

MINUTES
EXTRAORDINARY GENERAL MEETING
BASIC-FIT N.V.

Held at
Tuesday 15 October 2024 – 10 a.m.
Basic-Fit HQ, Wegalaan 60, Hoofddorp

AGENDA

- 1) Opening
- 2) Binding nomination Maurice de Kleer as new Management Board member (voting item)
- 3) Closing

1. Opening

The Chair opens the meeting and welcomes all attendees. The Chair introduces the members of the Managing Board, the Supervisory Board, the company secretary, the notary, and Maurice de Kleer.

The Chair notes that the legal and statutory provisions have been complied with and that the meeting has the power to take legal decisions on the voting item in the agenda.

The Chair explains the voting procedure and mentions the number of shares issued and the number of shares present or represented at the meeting, being 39.172.221 votes.

Introduction

- The meeting discusses the appointment of a new board member, as Hans van der Aar will retire on December 31, 2024, after 13 years of service with the company.
- Hans van der Aar has played a crucial role in the success of Basic-Fit, including the transformation from HealthCity to Basic-Fit, the IPO on Euronext Amsterdam, and managing the company during the COVID-19 years.
- Hans will remain available as an advisor to the new CFO until AR2024 to ensure the progress and completion of FY2024.

2. Appointment of Maurice de Kleer as Member of the Board of Directors (Voting)

- The Supervisory Board has proposed to appoint Maurice de Kleer as a member of the Board of Directors for a period of 4 years.

- Upon his final appointment, Maurice de Kleer will take over the role of CFO from Hans van der Aar as of January 1, 2025.
- Maurice de Kleer has gained relevant strategic, executive, and financial experience in various roles and is considered the best candidate for the position in terms of expertise, skills, and personality, after an extensive selection procedure.
- Maurice will undergo an extensive onboarding program to become familiar with the company's working methods, processes, products, teams, strengths, opportunities, and challenges.
- The Chair asked Maurice to present himself. Maurice explains more about his background, his current role as MB member at BDO and his motivation for this role and the company. He is looking forward contribute to the growth path and strategy of the company and to collaborate with the colleagues, the executive directors, and the leadership team.

Questions and Answers

Mr. Stevense, Stichting Rechtsbescherming Beleggers:

Mr. Stevense asks the Nomination committee questions about the selection process for this role leading to the nomination of Maurice de Kleer.

Chair of the Remco, Herman Rutgers answers this question as follows:

The Nomination committee assessed and defined the CFO profile and the job description for this role. The various candidates, with different gender, backgrounds and expertise came out of all the networks of the SB members. The critical assessment of those candidates resulted in a short list. The Nomco and each MB and SB member held extensive interviews. This was a due process, leading to the unanimous conclusion that Maurice was the best and right candidate in terms of background, expertise, and personality. He makes a good match with the company culture and the executive team, and his extensive (board) experience at BDO will highly contribute to managing the Basic-Fit strategy, together with the rest of the leadership team.

Mr. Stevense asks Maurice de Kleer for a more extensive explanation of his process to decide on this role, understanding the direction and strategy and his competencies for the role and how extensive this all has been discussed.

Maurice answers:

My selection process was very thorough. I had many extensive talks with all members of the leadership team. I had long interviews with all SB members, exchanging much information on the strategy and direction of the company. I did extensive research on the strategy and approach thus far and the ambitions going forward. It was a clear choice that this step is the right one for me, with great opportunities and challenges ahead.

There are no further questions.

Voting

Since it is a binding nomination by the Supervisory Board, the candidate is appointed unless the binding nature of the nomination is overruled by the General Meeting with an absolute majority of the votes cast. The Chair will therefore ask, what the votes are against the

nomination of Maurice de Kleer.

The notary informs the EGM of the votes cast by proxy.

Of the present or represented capital, 38,252 votes abstained, and 73 votes were against. This means that the binding nomination leads to the appointment of Maurice de Kleer as MB member as of the 1st of January 2025.

The Chair congratulates Maurice with his appointment.

3 Closing

- The meeting concludes with a word of thanks from the Chair to Hans van der Aar for his contributions to the company.
- The Chair thanks all attendees for their participation and invites them for coffee or tea.