



Shareholders meeting

Agenda & Explanatory notes

This Annual General Meeting of shareholders ("AGM") will take place on February 4th, 2021 at 2:00pm CET.

The notice, the complete agenda and the explanatory notes thereto, the minutes referred to in agenda item 2 and the annual report 2019 are available for inspection and can be acquired at no costs at our office. These documents can also be downloaded from the website of the Company (www.dgb.earth).

Hardenberg, December 24th 2020



Agenda & Explanatory notes

1. Opening and announcements

2. Approval Minutes of the Extraordinary General Meeting of shareholders of 4 September 2020 (Voting Item)

The minutes of the Extraordinary General Meeting of shareholders of 4 September 2019 are available on the website of the Company (www.dgb.earth).

3. Annual report 2019 – including Corporate Governance (Discussion Item)

Consideration of the annual report by the Board of Directors for the 2019 financial year.

In accordance with the principles of the Dutch Corporate Governance Code, the Company's approach to the implementation of the Dutch Corporate Governance Code as set out in the annual report is tabled for discussion at the AGM. The Company applies the Dutch Corporate Governance Code with certain deviations, which together with the reasons for those deviations, are set out in the annual report 2019. The annual report 2019 can be downloaded from the website of the Company (www.dgb.earth).

4. Adoption of annual accounts 2019 (Voting Item)

As announced on 23 November 2020, the Board of Directors of DGB considers it important to inform shareholders of the content of the annual report and annual accounts, although the 2019 annual accounts have not (yet) been provided with an auditor's report.

As announced on 20 November 2020, DGB and its external auditor have decided in joint consultation and by mutual consent to terminate the assignment to audit DGB's 2019 annual accounts. It is proposed to adopt the unaudited annual accounts for the 2019 financial year as drawn up by the Board of Directors.



5. Allocation of results (Discussion Item)

The loss for the financial year 2019 has been charged against the retained earnings.

6. Discharge of the members of the Board of Directors

It is proposed that the Executive Director and the Non-Executive Directors in office in the 2019 financial year be discharged for the fulfilment of their tasks in the 2019 financial year, insofar as such tasks are apparent from the annual accounts and on the basis of the information otherwise provided to the shareholders.

- a. Mark Logtenberg **(Voting Item)**
- b. Raymond van Riele **(Voting Item)**
- c. Leo Verheijen **(Voting Item)**
- d. Selwyn Duijvestijn **(Voting Item)**

7. Global Reforestation project (Discussion Item / Presentation)

The scale of global reforestation that needs to be undertaken in the coming years is almost unimaginable but it represents an exciting opportunity for the capital markets and for private individuals. DGB presents its shareholders with a business strategy to solve the very practical and real challenges of man's symbiosis and relationship with trees to harness free market forces and the access to capital needed to rapidly accelerate the reforestation of earth. The potential yields that have come into view recently that allow a public company to deliver exceptional yields to its investors are extremely interesting and will provide many years of future growth for DGB.



8. Distribution of special dividend (Voting Item)

As announced on 14 July 2020, as part of the management buyout by the previous Board of Directors, the shareholders of DGB have the opportunity to vote in favour of an (interim) distribution of EUR 0.62 per Share (before withholding dividend tax), with the exception of the Shares held by DGB and the dissolution of DGB Group.

As announced on 10 September 2020, the current Board of Directors believes, after careful consideration of the strategic, economic and financial aspects for all stakeholders involved, that long-term value creation for shareholders can be better safeguarded if DGB remains a public company with activities in the sustainable sector, including the Global Reforestation project (Agenda Item 7). The Board of Directors therefore wishes to present an alternative to the distribution of a special dividend (as further described in Agenda Items 7, 9, 10 and 11).

9. Implementation of Protective Measures (Discussion Item / Presentation)*

During the AGM on 26 April 2019, the General Meeting voted in favour of putting in place a new structure with certain protective measures to safeguard DGB from hostile bidders. DGB intends to implement such protective measures within the next 12 months, which include setting up a new foundation organised under Dutch law. Mr. D.J. Mappin and Ms. I. Kudrenok - Mappin will be respectively Chairman of the Board and Board Member of this Supervisory Board of such foundation.



a. John Mappin

John Mappin is a private businessman. John with his wife Irina, through good friends in Washington DC was one of the earliest and primary champions for the Presidential support of the Trillion Tree Global reforestation initiative that was announced in Davos, Switzerland on 21st January 2020 and of the Establishing the One Trillion Trees Interagency Council on October 16th 2020¹.

b. Irina Kudrenok - Mappin

Irina Kudrenok-Mappin is an international business woman and private investor. The Kudrenok family originates from Russia, Belarus and Tatarstan. Irina was born in Nur-Sultan, Kazakhstan during the Soviet Union and learned her leadership traditions from her family.

10. Delegation to the Board of Directors of the powers to (a) issue, and grant rights to subscribe for, shares in the capital of the Company up to a maximum aggregate issuance price of EUR 25,000,000; and (b) restrict or exclude the pre-emptive rights in connection with such issue of, or grant of rights to subscribe for shares in the capital of the Company, each for a period of 5 years from the date of the AGM (Voting Item)*

Proposal to delegate to the Board of Directors of the powers to (a) issue, and grant rights to subscribe for, shares in the capital of the Company up to a maximum aggregate issuance price of EUR [25,000,000]; and (b) restrict or exclude the pre-emptive rights in connection with such issue of, or grant of rights to subscribe for shares in the capital of the Company, each for a period of 5 years from the date of the AGM.

¹ President Trump Signs One Trillion Trees Executive Order, Promoting Conservation and Regeneration of Our Nation's Forests:
<https://www.whitehouse.gov/articles/president-trump-signs-one-trillion-trees-executive-order-promoting-conservation-regeneration-nations-forests/>



The Board of Directors considers it desirable to be able to react in a timely manner when certain opportunities that need the issuance of shares or granting of rights to subscribe for shares arise.

Therefore the Board of Directors proposes that this authority to issue shares and grant rights to subscribe for shares is delegated to it.

11. Delegation to the Board of Directors, for a period of 18 months from the date of the AGM, of the power to acquire all 100 issued and outstanding 100 priority shares of the Company for a purchase price equal to their nominal value (Voting Item)*

The Board of Directors wishes to repurchase all issued and outstanding priority shares, which following the management buyout by the previous Board of Directors no longer serve a purpose.

12. Any other business

13. Closing

(*) These voting items are subject to the General Meeting voting against the Distribution of special dividend (Voting Item 8)