



**AGENDA AND EXPLANATORY NOTES OF
THE EXTRAORDINARY GENERAL MEETING OF
ARISTON HOLDING N.V.**

Agenda and explanatory notes for the extraordinary general meeting of shareholders (the **EGM**) of Ariston Holding N.V. (the **Company**), having its official seat in Amsterdam, the Netherlands, to take place on **27 July 2023, at 12:00 CEST**, at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands. The language of the meeting will be English.

AGENDA

The EGM agenda includes the following items:

1. Opening
2. Appointment of Maurizio Brusadelli as executive director of the Company (*voting item*)
3. Appointment of Laurent Jacquemin as non-executive director of the Company (*voting item*)
4. Closing

EXPLANATORY NOTES TO THE AGENDA

1. Opening

The EGM will be opened by Paolo Merloni (executive chair of the Company) (the **Chairman**) in accordance with article 25.1 of the Company's articles of association dated 19 December 2022 (the **Articles of Association**).

2. Appointment of Maurizio Brusadelli as executive director of the Company (*voting item*)

On 3 May 2023 it was announced that Laurent Jacquemin will be stepping down as executive director and chief executive officer of the Company effective as of the appointment of Maurizio Brusadelli as executive director of the Company. The Board has identified Maurizio Brusadelli as a suitable successor of Laurent Jacquemin as chief executive officer of the Company. Maurizio Brusadelli brings professional, managerial and human skills to the Company as demonstrated in his long career. Maurizio Brusadelli will join Ariston Group as General Manager as of 10 July 2023.

Name:	Maurizio Brusadelli
Age:	55
Nationality:	Italian
Current position:	EVP & President Asia Pacific at Mondelēz International
Other positions and directorships:	N/A
Number of Company shares held:	0

Please find below a short *curriculum vitae* of Maurizio Brusadelli.



Mondelēz International (formerly Kraft Foods)

In 1993 he joined Kraft Foods Italia, working in various positions at Marketing and becoming Marketing Manager in 1999. He took on the leadership on Italian Marketing and Sales in 2002.

In 2006 he became Category Director for Philadelphia in Europe; three years later, in 2009, he relocated to Spain where he was appointed Vice-President and Managing Director of Kraft Foods Iberia. Later, in 2010, he moved to Zurich to lead the Gum and Candy category for the European region.

In 2012 he took on a new role as President of UK, Ireland and Nordics operations, headquartered in London; in 2014 he relocated to Singapore for the next step of his career, a role as President of Markets and Sales, Asia-Pacific.

Since 2016 he serves as Executive Vice-President and President Asia-Pacific, Middle East and Africa, an area encompassing the majority of the world's population across 70 markets. He is a member of the global management team and supervises Global Procurement.

He holds a degree in Business and Economics from Bocconi University, Milan and is a Chartered Accountant. He is fluent in Italian, English and Spanish.

For an overview of the proposed key terms of engagement please refer to the key terms overview as attached to the EGM Notice.

On 3 May 2023, the Board has made a binding nomination pursuant to which it recommends to the General Meeting to appoint Maurizio Brusadelli as executive director of the Company for a term ending immediately after the annual General Meeting to be held in 2026.

3. Appointment of Laurent Jacquemin as non-executive director of the Company (voting item)

Following Laurent Jacquemin's dismissal as executive director of the Company, the Board wishes to request the General Meeting to appoint Laurent Jacquemin as non-executive director of the Company pursuant to the binding nomination of the Board, for a term ending immediately after the annual General Meeting to be held in 2026.

Name:	Laurent Jacquemin
Age:	54
Nationality:	Belgian
Current position:	Executive director/CEO of Ariston Group
Other positions and directorships:	N/A
Number of Company shares held:	309,090 ordinary shares

Laurent Jacquemin will not be considered as independent in the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code, since he has been an executive director of the Company within five years prior to his appointment as non-executive director of the Company.

The remuneration of Laurent Jacquemin will be in line with the Company's remuneration policy, as adopted by the General Meeting pursuant to article 18.14 of the Articles of Association on 4 May 2023. Non-executive directors of the Company each receive an annual fixed fee of EUR 50,000 gross and do not receive any variable remuneration. The chair of each committee receives a committee fee of EUR 20,000 gross and the other members of each Board committee receive a committee fee of EUR 10,000 gross. For more information, please refer to paragraph 5 of the Company's remuneration policy.

4. Closing

The Chairman will close the EGM.