AGENDA WITH NOTES

General Meeting of Shareholders
Brunel International N.V. (the "Company")

Thursday 16 May 2024 at 2:30 p.m.
B. Amsterdam, Building B.3
Johan Huizingalaan 400
1066 JS Amsterdam

AGENDA

1. Opening
2. Report of the Board of Directors for the financial year 2023 (for discussion)
3. Implementation of the remuneration policy (advisory vote)
4. Discussion and adoption of the annual accounts for the financial year 2023 (voting item)
5. Approval of the Board of Director's management in 2023 and discharge from liability of the members of the Board of Directors (voting item)
6. Approval of the Supervisory Board's supervision in 2023 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. Authorisation of the Board of Directors to purchase own shares in the Company's capital (voting item)
10. Corporate governance (for discussion)
11. Proposal to appoint Ms M.G. Kleinsman as member of the Supervisory Board (voting item)
12. Proposal to appoint the external auditor (voting item)
13. Any other business
14. Close

You will find explanatory comments to items 3, 8, 9, 10, 11 and 12 of the agenda below.

EXPLANATORY COMMENTS TO THE AGENDA

Item 3

The Supervisory Board has explained the implementation remuneration policy pursued in the year under review in the remuneration report 2023. The remuneration report is included in the 2023 annual report on page 106 et seq., which can be found on the Company's website www.brunelinternational.net. In accordance with the statutory obligations, the implementation of the remuneration policy has been put on the agenda for an 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 € 0.55 per ordinary share with a nominal value of € 0.03. The remainder of the profit will be added to the general reserve.

Item 9

In order to be able to comply with the requirements of the employee share plans, it is proposed that the Board of Directors be authorised for a period of eighteen months (starting on 16 May 2024 and ending on 15 November 2025) to acquire shares in the Company's capital, representing maximum 10% of the issued capital, and within the statutory limits, be it by means of stock market purchases or in any other way, at prices lying within the bandwidth of 10% above and 10% below the Euronext Amsterdam opening price for the Company's shares on the day of the purchase or, in default thereof, the most recent prices registered.

Item 10

At pages 76 et seq. of the annual report 2023 the main principles of the corporate governance structure of the Company are set out 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 thereof. 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 11

The Supervisory Board proposes to appoint Ms M.G. (Margret) Kleinsman as member of the Supervisory Board effective 16 May 2024 for a period ending on the close of the Annual General Meeting of Shareholders to be held in 2028.

Margret Kleinsman meets the profile as formulated by the Supervisory Board and the independence criteria set out in the Dutch corporate governance code. She has extensive finance and general management knowledge and experience. She worked for AkzoNobel until 2014 where she filled a variety of roles and worked very internationally. In her last role at AkzoNobel she was based in the US. Margret Kleinsman was appointed CFO of Holland Colours N.V. in 2014, until she started in her position of CFO of Royal Agrifirm Group in 2020.
The Board of Directors fully supports the proposal to appoint Ms Kleinsman as member of the Supervisory Board of the Company.

Details of the candidate pursuant to Section 142 of Book 2 of the Dutch Civil Code, regarding the proposed appointment:

Name:	Ms Margret Kleinsman (1963)
Nationality:	Dutch
Other appointments:	Member of the Supervisory Board of Avantium N.V.
Brunel shares and/ or options:	none

Item 12

It is proposed to appoint Ernst & Young Accountants LLP (EY) 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 2024.