

**Explanatory notes to
the annual general meeting of
Palmbomen Cultuur Maatschappij Mopoli (Palmeraies De Mopoli) N.V.**

The shareholders of Palmbomen Cultuur Maatschappij Mopoli (Palmeraies De Mopoli) N.V. ("**Company**") are invited to the annual general meeting to be held on 17 December 2020 at 10:00 CET via Zoom ("**General Meeting**").

1. Conversion of bearer shares into registered shares (*discussion*)

The registers, designated for bearer shares, forming part of the collective depot (*verzameldepot*) ("**Collective Depot**"), are the registers administered by the institutions admitted to Euroclear Belgium (*aangesloten instellingen*) ("**Euroclear Registers**"). The register, designated for registered shares, is the shareholder register of the Company ("**Shareholder Register**").

Under the Dutch Act on the conversion of bearer shares (*Wet omzetting aandelen aan toonder*) ("**Dutch Conversion Act**"), ordinary bearer shares in the capital of the Company that were not held in the Collective Depot on 1 January 2020 were converted into registered shares by operation of law as from this date ("**Converted Shares**").

Holders of Converted Shares cannot exercise their shareholder rights (i.e. the right to attend general meetings, to vote at general meetings and to receive dividends) until they have handed over their share certificates to the Company, in consideration of which they will be included as shareholder in the Shareholder Register. To be entitled to attend and to vote at the General Meeting, holders of Converted Shares should hand over their share certificates to the Company no later than on the Record Date (as defined below). The Company encourages the shareholders to notify the Company of the intention to hand over their share certificates for Converted Shares by email to info.mopoli@mopoli.nl.

Converted Shares for which the share certificates are not handed over to the Company before 1 January 2021 will be acquired by the Company by operation of law and for no consideration. The Company may not repurchase or cancel these shares until 1 January 2026.

Shareholders who hand over their share certificates to the Company after 31 December 2020 but before 1 January 2026 are entitled to receive registered shares as replacement for their Converted Shares that were acquired by the Company. These shareholders are also entitled to receive dividends declared before (but not since) 1 January 2021, provided that their claims are not expired. A claim to receive dividends expires five years from the date on which the dividend was made payable.

Under the Dutch Conversion Act, the Company should bring its articles of association in line with the fact that the Converted Shares were converted from bearer shares into registered shares. The amendment of the articles of association of the Company will be discussed and voted on under agenda item 3.

To facilitate that holders of Converted Shares shall hand over their share certificates to the Company and be registered as shareholders in the shareholder register, (i) the Company

will describe the (abovementioned) consequences of the Dutch Conversion Act in the management reports for the seven financial years from the implementation of the Dutch Conversion Act and (ii) the Company will publish the same on its website, in a Dutch national newspaper and in a Belgian national newspaper.

2. Financial statements 2019/2020

a. Annual report (discussion)

The management board of the Company ("**Management Board**") has prepared the annual report for the financial year 2019/2020 of the Company ("**Draft Annual Report**") and circulated the same as an annex to the notice convening the General Meeting. The Draft Annual Report has not yet been audited by an external auditor and can therefore not yet be adopted by the General Meeting.

The former external auditor of the Company, Baker Tilly, has withdrawn from the market for the audit of companies of public interest ("**Public Companies**"), including listed companies. As further explained below at agenda item 0, a new external auditor for the financial year 2020/2021 will be recommended by the Management Board and voted on by the General Meeting. To avoid any misunderstanding, the Management Board did not yet find an external auditor of the Company for the financial year 2019/2020.

b. Corporate governance (discussion)

This agenda item deals with the main points of the corporate governance structure and compliance with the Dutch Corporate Governance Code ("**Code**").

c. Remuneration report (advisory vote)

In accordance with the provisions of section 2:135b of the Dutch Civil Code ("**DCC**") the remuneration report is placed on the agenda for consideration, discussion and advisory vote by the General Meeting. As set out in the remuneration report on page 10 of the Draft Annual Report ("**Remuneration Report**"), the members of the Management Board did not receive any remuneration during the financial year 2019/2020. The members of the Management Board will also not receive any remuneration for the work they perform for the Company during the financial year 2020/2021.

d. Reserves and dividend policy (discussion)

The Management Board will determine each year whether or not to propose the pay out of dividend. The Management Board will not propose to pay any dividend over de financial year 2019/2020.

The General Meeting is authorised to appropriate the profits which have been determined by adopting the annual accounts, and to determine distributions. The General Meeting may, at the proposal of the Management Board (subject to (i) the execution of the Deed of Amendment and (ii) the appointment of supervisory directors in accordance with agenda item 5), and subject to the approval of the Supervisory Board, resolve to add an amount to the dividend reserve related to the ordinary shares. Payment of future dividends may be made only if the Company's shareholders' equity exceeds the sum of the called up and paid-in share capital plus the reserves required to be maintained by Dutch law and by the Company's articles of association.

3. Amendment of the articles of association (vote)

It is proposed to the General Meeting (i) to amend the articles of association of the Company according to the draft deed of amendment drawn up by Houthoff Coöperatief U.A. and made available to the shareholders for inspection on the Company's website (www.mopoli.nl) and – in accordance with article 2:123 DCC – at the Company's business address in the Netherlands (Koningin Julianaplein 10, 2595 AA The Hague) and the Company's administrative address in Belgium (2, place du Champ de Mars 2/1, 1050 Bruxelles) as from the day the General Meeting was convened ("**Deed of Amendment**"), and (ii) to authorise each member of the Management Board, as well as each employee of Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Amendment and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorised by this power of attorney.

The proposed amendment of the articles of association of the Company provides for a general update of the articles of association, in order to align the articles of association with the DCC and other provisions under Dutch law, to create clarity on the applicable rules, including from a Belgian listing point of view and to align the articles of association as much as appropriate with the Code. Furthermore, rules on a supervisory board have been introduced and elaborated including recent provisions implementing the Shareholder Rights Directive II (the latter only results in an introduction of rules on the remuneration policy for the Supervisory Board in the articles of association). In addition, changes are proposed in connection with recent changes in Dutch legislation following implementation of the Dutch Conversion Act. Finally, the concluding statements of the deed of amendment provide for the redenomination of the nominal value of the shares from Netherlands guilders into euros. This redenomination results in a decrease of the issued capital of the Company, for which amount the Company will maintain a statutory reserve in accordance with section 2:178a(3) DCC.

4. Composition Management Board (vote)

It is proposed to the General Meeting:

- a. to re-appoint **Mr Hubert Fabri** as managing director and CEO of the Company. The proposed appointment is for a term starting immediately after the present General Meeting and ending at the close of the annual general meeting of Shareholders to be held in 2024, which is the fourth year after the year of appointment.

Hubert Fabri (1952) is Chief Executive Officer of the Company and holds several chairman and management positions at Société Financière des Caoutchoucs S.A. ("**Socfin**") and its subsidiaries ("**Socfin Group**"). In addition, he holds several management positions at Bolloré SE and its subsidiaries.

Hubert Fabri holds a Bachelor of Science in Business Administration.

Hubert Fabri holds, directly and indirectly, 100 preference shares, 89,556 ordinary shares and 1,779 founder's shares.

It is recommended to re-appoint Hubert Fabri in view of his extensive management experience in international business and his knowledge of the sector and the Company. Hubert Fabri is a member of the Management Board since 1981 and is of great importance to the development of the Company.

- b. to appoint **Mr François Fabri** as managing director of the Company. The proposed appointment is for a term starting immediately after the present General Meeting and ending at the close of the annual general meeting of Shareholders to be held in 2024, which is the fourth year after the year of appointment.

François Fabri (1984) is General Manager of Induservices FR. He previously held the position of head of marketing and communication of Banque Internationale pour l'Afrique au Congo – BIAC and had several functions in the media, music and art sector. François Fabri furthermore holds several management positions within the Socfin Group.

François Fabri holds a Bachelor in International Relations and a Bachelor of Science in Economics from Boston University.

François Fabri holds no Company shares.

It is recommended to appoint François Fabri in view of his extensive experience in marketing and communication and his knowledge of the Company.

- c. to grant full and final discharge to each of the resigning managing directors, being Mr Philippe de Traux de Wardin, Mr Daniel Haas and AFICO S.A., for their management of the Company performed up until the date of the General Meeting.

5. Composition supervisory board (vote)

It is proposed to the General Meeting:

- a. to appoint **Mr Philippe Fabri** as supervisory director of the Company. The proposed appointment is for a term starting immediately after the present General Meeting and ending at the close of the annual general meeting of Shareholders to be held in 2024, which is the fourth year after the year of appointment.

Philippe Fabri's details for the proposed appointment in accordance with section 2:142(3) DCC are:

Name	Philippe Fabri
Age	32
Nationality	Belgian
Profession	Chief executive of Socfin
Other positions and directorships	Several management positions within the Socfin Group, including at Socfinasia, Socfinaf, Plantation Nord Sumatra, Socfinco and Sogescol
Previous positions and directorships	Equity Analyst at Petercam in Brussels, Project Manager at Ecologis and Bolloré e-mobility UK
Amount of Company shares	None

Philippe Fabri holds a Bachelor of Science in International Management & Finance from Boston University.

Philippe Fabri complies with the Dutch statutory regime limiting the number of supervisory positions with Dutch companies that may be held by supervisory directors under section 2:142a DCC.

It is recommended to appoint Philippe Fabri in view of his extensive management experience in international business and his knowledge of the sector and the Company.

- b. to appoint **Mr Andrej Bjegovic**, as (independent) supervisory director of the Company and chairman of the audit committee. The proposed appointment is for a term starting immediately after the present General Meeting and ending

at the close of the annual general meeting of Shareholders to be held in 2024, which is the fourth year after the year of appointment.

Andrej Bjegovic 's details for the proposed appointment in accordance with section 2:142(3) DCC are:

Name	Andrej Bjegovic
Age	31
Nationality	French
Profession	Business Unit Lead European Distributors and Exports of Kraft Heinz Company
Other positions and directorships	None
Previous positions and directorships	Head of Convenience and National Account Manager of The Co-Operative Group
Amount of Company shares	None

Andrej Bjegovic holds a Bachelor of Science in Business Administration, Concentration in Finance from Boston University and a Master of Business Administration from Insead.

Andrej Bjegovic complies with the Dutch statutory regime limiting the number of supervisory positions with Dutch companies that may be held by supervisory directors under section 2:142a DCC and the independence criteria of the Code.

It is recommended to appoint Andrej Bjegovic in view of his knowledge of financial reporting, distribution and exporting.

- c. to appoint **Mr Daniel Haas** as supervisory director of the Company. The proposed appointment is for a term starting immediately after the present General Meeting and ending at the close of the annual general meeting of Shareholders to be held in 2024, which is the fourth year after the year of appointment.

Daniel Haas' details for the proposed appointment in accordance with section 2:142(3) DCC are:

Name	Daniel Norbert Haas
Age	57
Nationality	Belgian
Profession	Financial director Socfin
Other positions and directorships	Several management positions within the Socfin Group
Previous positions and directorships	Managing director of the Company
Amount of Company shares	None

Daniel Haas is currently a managing director of the Company, and will resign as such as from moment of his appointment of supervisory director of the Company.

Daniel Haas holds a Chartered Accountant degree.

Daniel Haas complies with the Dutch statutory regime limiting the number of supervisory positions with Dutch companies that may be held by supervisory directors under section 2:142a DCC.

It is recommended to appoint Daniel Haas in view of his extensive knowledge of financial reporting, the sector and the Company.

- d. to appoint **Mr Karim Homsy** as (independent) supervisory director of the Company. The proposed appointment is for a term starting immediately after the present General Meeting and ending at the close of the annual general meeting of Shareholders to be held in 2024, which is the fourth year after the year of appointment.

Karim Homsy's details for the proposed appointment in accordance with section 2:142(3) DCC are:

Name	Karim Homsy
Age	32
Nationality	Belgian
Profession	Cardio thoracic surgeon at <i>l'Hôpital Civil Marie Curie – C.H.U. de Charleroi</i> , Charleroi, Belgium
Other positions and directorships	Co-founder and manager of an orthodontist clinic "Le Sourire by Marie Dubus", Waterloo, Belgium.
Previous positions and directorships	Several positions as cardio-thoracic resident, visceral surgery resident and cardio-thoracic surgeon
Amount of Company shares	None

Karim Homsy holds a Master of Science in Surgery – Residency.

Karim Homsy complies with the Dutch statutory regime limiting the number of supervisory positions with Dutch companies that may be held by supervisory directors under section 2:142a DCC and the independence criteria of the Code.

It is recommended to appoint Karim Homsy in view of his extensive entrepreneurial and HR experience and analytical skills.

6. Remuneration policy for the managing and supervisory directors (vote)

The proposed remuneration policy for the managing and supervisory directors is included in the meeting documents. According to the new legislation implementing the Shareholder Rights Directive II, the remuneration policy shall be submitted to the General Meeting for adoption every four years.

Under the current articles of association of the Company, the managing directors receive part of the profits as remuneration. The Deed of Amendment no longer contains this provision and the managing directors will not receive any remuneration for the work they perform for the Company.

The remuneration of the supervisory directors is fixed and reflects the time spend and responsibilities of their respective roles. Only the independent supervisory directors will receive remuneration.

It is proposed to the General Meeting to adopt the remuneration policy in accordance with the proposal. According to article 2:135a DCC, the decision to adopt the remuneration policy should be adopted with a majority of 75% of the votes cast at the General Meeting.

7. Remuneration supervisory directors (vote)

It is proposed to the General Meeting to fix the remuneration of supervisory directors of the Company as follows:

- a. independent supervisory directors: EUR 5,000 (excl. VAT) per annum;
- b. independent members of the audit committee: an additional EUR 5,000 (excl. VAT) per annum;
- c. dependent supervisory directors: no remuneration.

In addition, business expenses of all supervisory directors are paid or reimbursed by the Company.

8. Appointment of the external auditor (vote)

Under article 2:393 DCC, the appointment of the external auditor of the Company is submitted to the General Meeting. The former external auditor of the Company, Baker Tilly, has withdrawn from the market for the audit of Public Companies. Because the Company does not have an audit committee, the Management Board makes a recommendation to the General Meeting for the appointment of a new external auditor.

The Management Board has approached all audit firms with a permit to audit Public Companies, but fewer and fewer audit firms have such permit and those audit firms that do rarely accept new clients. Except for EY, the Management Board has not found an audit firm with a permit to audit Public Companies willing to act as external auditor of the Company. Therefore, the Management Board has not been able to choose between two or more audit firms. The Management Board recommends to the General Meeting to appoint EY as the external auditor of the Company for the financial year 2020/2021.

The Management Board did not yet find an external auditor of the Company for the financial year 2019/2020.

9. Language of the annual report and financial statements (vote)

It is proposed to the General Meeting to adopt English as the language of the annual report and financial statements of the Company for an indefinite period.

10. Authorisation of the Management Board to repurchase shares (vote)

It is proposed to the General Meeting to authorise the Management Board for a period of eighteen months as of the day of the General Meeting to resolve for the Company to acquire, other than for no consideration, paid-up shares in the Company's capital in any manner whatsoever, including by means of derivatives, stock exchange transactions, private transactions, block trades or otherwise, up to a maximum of 10% of the capital issued on 17 December 2020, at a price between the nominal value of the shares concerned and 10% above an average closing price over a period of five days preceding the day of the agreement of acquisition of the shares.

Any other business

Closure