

## ANNUAL GENERAL MEETING OF SHAREHOLDERS BRUNEL INTERNATIONAL N.V. ( THE “COMPANY”)

Thursday May 21, 2026 at 2:30 p.m. CEST  
 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 2025 (for discussion)
3. Implementation of the remuneration policy (advisory vote)
4. Discussion and adoption of the annual accounts for the financial year 2025 (voting item)
5. Approval of the Board of Directors' management in 2025 and discharge from liability of the members of the Board of Directors (voting item)
6. Approval of the Supervisory Board's supervision in 2025 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)
- 9a. Designation of the Board of Directors as the body authorised to issue shares (voting item)
- 9b. Designation of the Board of Directors as the body authorised to limit or exclude the pre-emption right in the issue of shares (voting item)
10. Authorisation of the Board of Directors to purchase own shares in the Company's capital (voting item)
11. Corporate governance (for discussion)
12. Proposal to reappoint Mr P.A. de Laat as member of the Board of Directors (voting item)
13. Proposal to appoint Mr A. Gerlofs as member of the Supervisory Board (voting item)
- 14a. Proposal to reappoint the external auditor (voting item)
- 14b. Proposal to reappoint the auditor in connection with the assurance engagement of the sustainability report (voting item)
15. Any other business
16. Close

You will find explanatory notes to items 3 and 8 through 14 of the agenda below and overleaf.

### EXPLANATORY NOTES TO THE AGENDA

#### Item 3

The Supervisory Board has explained the implementation remuneration policy pursued in the year under review in the remuneration report 2025. The remuneration report is included in the 2025 annual report on page 136 et seq., which can be found on the Company's website [www.brunelinternational.net](http://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.

€0.35 per share. The remainder of the profit will be added to the general reserve.

#### Item 9

It is proposed to designate the Board of Directors for a period of eighteen months (starting on May 21, 2026 and ending on November 20, 2027) as the body authorised to

- a. resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares, up to 5% of the number of ordinary shares issued immediately preceding the moment when such resolution was passed, and
- b. to limit or exclude the pre-emption right to which shareholders are entitled upon the issue of ordinary shares under the Articles of Association, or to grant rights to subscribe for ordinary shares as referred to in a. above.

#### Item 8

The Board of Directors proposes to distribute, out of the profit shown in the financial statements, a cash dividend of €0.06 per ordinary share with a nominal value of €0.03, supplemented by a super-dividend of €0.29 per share. The total proposed distribution therefore amounts to

## Item 10

It is proposed that the Board of Directors be authorised for a period of eighteen months (starting on May 21, 2026 and ending on November 20, 2027) 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 11

At pages 98 et seq. of the annual report 2025 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](http://www.brunelinternational.net).

## Item 12

In accordance with Article 14 of the Articles of Association of the Company, the Supervisory Board submits a binding nomination to the Annual General Meeting of Shareholders to reappoint Mr P.A. (Peter) de Laat as a member of the Board of Directors, effective May 21, 2026, for a term ending on the day of the Annual General Meeting of Shareholders to be held in 2030.

Mr De Laat was appointed to the Executive Board in 2014. Based on his proven contribution during previous terms as Chief Financial Officer and, since 1 October 2024, as Chief Executive Officer, the Supervisory Board proposes his reappointment. The Supervisory Board values his stable and results-oriented leadership, his commitment to the further development of the organisation, and his contribution to the execution of the Company's strategic direction. His broad experience within Brunel and his thorough knowledge of the Company's international operations support the desired continuity in leadership.

Mr De Laat was born in 1972 and holds Dutch nationality. After studying business economics, he worked for sixteen years at Deloitte Accountants, where he was involved, among other things, in the audit of Brunel. He has been employed by Brunel since 2012. He has extensive experience within the Company and an in-depth understanding of the organisation and the sector, which

provides a solid foundation for his role on the Executive Board.

Mr De Laat holds 35,000 shares in Brunel International N.V.

## Item 13

The Supervisory Board, in accordance with Article 17 of the Articles of Association of the Company, nominates Mr A. (Anko) Gerlofs for appointment as a member of the Supervisory Board. The appointment is proposed to take effect on 21 May 2026 for a term ending on the day on which the annual General Meeting of Shareholders in 2030 will be held.

Mr Gerlofs (born 1971, Dutch nationality) has extensive experience in investment analysis, business valuation, portfolio management and financial policy. He is the chair of the investment committee of Noverhead Holding S.à r.l., the Company's major shareholder. He has held senior positions at Van Lanschot Bankiers and Kempen & Co in the Investment Banking division, and is also a member of the Advisory Board of Captin B.V.

The Supervisory Board considers it important that its composition reflects a balanced range of expertise and backgrounds. The Supervisory Board is of the opinion that his expertise, professional experience, substantive knowledge and insight into long-term value creation, strategy and governance provide a valuable addition to the collective profile of the Board.

If appointed, Mr Gerlofs will not qualify as independent within the meaning of the Dutch Corporate Governance Code.

Mr Gerlofs does not hold any shares in Brunel International N.V.

## Item 14

EY Accountants B.V. ("EY") was appointed as the external auditor for the Company's financial reporting by the General Meeting of Shareholders in May 2025 for a period of two years and has therefore already been appointed for the audit of the 2026 financial year. The Supervisory Board proposes that EY be:

- a. reappointed as external auditor and engaged to audit the financial statements for the 2027 financial year;
- b. reappointed as auditor to perform a limited assurance engagement on the 2027 sustainability report.