BRUNEL INTERNATIONAL N.V. GENERAL MEETING OF SHAREHOLDERS

Thursday 19 May 2022 at 2:30 p.m.
Artemis Hotel Amsterdam
John M. Keynesplein 2
1066 EP Amsterdam

AGENDA

1. Opening
2. Report of the Board of Directors for the financial year 2021 (for information)
3. Remuneration policy (advisory vote)
4. Discussion and adoption of the annual accounts for the financial year 2021 (voting item)
5. Approval of the Board of Director's management in 2021 and discharge from liability of the members of the Board of Directors (voting item)
6. Approval of the Supervisory Board's supervision in 2021 and discharge from liability of the members of the Supervisory Board (voting item)
7. Reserves and dividend policy (for discussion)
8. Approval of the profit appropriation and proposal for the payment of dividend (voting item)
9. Corporate governance (for discussion)
10. Proposal to reappoint Mr P.A. de Laat as member of the Board of Directors (voting item)
11. Proposal to reappoint the external auditor (voting item)
12. Any other business
13. Closing

Below you will find explanatory comments to items 3, 8, 9 ,10 and 11 of the agenda.

EXPLANATORY COMMENTS TO THE AGENDA

Item 3

A specification of the remuneration as meant in Article 2:135b paragraph 3 of the Dutch Civil Code is set out in the remuneration report available on the Company's website: www.brunelinternational.net. In accordance with the provisions of Article 2:135b paragraph 2 of the Dutch Civil Code, the remuneration report is submitted to the General Meeting for advisory vote.

Item 8

The Board of Directors proposes to pay cash dividend on the profit recorded in the annual accounts, to the amount of € 0.45 per ordinary share with a nominal value of € 0.03. The remainder of the profit will be added to the general reserve.

Item 9

Pages 83 et seq. of the annual report 2021 set out the main principles of the corporate governance structure of the Company and is described to what extent the Company complies with the best practice provisions of the Dutch corporate governance code and in case of non compliance, explains the degree of non-compliance and the reason there of. The corporate governance statement and information on the corporate governance structure of the Company is also available on the Company's website: www.brunelinternational.net.

Item 10

Mr P.A. (Peter) de Laat was appointed as member of the Board of Directors in May 2014.

Based on his contribution to the Board of Directors as shown in his previous terms as Chief Financial Officer, the Supervisory Board proposes to a reappoint Mr. P.A. de Laat as a member of the Board of Directors with effect from May 19, 2022 for a period that ends at the closing of the Annual General Meeting of Shareholders of 2026.

Mr De Laat was born in 1972 and has the Dutch nationality.

After having obtained his Master Degree in Business Economics, Mr De Laat worked for 16 years with Deloitte Accountants and was amongst others member of the team responsible for the audit of Brunel. In 2012, Mr De Laat joined Brunel.
Mr De Laat, chartered accountant, has extensive expertise and experience in the areas of financial policy, strategy, business economics and finance. His extensive knowledge of and experience with the Brunel business makes him an excellent candidate for the Board of Directors.

As per date, Mr De Laat owns 15,000 Brunel International N.V. shares.

Item 11

It is proposed to appoint PricewaterhouseCoopers Accountants N.V. as auditor, charged, in accordance with Section 393 of Book 2 of the Dutch Civil Code, with the examination of the Company's annual accounts for the financial year 2022.