

MINUTES OF
The Annual General Meeting (AGM) of
HENRIPAY HOLDING N.V.

HenriPay Holding N.V. (the “Company”) is a public company under Dutch law, having its corporate seat in Amsterdam, the Netherlands, with its business address Dr. Holtropaan 19, 5652 XR Eindhoven, the Netherlands (KVK no: 7971027). The AGM was held on 18 July 2025 at De Lairesestraat 20, 1071 PA Amsterdam, the Netherlands, at the offices of Schut van Os Notarissen at 14:00 (the “Meeting”).

Attendees:

1. Mr. Daniel Christ, Member of the Supervisory Board
2. Mr. Henri Broen, CEO of the Company (Minutes Secretary)
3. Mr. Carsten Mainitz, CFO of the Company (Chairman of the Meeting)
4. No other shareholders attended the AGM

Opening & preliminary remarks

The Company’s Articles of Association allow other persons to be appointed to chair the Meeting instead of the Chairman of the Supervisory Board. In accordance with this provision, Mr. Carsten Mainitz (CFO) chaired the Meeting.

After reading out the usual formalities, the Chairman of the Meeting opened the Meeting at 14:04h and noted that:

1. the notice and agenda were timely published via relevant media,
2. accordingly, the Meeting was convened and the agenda for the Meeting was prepared in accordance with the requirements of Article 16 of the Company’s Article of Association;
3. the Supervisory Board and the Management Board requested that the meeting is held in English;
4. 2,100,000 shares of the issued share capital of the Company were represented at the Meeting, representing 0.8% of the total issued share capital (250 million shares authorized for trading under ISIN: NL0015000NA2) of the Company.

Each share carries one vote, except for the 2,408,736 HB Holding N.V. shares that are owned by the Company (treasury shares). Furthermore, members of the Executive Board and Supervisory Board who are shareholders may not vote on their own discharge.

The Chairman of the Meeting concluded the agenda items. The agenda included the following aspects, most of which were voting items.

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 were 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 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 Chairman and the CEO informed the shareholders about the most important developments of the financial year ended 31 December 2024. Associated figures and results of the annual financial statements, both on a consolidated and company level were explained.

The key developments of the past financial year was the deconsolidation and disposal of the Real Estate and Construction activities. This enables the company to fully focus on its core FinTech business with scalable business models. In addition, a substantial deleveraging was successfully achieved.

In connection with the items on the agenda, the Chairman of the meeting made various explanations.

The Chairman of the Meeting then opened the general debate. As there were no questions raised, the chairman of the Meeting thus concluded the general debate.

He then called the following voting items to the ballot, which led to the aforementioned results.

Voting item 1: The Chairman puts the following to the vote: 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, as presented and discussed.

The proposal is adopted with all votes in favour, no abstentions and no votes against.

Voting item 2: The chairman puts the following to the vote: to adopt the annual financial statements of the company for the financial year ended 31 December 2024

The proposal is adopted with all votes in favour, no abstentions and no votes against.

Voting item 3: The chairman puts the following to the vote and that is the request to for the appropriation of earnings for the financial year ended 31 December 2024 amounting to minus 1,044,724 EUR from the Company's reserves.

Voting item 4: The chairman puts the following to the vote and that is the request to the shareholders to discharge all current members of the Management Board, by name Henri Broen (CEO) and Carsten Mainitz (CFO), for all actions regarding the financial year ending 31 December 2024.

The proposal is adopted with all relevant votes in favour, no abstentions and no votes against.

Voting item 5:

The chairman puts the following to the vote the request to the shareholders to discharge all members of the Supervisory Board, by name Michael Abele, Norbert Peschke and Daniel Christ, regarding liabilities for their actions regarding the financial year ending 31 December 2024.

The proposal is adopted with all relevant votes in favour, no abstentions and no votes against.

Voting item 6:

The chairman puts the following to the vote: the request 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

The proposal is adopted with all votes in favour, no abstentions and no votes against.

Voting item 7:

The chairman puts the following to the vote and that is the request to the shareholders 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)

The proposal is adopted with all votes in favour, no abstentions and no votes against.

Voting item 8:

The chairman puts the following to the vote and that is the request to the shareholders to amend the Articles of Association accordingly 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

The proposal is adopted with all votes in favour, no abstentions and no votes against.

The Chairman of the meeting states that all items on the agenda have been discussed and all voting items have been unanimously approved by the Meeting.

There being no further business, the chairman thanked all for their attendance and contributions and closed the meeting at 14.38h.

Amsterdam, 18 July 2025

Daniel Christ

Member of the Supervisory Board

Henri Broen

Chief Executive Officer

Carsten Mainitz

Chief Financial Officer