

GENERAL MEETING OF SHAREHOLDERS OF NSI N.V.



WEBSITE: WWW.NSI.NL

to be held on Wednesday 28 February 2024 at 10 am at HNK Sloterdijk, Radarweg 60, 1043 NT Amsterdam

AGENDA

1.	Chairman opens the meeting	
2.	Proposal for the appointment of Mrs. Marlies Janssen as member of the Supervisory Board	VOTE
3.	Any other business	
4.	Closing	

The language in which the General Meeting of Shareholders will be conducted is Dutch.
Agenda item 2 is explained in further detail in the Explanatory Notes.

EXPLANATORY NOTES

to the agenda of the General Meeting of Shareholders of NSI N.V. on Wednesday 28 February 2024

2. PROPOSAL FOR THE APPOINTMENT OF MRS. MARLIES JANSSEN AS MEMBER OF THE SUPERVISORY BOARD

In June 2023 Harm Meijer has resigned as member of the Supervisory Board.

In April 2024 Mrs. Karin Koks will have served two terms as member of the Supervisory Board and will resign as member of the Supervisory Board. Mrs. Koks is a member of the Audit Committee.

The Supervisory Board intends to propose to the AGM of 19 April 2024 to decrease the number of members of the Supervisory Board from currently five to four.

The Supervisory Boards succession plan aims at retaining the balance in the requisite expertise, experience and diversity. In view thereof and in view of the profile of the Supervisory Board and of the specific areas of expertise of Harm Meijer and Karin Koks, the Selection and Appointment Committee during the process of selecting a possible successor looked for candidates who have knowledge and experience in the following fields:

- Project development and project management
- Design, construction and management of real estate
- Financial management
- Reporting in a large and/or listed company
- Corporate governance, tax, legal and compliance
- Human resources and organization development
- IT, cybersecurity, digital transformation and data management

In pursuit of its aim of a balanced distribution of men and women as formulated in article 4.4 of its profile, which states that at least 30% of the seats are held by women, the Selection and Appointment Committee also specifically sought female candidates during the selection process.

In the General Meeting of Shareholders, a proposal will be made for the appointment of Mrs. Marlies Janssen as Supervisory Board member.

The Supervisory Board intends to subsequently appoint Mrs. Janssen as member of the Audit Committee.

Mrs. Janssen has a broad and deep knowledge of corporate finance, treasury, tax and reporting & control within large, complex and listed organisations.

She has experience with project development and project management, more specifically with large international infrastructure and offshore projects such as the Golfinho LNG project in Mozambique, the Nordstream Pipeline in Russia and the Gemini Offshore Wind Farm, the Afsluitdijk and A13-A16 Motorway projects in the Netherlands.

In her current function at Royal van Oord she has direct exposure to the Supervisory Board and the company's Audit Committee, Corporate Risk Committee and Investment Committees. She is responsible for the corporate departments Reporting & Control, Tax, Global Financial Shared Services, Finance Systems, Group Control and Project Control and is functionally responsible for the finance & control organizations of the company's business units Offshore Energy and Dredging & Infrastructure.

Mrs. Janssen has experience with strategy development and execution and with change management and more specifically has been involved in the development and implementation of corporate strategies for Cyber, Sustainability, Finance and Human Resources.

She currently leads a corporate transformation programme to improve global estimating and integrated project control from a people, processes, systems and data point of view.

Her knowledge and expertise ties in well with the profile of the members of the Supervisory Board.

CURRICULUM VITAE

Age	50
Nationality	Dutch
Education	Master of Business Economics at the Erasmus University Rotterdam Certified Management Accountant (CMA)

Mrs. Janssen does not hold any shares in NSI NV.

CURRENT PRINCIPAL POSITION AND CAREER

Aug – Dec 2023	Interim CFO at Royal Van Oord, Rotterdam
2021 - present	Director Finance & Control at Royal Van Oord, Rotterdam
2019 - 2021	Finance Director Business Unit Offshore at Royal Van Oord, Rotterdam
2010 - 2018	Director Corporate Treasury at Royal Van Oord, Rotterdam
2001 - 2009	Various (management) positions in Corporate Treasury at Royal Vopak Rotterdam
1997 - 2001	Various positions in Treasury at Bausch & Lomb and Rabobank International



OTHER POSITIONS

Mrs. Janssen currently holds no other positions and more in particular no supervisory board positions with a large company in the meaning of article 2:142a Dutch Civil Code. As such, the legal requirements that limit the number of Supervisory Board positions at large companies are satisfied.

GENDER DIVERSITY

Currently the Supervisory Board of NSI NV consist of two women and two men. As such the legal requirements for gender diversity within the meaning of article 2:142b Dutch Civil Code have been fulfilled and the EGM can validly appoint a female as member of the Supervisory Board.

HOW TO REGISTER FOR THE MEETING

The full agenda for the General Meeting of Shareholders, with Explanatory notes is available at the company's offices and via www.nsi.nl.

PHYSICAL AGM

The Management Board and Supervisory Board are looking forward to an inspiring dialogue with our shareholders during our General Meeting of Shareholders. In recent years - in the light of Covid-19 restrictions and health concerns - NSI has held Hybrid (Physical & Virtual) General Meetings.

Since April 2023 NSI has returned to the pre-Covid practice of a strictly Physical meeting.

REGISTRATION OF MEETING RIGHTS

Persons who (1) are registered in one of the registers or sub registers mentioned below as of Wednesday 31 January 2024 (the "Registration date") after the processing of all new registrations and cancelled registrations as of this date and (2) have signed up in the manner described below can participate in the meeting.

For shareholders, the administrations of the intermediaries as defined in the Securities (Bank Giro Transactions) Act (the "Intermediaries"), which show who is entitled to the particular shares as of the Registration date, are designated as registers or sub registers.

REGISTRATION AND SIGN-UP

Shareholders or their authorised representatives who wish to participate in this meeting can sign up in writing from Thursday 1 February 2024 until no later than 17.30 hours CET on Wednesday 21 February 2024 with the Intermediary whose administration holds their shares or via www.abnamro.com/evoting.

No later than at 14.00 hours CET on Thursday 22 February 2024, the Intermediaries must provide ABN AMRO with an electronic statement via www.abnamro.com/intermediary stating the number of shares held by the particular holder on the Registration date and being reported for registration. ABN AMRO will send these holders an admission ticket via the Intermediary.

PROXIES/INTERNET VOTING

Shareholders who cannot or prefer not to attend the meeting in person can also grant a voting instruction to the company or to an independent third person as referred to in Dutch Corporate Governance Code best-practice provision 4.3.2, without prejudice to the provisions concerning sign-up stated above.

A voting instruction can be granted electronically via www.abnamro.com/evoting until no later than 17:30 hours on Wednesday 21 February 2024. If a shareholder does not have an opportunity to grant a voting instruction electronically, a voting instruction can also be granted in writing. For this, a form is available on the company's website free of charge which must be completed and returned to ava@nl.abnamro.com no later than 17:30 hours on Wednesday 21 February 2024

NUMBER OF ISSUED SHARES AND NUMBER OF VOTING RIGHTS

As of Wednesday 17 January 2024, the number of issued shares in the company is 20,155,221.