of the Company drew up a cross-border merger proposal (the "**Merger Proposal**") and merger report in respect of the Merger (as defined below).

Under the Merger Proposal, the board of directors of VAM Group and the liquidators of the Company, to the extent required acting as the board of the Company, proposed to effect a cross-border merger (the "**Merger**") within the meaning of Title II, Chapter II of the Directive (EU) 2017/1132 of the European Parliament and of the Council of the fourteenth day of June two thousand and seventeen relating to certain aspects of company law (codification), on cross-border mergers of limited liability companies, as amended by the Directive (EU) 2019/2121 of the European Parliament and of the Council of the twenty-seventh day of November two thousand and nineteen, as implemented in the Netherlands in Book 2, Title 7, DCC, and as implemented in Italy with the Legislative Decree number 19 of the second day of March two thousand and twenty-three, as a result of which:

- (i) VAM Group will acquire the assets and liabilities (*vermogen*) of the Company and succeed in all legal relationships of the Company under universal succession of title (*onder algemene titel*);
- (ii) the Company will cease to exist; and
- (iii) VAM Group will grant newly issued shares in its capital to the shareholders of the Company (except for VAM Group and the Company with respect to shares held in its own capital).

It is proposed by the Liquidators to the EGM to resolve to effect the Merger in accordance with the Merger Proposal. Pursuant to Section 2:333gb, subsection 1, of the Dutch Civil Code, this agenda item can only be adopted with a majority of at least two-thirds of the votes cast in the EGM.

Holders of ordinary shares in the capital of the Company who will vote against this agenda item may, within one month from the date of the EGM and provided that this agenda item is adopted, request compensation in the amount of EUR 10.357 per ordinary share in the Company held by that shareholder. The shares to which the request relate shall be cancelled upon the Merger becoming effective and as a result, these shareholders will not be granted shares in VAM Group. The request for compensation can be submitted to vaminvestmentsgroupspa@legalmail.it.

3 Any other business

4 Closing

General information

The EGM is to be held at the office of Linklaters LLP, World Trade Center Amsterdam (Tower One, 21st floor), Zuidplein 180, 1077 XV Amsterdam, the Netherlands on 7 October 2024, at 16:00 hours CEST.

The convocation notice of the EGM 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).

Meeting documents

The agenda, explanatory notes thereto, the Merger Proposal and the Merger Report 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).

Admission to EGM

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 EGM are entitled to attend and speak at the EGM, provided that on the date of the EGM 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 EGM (or a proxy on their behalf) must by no later than 1 October 2024, 17:00 hours CEST (i) make this known via www.abnamro.com/evoting, or (ii) notify this through their intermediary. Intermediaries must, by no later than 2 October 2024, 13:00 hours CEST, present to ABN AMRO Bank N.V. via 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 EGM.

Holders of registered shares will be approached by the Company individually. A written notification to attend the EGM (or a proxy on their behalf) must be received by the Company by email (via info@vaminvestments-spac.com) by no later than 1 October 2024, 17:00 hours CEST.

Exercise of voting rights in the EGM

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 each (candidate) civil law notary of Linklaters LLP, Amsterdam office, each of them severally, with the power of substitution (the “**Attorney-in-Fact**”) in the form attached hereto ([Annex](#)). The completed power of attorney must be sent to ABN AMRO, either by email (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 1 October 2024, 17:00 hours CEST.

Holders of book-entry shares who wish to participate in the voting process in the EGM can also render their voting instructions electronically to ABN AMRO Bank N.V. (via www.abnamro.com/evoting) by no later than 1 October 2024, 17:00 hours CEST. By doing so, voting instructions are given to the Attorney-in-Fact to cast a vote at the EGM 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

Website: www.vaminvestments-spac.com

Milan, 19 September 2024

The liquidators

VAM Investments SPAC B.V. in liquidatie

Annex
Power of Attorney

For the extraordinary general meeting of VAM Investments SPAC B.V. in liquidatie (the “**Company**”), to be held on 7 October 2024, at 16:00 hours CEST (the “**EGM**”), at the office of Linklaters LLP, World Trade Center Amsterdam, Tower One, 21st 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 each (candidate) civil law notary of Linklaters LLP, Amsterdam office, each of them severally, with the power of substitution (the “**Attorney-in-Fact**”), to represent the Shareholder at the EGM, 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 EGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1	Proposal to resolve to effect a cross-border merger with the Company as disappearing company and VAM Investments Group S.p.A. as acquiring company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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"/>¹				

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) 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 2 October 2024, 17:00 hours.

This Power of Attorney shall be governed by the laws of the Netherlands.

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

(Signature page follows)

Signature page

The Shareholder:

Signature: _____

Date: _____ 2024