

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MKB NEDSENSE N.V.

The extraordinary general meeting of shareholders (the "**EGM**") of MKB Nedsense N.V. (the "**Company**") will be held on Thursday 23 October 2025 at 09:00 CEST. The EGM will be held at Amersfoortsestraatweg 27, 1401 CV Bussum (Hotel NH Bussum Jan Tabak).

Capitalized terms not defined herein have the meaning ascribed thereto in the agenda and shareholders circular, as published on the Company's website (www.nedsense.nl).

AGENDA

Agenda item 1: Opening and announcements

Agenda item 2: Proposal to approve the related proposals to the Asset Sale and repurchase of Class A Shares, as part of the Reverse Listing, subject to the adoption of the Proposed Reversed Listing Resolution (*voting item*)

- (a) Approval of the Asset Sale; and
- (b) Repurchase of Class A Shares from Value8,

(together the "**Asset Sale Resolution**").

Agenda item 3: Proposal to approve all other related proposals to the Reverse Listing, subject to the adoption of the Asset Sale Resolution (*voting item*)

- (a) Approval of the Reverse Listing;
- (b) First amendment of the Articles of Association regarding the implementation of the Share Conversion and Share Consolidation;
- (c) Second amendment of the Articles of Association regarding the implementation of the Post-Reverse Listing Governance;
- (d) Third amendment of the Articles of Association regarding the decrease of the Company's share capital;
- (e) Authorization of each lawyer, (candidate) civil law notary and paralegal working at De Brauw Blackstone Westbroek N.V. to execute the Deeds of Amendment;
- (f) Payment from the Company's share premium reserves of the increase of the nominal value of the Shares due to the Share Consolidation;

- (g) Appointment of Khing D. Oei as sole Managing Director and Willem Meijer, Dorothee van Vredenburg and Marcel Jongmans as Supervisory Directors, subject to and effective as of the Effective Time;
- (h) Acceptance of the resignation of the current Managing Director and Supervisory Director and granting full discharge from liability in respect of their duties towards the Company in accordance with Dutch law up to the moment of their resignations becoming effective;
- (i) Adoption of the remuneration policy for the Management Board, and approving the remuneration in the form of Performance Share Units or Restricted Share Units set out therein, effective as of the Effective Time;
- (j) Adoption of the remuneration policy for the Supervisory Board, and approving the remuneration in the form of Restricted Share Units set out therein, effective as of the Effective Time;
- (k) Approval to make use of the Mandatory Bid Exemption for Winklevoss Treasury Investments, LLC in respect of the implementation of the Reverse Listing;
- (l) Authorization of the Management Board to issue Shares or grant rights to subscribe for Shares up to the Company's authorized share capital for a period of up to five years, subject to and effective as of execution of the Deed of Amendment implementing the Post-Reverse Listing Governance;
- (m) Authorization of the Management Board to limit or exclude pre-emptive rights when issuing Shares or granting rights to subscribe for Shares, pursuant to agenda item 3(l), for a period of up to five years, subject to and effective as of execution of the Deed of Amendment implementing the Post-Reverse Listing Governance;
- (n) Authorization of the Management Board to repurchase Shares as of the Effective Time;
- (o) Cancellation of repurchased Shares; and
- (p) Appointment of GCP Auditors Ltd. as the external auditor with respect to the financial statements for the financial year 2025,

(together the "**Proposed Reverse Listing Resolution**").

Agenda item 4: The Company's reservation and dividend policy, following the Effective Time (*discussion item*)

Agenda item 5: Change of the Company's corporate governance structure following the Effective Time (*discussion item*)

Agenda item 6: Closure of the meeting.

EGM DOCUMENTS

This notice, the agenda and shareholders' circular, the form of proxy and other documents relevant for the EGM are available on the Company's website (www.nedsense.nl) and at the Company's offices (Brediusweg 33, 1401AB Bussum, the Netherlands) for shareholders and other persons entitled to attend the EGM. The EGM documents, excluding the text of the proposed amendments of the Company's articles of association (the "**Articles of Association**"), are exclusively available in the English language.

The agenda for the EGM includes as agenda item 3(b), a total of three amendments of the Articles of Association. A draft notarial deed of amendment, available in both the official Dutch language and an unofficial English translation, is available for each proposed amendment of the Articles of Association. These documents can be accessed on the Company's website (www.nedsense.nl) and at the offices of the Company until the close of the EGM, in accordance with article 2:123 paragraph 2 of the Dutch Civil Code. In addition, shareholders will have the opportunity to receive a copy of each proposed amendment of the Articles of Association, free of charge, in accordance with article 2:123 paragraph 3 of the Dutch Civil Code and article 50.2 of the current Articles of Association.

Procedure for participating in the EGM

Record date

The record date for the EGM is Thursday 25 September 2025 (the "**Record Date**"), which is twenty-eight days prior to the EGM as per article 2:119 paragraph 2 of the Dutch Civil Code. The persons entitled to attend the EGM and vote, or grant a proxy to vote, on the agenda items of the EGM are those who: (i) are listed on the Record Date in the Company's shareholders' register, or, if it concerns shares included in the giro system as referred to in the Dutch Securities Giro Transactions Act (*Wet giraal effectenverkeer*) ("**Wge**"), in the register maintained for that purpose by the relevant intermediary as referred to in the Wge (the "**Intermediary**"), after processing of all entries and deletions as of that date, regardless of whether the shares are still held by such holders at the date of the EGM and (ii) have registered for the EGM in accordance with the procedure set out below.

Holders of ordinary shares (through the giro system)

Shareholders whose shares are included in the giro system as referred to in the Wge and who wish to attend the EGM and vote on the agenda items of the EGM, may register themselves or through their Intermediary with ABN AMRO Bank N.V. ("**ABN AMRO**"). Registration can be completed via ABN AMRO's electronic platform at: <https://corporatebroking.abnamro.com/shareholder>. Applications must be received by Thursday 16 October 2025, no later than 17:30 CEST. Intermediaries are required to

provide an electronic declaration to ABN AMRO, which must be received by Friday 17 October 2025, no later than 11:30 CEST. This declaration should specify the number of shares held by the respective shareholders on the Record Date and the number of shares for which registration for the EGM is requested. Additionally, Intermediaries must include the full address of the shareholders in the declaration to ensure efficient verification of share ownership on the Record Date.

Holders of registered shares

Holders of registered shares who wish to attend the EGM and vote on the agenda items of the EGM, may register themselves by contacting the Company. Applications must be received by Thursday 16 October 2025, no later than 17:30 CEST.

Other persons with meeting rights

The above procedure also applies to other persons entitled to attend the EGM and vote on the agenda items of the EGM.

Voting by proxy

Without prejudice to the provisions above regarding registration for the EGM, shareholders who do not wish to attend the EGM in person, but still wish to participate in the decision-making process may grant:

- (a) an electronic proxy, including any voting instructions, to vote on the agenda items of the EGM, in accordance with the instructions provided at <https://corporatebroking.abnamro.com/shareholder>; or
- (b) a written proxy, in accordance with the proxy form published on the on the Company's website (www.nedsense.nl).

Proxies and voting instructions must be received by Thursday 16 October 2025, no later than 17:30 CEST.

Admission to the EGM

Shareholders who wish to attend the EGM in person and have registered themselves or through their Intermediary as described above, will subsequently receive a confirmation of registration, including registration number by email. The registration number will give shareholders entrance to the EGM. Shareholders or their proxies will be requested to identify themselves by means of a valid identification document prior to the EGM.

Questions about the agenda items

To ensure the orderly conduct of the EGM, shareholders who have registered themselves or through their Intermediary as described above and have five or more questions are

invited to submit their questions via email to info@mkbnedsense.nl. Questions should be submitted no later than 48 hours prior to the EGM. Questions submitted in a timely manner will be addressed no later than during the EGM and may be addressed thematically. The chairperson of the EGM may implement additional measures to maintain order during the EGM.