

HenriPay Holding N.V.

with its registered office in Amsterdam, the Netherlands, KVK Nummer: 7971027, business address Dr. Holtropaan 19, 5652 XR Eindhoven, the Netherlands

Annual General Meeting

The shareholders of HenriPay Holding N.V. (the "Company") are hereby invited to attend the Annual General Meeting of the Company. The meeting will take place on 18 July 2025 at De Lairesestraat 20, 1071 PA Amsterdam, the Netherlands, at the offices of Schut van Os Notarissen at 14:00 and will be held in English.

The agenda for the meeting is as follows:

A. Opening & preliminary remarks

B. Presentation of the annual financial statements and report of the Supervisory Board for the financial year ended 31 December 2024

C. Resolutions relating to the annual financial statements for the financial year ended 31 December 2024

- a. Proposal to approve the annual financial statements (jaarrekening) and the management report (bestuursverslag) of the company for the financial year ended 31 December 2024, which are drawn up in English (voting item 1).
- b. Proposal to adopt the annual financial statements of the company for the financial year ended 31 December 2024 (voting item 2).
- c. Proposal for the appropriation of earnings for the financial year ended 31 December 2024 (voting item 3)

D. Resolution on discharge

- a. Proposal to discharge the Executive Board (bestuur) for the performance of its duties during the financial year ended 31 December 2024 (voting item 4).
- b. Proposal to discharge the Supervisory Board (raad van commissarissen) for the performance of its duties during the financial year ended 31 December 2024 (voting item 5).

E. Resolution on Authorized Capital Increase and Related Measures

The following resolutions are proposed for adoption by the General Meeting of Shareholders:

- a. To authorize the Management Board, with the approval of the Priority Body, to increase the company's share capital, either in one or more tranches, by up to EUR 2,500,000 through the issuance of up to 250,000,000 new shares, each with a nominal value of EUR 0.01. This authorization shall be valid for a period of five (5) years, starting on the date of this General Meeting. (voting item 6)
- b. To grant the Management Board – also with the approval of the Priority Body – the authority to exclude or restrict the pre-emptive rights of existing shareholders in connection with the issuance of new shares, in accordance with Article 2:96a paragraph 6 of the Dutch Civil Code (Burgerlijk Wetboek). (voting item 7)
- c. To amend the Articles of Association accordingly once or as often as necessary in order to reflect the authorized capital and the powers of the Management Board relating to the issuance of shares and the exclusion of pre-emptive rights, as set out in this resolution. (voting item 8)

F. Miscellaneous

The agenda and the explanatory notes will be available for inspection from the date of this announcement until the end of the Annual General Meeting at the company's administrative office, Dr. Holtropaan 19, 5652 XR Eindhoven, the Netherlands, and in the Investor Relations section of the company's website <https://henripayholding.com/>

Shareholders, who wish to attend the meeting, are requested to register via their bank or stockbroker at HenriPay Holding N.V., Dr. Holtropaan 19, 5652 XR Eindhoven, the Netherlands or directly via mainitz@henripay.com and to submit a confirmation that their shares have been registered in their name. The written confirmation must be received by HenriPay Holding N.V. by 16 July 2025, 14:00 at the latest.

Shareholders will receive a registration certificate (deposit confirmation) together with the deposit number by e-mail or post. Shareholders will be admitted to the meeting if they present the number of their deposit certificate, which serves as identification when registering. Each shareholder may appoint a proxy to attend the Annual General Meeting on their behalf by granting them such a right in a written authorisation. Authorisation can be granted either by e-mail to the company (mainitz@henripay.com) or by a power of attorney on the reverse of the deposit number.

HenriPay Holding N.V.

Eindhoven, 3 July 2025

For the Supervisory Board

For the Executive Board

Michael Abele

Chairman of the Supervisory Board

Henri Broen

Chief Executive Officer

STATEMENT ON THE AGENDA AND RECOMMENDATION

Preliminary Remarks

Report of the Board of Directors for the financial year ended 31 December 2024.

The company's Board of Directors (bestuur) will give a presentation on the company's performance in the past financial year, ended 31 December 2024. Shareholders will then be invited to discuss this performance (as described in more detail in the company's annual financial statements).

The company presents its annual accounts for the financial year ended 31 December 2024. The annual financial statements, the report of the Board of Directors and other related information required by Article 2:392 of the Dutch Civil Code (Burgerlijk Wetboek, DCC) are available for inspection at the company's offices at Dr. Holtropaan 19, 5652 XR Eindhoven, the Netherlands, from the date of this notice until the end of the meeting as well as on the company's website at <https://henripayholding.com/hauptversammlung/>

Shareholders can request a printout of the documents free of charge.

Voting item 1

Pursuant to Article 2:391 of the Dutch Civil Code (Burgerlijk Wetboek, DCC), the management report of a Dutch company must be drawn up in Dutch, unless the General Meeting of Shareholders approves the use of another language. The Executive Board and the Supervisory Board propose to approve the annual financial statements (jaarrekening) and the management report (bestuursverslag) of the company, which are drawn up in English.

Voting item 2

Pursuant to Article 2:101 paragraph 3 of the Dutch Civil Code (DCC), the General Meeting is the corporate body authorized to adopt the company's statutory annual financial statements. In accordance with the company's articles of association, these may be prepared in Dutch or in an English translation. It is proposed that the shareholders adopt the statutory annual accounts of the company for the financial year ending 31 December 2024.

Voting item 3

Proposal for the appropriation of earnings for the financial year ended 31 December 2024.

The Executive Board and the Supervisory Board propose that the net loss of EUR 1,044,724 be carried forward to the new financial year.

Voting items 4 and 5

With these voting items, the actions of all current members of the Executive Board and the Supervisory Board are approved. The Executive Board and Supervisory Board propose that discharge be granted to the members of the Executive Board (bestuur), namely Henri Broen (CEO) and Carsten Mainitz (CFO), for the financial year ending 31 December 2024 ([voting item 4](#)). The Executive Board and Supervisory Board further propose that discharge be granted to the members of the Supervisory Board (raad van commissarissen), namely Michael Abele, Norbert Peschke, and Daniel Christ, for the financial year ending 31 December 2024 ([voting item 5](#)).

Voting items 6 to 8

The Company's currently issued share capital amounts to EUR 2,500,001 and is divided into 250,000,000 registered common shares with a nominal value of EUR 0.01 each. In addition, there is one priority share with a nominal value of EUR 1.00, which carries special voting rights. The Priority Body (consisting of the holders of this share) has, among other things, the right to approve or block the issuance of new shares.

The proposed authorization would allow the capital to be increased by a further EUR 2,500,000, so that the authorized capital would amount to EUR 5,000,001 in total, consisting of up to 500,000,000 common shares at EUR 0.01 each. The number of priority shares remains unchanged at one.

This authorization grants the Management Board flexibility in financing without the need to convene another General Meeting, for example, for capital raising, involving strategic partners, or executing acquisitions. The exclusion of pre-emptive rights is particularly important when a capital measure needs to be implemented on short notice or when specific new investors are to be included.

The Executive Board and the Supervisory Board propose to authorize the Management Board, with the approval of the Priority Body, to increase the company's share capital, either in one or more tranches, by up to EUR 2,500,000 through the issuance of up to 250,000,000 new shares, each with a nominal value of EUR 0.01. This authorization shall be valid for a period of five (5) years, starting on the date of this General Meeting (voting item 6).

The Executive Board and the Supervisory Board propose to grant the Management Board – also with the approval of the Priority Body – the authority to exclude or restrict the pre-emptive rights of existing shareholders in connection with the issuance of new shares, in accordance with Article 2:96a paragraph 6 of the Dutch Civil Code (Burgerlijk Wetboek). (voting item 7).

The Executive Board and the Supervisory Board propose to amend the Articles of Association once or as often as necessary accordingly to reflect the authorized capital, as set out in this resolution. (voting item 8).