

**FORESEA HOLDING S.A.***Société anonyme*

Registered office: 8-10, avenue de la Gare
L-1610 Luxembourg, Grand-Duchy of Luxembourg
R.C.S. Luxembourg: B 275884
(the “Company”)

Convening Notice to a General Meeting of Shareholders

A general meeting of the shareholders of **FORESEA HOLDING S.A.** is hereby convened to be held on **December 03 2024, at 06:00 p.m. Central European Time (“CET”)**, in Luxembourg, at 40 Boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg (Sofitel Luxembourg Le Grand Ducal)

Dear shareholders of FORESEA Holding S.A.,

The board of directors of FORESEA Holding S.A., a public limited liability company (*société anonyme*) existing under the laws of the Grand-Duchy of Luxembourg, having its registered office at 8-10, avenue de la Gare, L-1610 Luxembourg, Grand-Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B 275884 (the “**Company**”), convened, in accordance with the provisions of article 10.5 of the articles of association of the Company (the “**Articles**”), a general meeting of the shareholders of the Company (the “**GM**”).

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Articles.

You are cordially invited to attend our General Meeting, which will be held at 6.00 p.m. CET on 03 December 2024, at 40 Boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg (Sofitel Luxembourg Le Grand Ducal).

Agenda of the GM

The GM will consider and vote on the following agenda points:

1. To acknowledge the request from the holders of class A shares to replace the current class A director of the Company, Mr. Roberto Ramos (the “**Outgoing Class A Director**”), and consequently to confirm the removal of the Outgoing Class A Director in accordance with article 8.9.1 of the articles of association of the Company with effect as of the date of the present general meeting of shareholders;
2. To grant full discharge to the Outgoing Class A Director for the performance of his duties as far as legally possible; and
3. To appoint, upon proposal of the holders of class A shares, (i) Mr. Luiz Fontoura de Oliveira Reis Filho (Class A Shareholder preference)*, or (ii) Mr. Flávio Bernardo Luna Do Valle, as Class A Director, in replacement of the Outgoing Class A Director, for a period ending following the general meeting of shareholders of the Company to be held in 2026, with a remuneration equal to the remuneration of the Outgoing Class A Director, pro-rata temporis, in accordance with article 8.2.1 of the articles of association of the Company.

*The Board of Directors supports the preference expressed by the holders of class A shares for the appointment of Mr. Luiz Fontoura de Oliveira Reis Filho.



Previous general meeting of the shareholders

The last general meeting of the shareholders, the annual general meeting, was held in Luxembourg on 24 April 2024, and adopted all proposed resolutions. The minutes of the annual general meeting can be accessed in the IR website of the Company.

Key dates

5 November 2024, at 11:59 P.M. CET	Voting Record Date
29 November 2024, at 11:59 P.M. CET	Deadline to submit proxies/vote remotely with respect to the GM
3 December 2024, at 06:00 P.M. CET	GM

Shareholders

As of 5 November 2024, the Company had 30,034,084 shares (the “**Shares**”) issued and outstanding, represented by:

- (i) 195,000 class A shares (the “**Class A Shares**”);
- (ii) 2,804,593 class B shares (the “**Class B Shares**” and together with the Class A Shares, the “**Voting Shares**”); and
- (iii) 27,034,491 class C non-voting shares (the “**Class C Shares**”).

Shareholders who comply with the procedure below, and who hold Shares on 5 November 2024 at 11:59 P.M. CET (the “**Voting Record Date**”), as well as bondholders who hold bonds issued by the Company (within the meaning of articles 470-1 *et seq.* of the law of 10 August 1915 on commercial companies, as amended), are eligible to attend the GM.

Only holders of Voting Shares are entitled to vote at the GM, and each holder is entitled to one vote for each Voting Share held of record by such shareholder as of the Record Date, on each matter submitted to a vote at the General Meeting.

Holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through the Depository Trust Company) have the right to instruct their nominee or broker on how to vote with a voter instruction form, or as may otherwise be established by the nominee or broker.

Voting Procedure:

The Company urges each shareholder to cast its vote at the GM by completing, signing, dating and returning the relevant proxies made available by the Company for use at the GM in accordance with the instructions below.

The Company’s shareholders may attend the GM by proxy (the “**Proxy**”) to be submitted in accordance with the information contained therein such that it is received no later than on 29 November 2024 at 11:59 P.M. CET (the “**Voting Deadline**”).

Shareholders may also vote remotely by submitting a ballot paper containing their voting instructions (the “**Voting Form**”) in writing or electronically in accordance with the instructions contained therein,



such that it is received no later than the Voting Deadline. A form of Voting Form and Proxy are attached to this convening notice, both with respect to the GM.

The Company has sent the relevant information needed to vote at the GM and has provided a control number. Votes to the GM can be cast using this control number at www.proxyvote.com no later than the Voting Deadline. If you consider that you are eligible to vote but you have not received the control number by post or email, as the case may be, and you would like to submit your vote online, please contact your bank or broker. If you plan to vote over the internet, your vote must be received no later than the Voting Deadline to allow sufficient time to tabulate the votes prior to the start of the GM.

Alternatively, the Voting Form can be submitted by post. The original completed, dated and signed Voting Form should be mailed to the address provided in the form. Shareholders that choose to send their Voting Form by post should also send a scanned copy by email to governance@foresea.com.

Shareholders may also vote in person at the GM. All shareholders must present valid government issued photo identification documentation to attend the GM as well as a proof of ownership of shares of the Company as at the Voting Record Date. Admittance of shareholders to the GM and acceptance of written voting proxies will be governed by Luxembourg law.

Even If you plan to attend the GM, we recommend that you vote your shares in advance of the GM in one of the manners available to you so that your vote will be counted if you later are unable to attend the GM.

Majority and Quorum

Resolutions will be adopted by a simple majority of the votes validly cast at the General Meeting, and no quorum is required for the adoption of the proposed resolutions.

Documents

Information and materials concerning the Annual General Meeting will be made available for the Shareholders' inspection at the registered office of the Company 8 days before the GM. In addition, the materials are available at: <https://investors.foresea.com/>

Shareholders have the right to ask questions about items on the agenda of the GM during the meeting. They may also ask questions ahead of the GM. The Company will on a best effort basis provide responses to the questions at the GM. Written questions must be received by the Company no later than on 29 November 2024 at 11:59 P.M. CET. Written questions must be submitted either by registered letters to the registered office of the Company or by email to governance@foresea.com and include the shareholder's full name and address.

Personal Data

In connection with the GM, the Company is required to collect certain data including personal data in order to confirm the identity of individual shareholders or shareholder representatives for the purpose of carrying out the GM and to comply with applicable laws and regulations. Such personal data may include the contact details and identification details of shareholders (name, address, date of birth, ID number, etc.). By submitting the Proxy or Voting Form, you confirm that you understand the fact that the personal data will be collected, processed and used in connection with the GM including for the purpose of the organization of the GM and the voting on the resolutions in accordance with the Company's articles of association and applicable laws.

If you choose not to share personal data with us, you will not be able to participate and vote in the GM, respectively.



The Company is the data controller for any personal data that is collected in connection with the GM. A controller is the entity that decides why and how your information is processed.

We may disclose your personal data to certain entities to the extent required to perform the various activities related to the GM. In particular, your personal data may be disclosed to Linklaters LLP, Computershare or Broadridge. If we do this, we will require such third parties to protect the confidentiality and privacy of the personal data and to use such information solely for the purposes for which such information is shared. The Company will ensure that transfers of personal data to such third parties will be carried out in compliance with applicable data protection laws and regulations and in particular, will establish suitable safeguards to ensure that such transfers are carried out in compliance with applicable data protection laws and regulations.

Personal data will be retained no longer than necessary for the purposes indicated hereinabove, unless otherwise required by applicable laws or regulations.

Under certain circumstances, you have rights under data protection laws in relation to your personal data. In particular, you have a right to (i) access your personal data, (ii) be informed about how personal data is used, (iii) have inaccurate personal data rectified, (iv) data portability, and, in certain circumstances, have the right to have your personal data erased, restrict processing of your personal data and object to the processing thereof. To exercise these rights or if you have any other data protection queries, please contact us by email at governance@foresea.com.

More information on how we process your data and your rights with respect thereto can be found in our privacy policy, available on our website <https://investors.foresea.com>.

Luxembourg, 5 November 2024

BY ORDER OF THE BOARD OF DIRECTORS

Mr. Thomas Peter Horlick Burke, director and chairperson of the Company