



Shareholders meeting

Notice

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



Notice

DGB Group N.V. invites its shareholders and other persons entitled to attend the AGM. The meeting will be held on February 4th, 2021 at 2:00pm CET.

In view of the COVID-19 outbreak and the measures to combat it, DGB has decided to take a number of further measures with regard to its AGM. DGB calls on its shareholders not to attend the meeting in person. DGB believes that physical presence at the shareholders' meeting involves unnecessary health risks for shareholders and staff, and is contrary to the guidelines of the Dutch government on the combatting of COVID-19. It therefore urgently advises and calls upon its shareholders to use the alternative options that DGB offers to participate in the meeting remotely.

Shareholders can follow the AGM remotely via a live video link (webcast), which can be found at the company website (www.dgb.earth). The meeting will start at 2:00 PM CET.

DGB will always follow the instructions of competent authorities with regard to the shareholders' meeting and reserves the right to change the structure of the meeting or to postpone the meeting.

Language

The AGM will be held in English. Questions at the AGM can be asked in Dutch and will be answered in Dutch.

Registration

Pursuant to the provisions of the law, persons entitled to attend and vote at the AGM are persons who (i) on 7 January 2021 (the 'Registration date'), after processing all credits and debits as of that date, are registered as such in one of the registers listed below and (ii) have been registered to participate in the AGM in accordance with the procedure described below.



DGB has designated as register or sub-register (i) the shareholders register of DGB Group and (ii) the administrations of the intermediaries as defined in the Securities Giro Transactions Act (“Intermediaries”), showing the persons entitled to the shares in the company as of the Registration Date.

Shareholders who intend to attend the meeting can, through the intermediary where their shares are administered, apply for a registration certificate. This registration certificate will serve as proof of entry. If you or your principal is not in possession of the registration certificate on time, you must identify yourself with a valid identity document before the start of the meeting.

For bearer shares, designated sub-registers are the administrations on the Registration Date of the intermediaries affiliated to Euroclear Nederland within the meaning of the Giro Securities Transactions Act. The shareholders register of the Company has been designated as a (sub) register for registered shares.

Intermediaries must provide DGB with a statement no later than the Registration Date stating the number of shares held by the relevant shareholder and submitted for registration. The shareholder will receive a statement via his intermediary of the number of shares registered in his name for registration, which also serves as an admission ticket for the Meeting. The number of shares for which the shareholder can vote is stated on the registration list. The shareholder (or his proxy) may be requested to identify himself before the start of the AGM with valid identification. After checking with the information stated on the registration list, access to the AGM is granted.

Notification

Shareholders who wish to attend the AGM, either in person or by proxy, must notify Investor Relations department, Lange Spruit 1a, 7773 NE, Amsterdam or by facsimile: +31(0)208080825 or by email: ir@dgb.earth) ultimately by 17.00 hours CET on 28 January 2021.



Access to the AGM

Access registration takes place from 1:45 pm CET until the start of the AGM at 2:00 pm CET. After this time, registration is no longer possible. Persons with meeting rights must show a valid ticket for the AGM. Before being admitted to the meeting, persons entitled to attend the meeting must identify themselves with a valid ID (such as passport or driver's license).

Voting by proxy via the Internet

Shareholders who do not wish to attend the meeting in person can grant a proxy to a third party to be designated by the shareholder concerned to be present at the Meeting and to vote on behalf of the shareholder, or to the chairman of the Board of Directors of the meeting.

In order to issue a proxy and voting instructions, the shareholder must (a) have registered his shares as mentioned above and (b) have submitted the fully completed and signed proxy (with or without voting instructions) no later than the Registration Date. For the proxy (whether or not with voting instructions), use the form that is available on the website of the Company. Holders of non-listed shares can register in the manner stated in the convening notice sent to them.

Shareholders who do not wish to attend the meeting in person can also have themselves represented by a person to be designated by DGB Group and electronically submit a proxy and voting instructions via ir@dgb.earth. All proxy votes must be received ultimately by 17.00 hours CET on 28 January 2021.

Shareholder capital

On the day of this notice, there are 11,400,349 ordinary shares in the issued capital. 4,052,175 shares have been listed on Euronext, 2,249,999 shares are held by the company itself and there are 100 priority shares. No preference shares have been issued. One vote can be cast on each share.