



AGENDA
of the Annual General Meeting of Shareholders of

HOLLAND COLOURS NV

to be held on Thursday, July 10, 2025 at 10:00 hrs CEST
at Hotel Apeldoorn, Landgoedlaan 26 in Apeldoorn

1. Opening
2. Report of the Board of Management on the financial year 2024/2025
3. Financial Statements 2024/2025
 - a) Advisory vote regarding the remuneration report financial year 2024/2025 (advisory vote)
 - b) Adoption of the financial statements 2024/2025 (voting item)
 - c) Compliance with the Dutch Corporate Governance Code
4. Reserves and dividend policy
5. Profit appropriation and dividend (voting item)
6. Discharge of the Board of Management (voting item)
7. Discharge of the Supervisory Board (voting item)
8. Composition of the Supervisory Board
 - a) Re-appointment of Mr. J. Klaus as member of the Supervisory Board (voting item)
 - b) Appointment of Ms. M.A. Schoenmakers as member of the Supervisory Board (voting item)
9. Remuneration
 - a) Adoption of the remuneration policy of the Board of Management (voting item)
10. Strategy Holland Colours Group
11. Authorization to the Board of Management, subject to the approval of the Supervisory Board, to acquire ordinary shares in the Company on behalf of the Company (voting item)
12. Any other business
13. Closure

The Annual Report 2024/2025, including the financial statements as well as the information in relation to the re-appointment of a member of the Supervisory Board and the appointment of two members of the Supervisory Board, will be available for inspection at the office the Company, Halvemaanweg 1, 7323 RW Apeldoorn, The Netherlands, +31 55 368 07 00. This information is also available on www.hollandcolours.com.

Explanation
to the agenda of the Annual General Meeting of Shareholders of
Holland Colours NV (also referred to as "the Company")
to be held on July 10, 2025

Notes to item 2

Report of the Board of Management on the financial year 2024/2025

Together with the report of the Board of Management over the financial year 2024/2025, as included in the financial statements 2024/2025, the Board of Management will comment on the business of the Company.

Notes to item 3

Financial statements 2024/2025

a. Advisory vote regarding the remuneration report financial year 2024/2025 (advisory vote)

The remuneration report for the financial year 2024/2025 has been included in the financial statements of the same financial year and will be explained at the General Meeting of Shareholders.

In accordance with the provisions of Section 2:135b paragraph 2 of the Dutch Civil Code (Dutch: Burgerlijk Wetboek) the remuneration report 2024/2025 is submitted to the General Meeting of Shareholders for an advisory vote. Proposed is to cast a positive advisory vote.

The remuneration report is included in the Annual Report 2024/2025 and is available on www.hollandcolours.com.

b. Adoption of the financial statements 2024/2025 (voting item)

The financial statements 2024/2025, as included in the Annual Report 2024/2025, are provided with an unqualified auditor's report by KPMG Accountants NV. The Supervisory Board and the Board of Management of Holland Colours NV propose the General Meeting of Shareholders to adopt the financial statements 2024/2025.

c. Compliance with the Dutch Corporate Governance Code

The Dutch Corporate Governance Code 2025 applies to the Company. For an account of the Company's compliance with the Dutch Governance Code reference is made to the section 'Corporate Governance Code' in the 2024/2025 Annual Report.

Notes to item 4

Reserves and dividend policy

In accordance with the Dutch Corporate Governance Code, explanation will be given at the General Meeting of Shareholders on the reserves and dividend policy of the Company.

At least 50% of the net profit will be distributed annually by means of a dividend pay-out, provided the solvability of Holland Colours after distribution is at least 40%. Deviation of this principle may occur in very special circumstances.

Notes to item 5

Profit appropriation and dividend

Adoption of the appropriation of the profit (voting item)

In accordance with its policy for the financial year 2024/2025, it is proposed to adopt the dividend at € 6.85 in cash per ordinary share with a nominal value of € 2.27.

Upon adoption of the dividend proposal by the General Meeting of Shareholders, the dividend will be payable on July 25, 2025.

Notes to item 6

Discharge of the Board of Management (voting item)

It is proposed to discharge the members of the Board of Management from liability for their management of the Company during the financial year 2024/2025, as reflected in the Annual Report 2024/2025.

Notes to item 7

Discharge of the Supervisory Board (voting item)

It is proposed to discharge the members of the Supervisory Board from liability for their supervision during the financial year 2024/2025, as reflected in the Annual Report 2024/2025.

Notes to item 8

a. Re-appointment of Mr. J. Klaus as member of the Supervisory Board (voting item)

Mr. Klaus' second term ends in 2025. In accordance with article 2.2.2 of the Dutch Corporate Governance Code, he is eligible for re-appointment for another period of two years, up to 2027/2028. He has made himself available for this position. It is proposed to re-appoint Mr. Klaus as member of the Supervisory Board, in view of his international experience, his technical and general knowledge as well as his business-to-business experience and valuable contribution during the past two terms.

It is proposed to appoint Mr. Klaus for a period of two (2) years. The personal details can be found on a separate page of the agenda.

b. Appointment of Ms. M.A. Schoenmakers as member of the Supervisory Board (voting item)

The Supervisory Board of Holland Colours NV is pleased to nominate Ms. Schoenmakers as member of the Supervisory Board, in view of her experience in senior leadership and supervisory roles, and her deep knowledge of finance, ESG, ICT and governance.

It is proposed to appoint Ms. Schoenmakers for a period of four (4) years. The personal details can be found on a separate page of the agenda.

Notes to item 9

Remuneration (voting item)

The Supervisory Board provides an explanation on the new remuneration policy of the Board of Management.

Following the adoption of the remuneration policy for the Board of Management, the individual agreements with the members of the Board of Management will be amended to align with the new remuneration policy.

Notes to item 10

Strategy Holland Colours Group

The Board of Management provides an update on the Strategy of the Company.

Notes to item 11

Authorization to the Board of Management, subject to the approval of the Supervisory Board, to acquire ordinary shares in the Company on behalf of the Company (voting item)

It is proposed, for a period of 18 months, up to January 11, 2027, to authorize the Board of Management to acquire ordinary shares in the Company on behalf of the Company, other than for no consideration and subject to the approval of the Supervisory Board, pursuant to Article 7 of the Articles of Association. The acquisition price must range between the amount equal to the nominal value of the shares and the amount equal to 110% of the share price, in which the share price will be: the average of the highest share price of each of the five trading days prior to the acquisition date, in accordance with the 'Daily Official List' of Euronext Amsterdam.

Registration date

Persons who are registered as shareholders of the Company on June 12, 2025 after the processing of all credit and debit entries on that date (the "Registration Date") in a (sub-)register and who have also been registered in the described manner below are deemed to be entitled to vote and/or attend the meeting with regard to ordinary shares. For holders of bearer shares, the records of intermediaries as defined in the "Wet giraal effectenverkeer" (the Intermediary) are designated as (sub) registers.

Registration

Holders of ordinary bearer shares or their proxy holders, who wish to attend the meeting, have to inform ABN AMRO through the Intermediary where their shares are administrated no later than on July 3, 2025 at 17:00hrs CEST.

The Intermediaries must submit a statement via www.abnamro.com/intermediary to ABN AMRO no later than on July 4, 2023 at 13:00hrs CEST stating the number of shares held by the shareholder on the Registration Date and registered for registration. The Intermediaries are requested to provide the complete address details of the relevant shareholders upon registration to be able to perform an efficient verification of the shareholding on the Registration Date. ABN AMRO will send a proof of registration to the shareholders via the Intermediary which shall serve as an admission ticket to the meeting.

Holders or beneficial owners of registered shares, who are entitled to the voting right, or their proxy holders, who wish to attend the meeting, must inform the Company no later than on July 3, 2025 in writing or electronically via ir@hollandcolours.com.

Proxy and voting instructions

A shareholder, who wishes to be represented, must also submit a duly signed legally valid proxy to the Company no later than on July 3, 2025.

Persons who are entitled to attend the meeting can also submit voting instructions up to and including July 3, 2025: electronically via www.abnamro.com/evoting or by means of a voting instructions proxy which can be downloaded from the websites www.hollandcolours.com and can be completed and sent to the Company to the attention of Mrs. A. Vágási, PO Box 720, NL-7300 AS Apeldoorn or via ir@hollandcolours.com.