



BASIC-FIT

Dear shareholder,

We have the pleasure to invite you to the **Annual General Meeting of Basic-Fit N.V. (Basic-Fit or Company)**, to be held on Tuesday 6 May 2026 at 10.00 a.m. CET in the GXR Studio of Basic-Fit NV, Diamantlaan 2, 2132WV, Hoofddorp.

Shareholders are invited to participate in person in the General Meeting or can give a proxy in advance.

This invitation should be read in conjunction with the 2025 management report, the 2025 financial statements and the following documents attached hereto:

1. Agenda
2. Explanation of the agenda
3. General information

Basic-Fit N.V.
Management
Supervisory Board
Hoofddorp, March 18, 2026

1. AGENDA

- 1) Opening
- 2) Report of the Management Board and the Supervisory Board 2025
- 3) Financial statements 2025
 - (a) Corporate governance structure and compliance with the Dutch Corporate Governance Code (the "Code") in 2025
 - (b) Remuneration report for the financial year 2025 *(advisory voting item)*
 - (c) Adoption of the 2025 financial statements *(voting item)*
 - (d) Discharge of members of the Management Board *(voting item)*
 - (e) Discharge of the members of the Supervisory Board *(voting item)*
 - (f) Dividend policy
- 4) Revised Remuneration policy 2026 *(voting item)*
- 5) Composition of the Supervisory Board
 - (a) Appointment of Arthur de Bok *(voting item)*
 - (b) Reappointment of Carin Gorter *(voting item)*
- 6) Designation of the Management Board:
 - (a) Appointment of the Management Board to issue shares and/or to grant rights to subscribe for shares *(voting item)*
 - (b) Instruction of the Management Board to limit or exclude preferential subscription rights on the issuance of shares and/or to grant rights to subscribe for shares as described under 6(a) *(voting item)*
- 7) Authority of the Management Board to repurchase treasury shares *(voting item)*
- 8) Authority of the Management Board to cancel repurchased shares *(voting item)*
- 9) Appointment of the external auditor:
 - (a) Appointment of PriceWaterhouseCoopers Nederland NV, as auditor responsible for the audit of the 2027 financial statements *(voting item)*
 - (b) Appointment of PriceWaterhouseCoopers Nederland NV, as the auditor responsible for providing assurance on the 2027 sustainability statement, provided that the Sustainability Reporting Directive Implementation Act enters into force for the year 2027 *(voting item)*
- 10) Questions and conclusion

2. EXPLANATORY NOTES TO THE AGENDA

Agenda item 2: Report of the Management Board and the Supervisory Board 2025

The Management Board will give a presentation on the results of Basic-Fit in 2025. Attention is also paid to non-financial information, including the sustainability policy and the accountability for it. Shareholders are invited to discuss these results, which are further described in the management report 2025. The Supervisory Board will also present their report on the 2025 financial year.

Agendapunt 3(a): Corporate governance and compliance with the Code in 2025

In accordance with the Code revised in 2025 and the recommendation of the Corporate Governance Code Monitoring Committee, the key elements of Basic-Fit's corporate governance structure and compliance with the Code in 2025 will be discussed and accounted for in the General Meeting. More information can be found in the Corporate governance section of the management report.

Agenda item 3(b): Remuneration Report 2025 *(advisory voting item)*

The remuneration report 2025 is part of the management report 2025, which has been published on the Basic-Fit website. The General Meeting is asked to issue a positive opinion on the remuneration report 2025.

Agenda item 3(c): Adoption of the 2025 financial statements *(voting item)*

It is proposed to adopt Basic-Fit's financial statements for the 2025 financial year. EY Accountants B.V. has audited the financial statements and has issued an auditor's report thereon.

Agenda item 3(d): Discharge to the members of the Management Board *(voting item)*

It is proposed to discharge the members of the Management Board who were in office in 2025 for the performance of their duties in the 2025 financial year, insofar as the performance of this function is stated in the 2025 financial statements or otherwise communicated to the General Meeting prior to the adoption of the 2025 financial statements.

Agenda item 3(e): Discharge of members of the Supervisory Board *(voting item)*

It is proposed to discharge the members of the Supervisory Board who were in office in 2025 for the performance of their supervisory duties in the 2025 financial year, insofar as the performance of these duties is stated in the 2025 financial statements or otherwise communicated to the General Meeting prior to the adoption of the 2025 financial statements.

Agenda item 3(f): Dividend policy

Based on the current growth and capital allocation strategy as announced in the annual report 2025, the primary use of cash for the short-term will be for growth investments and for reducing the net debt to adjusted EBITDA ratio of the company. As a result, Basic-Fit does not anticipate paying out any dividends in the short-term. Capital will be invested with strict financial discipline and applying the targeted return thresholds as shown in our latest earnings releases, and as well be explained further on the next Capital Markets Days of 21 April 2026. Basic-Fit expects to introduce dividend payments in the future, although any dividend proposals will be carefully assessed against other uses of cash, including an acceleration of the club rollout, repayment of debt, share buybacks and acquisitions.

The Management Board wishes to continue this dividend policy, as also set out on the corporate website of Basic-Fit, under Shareholder Information. The General Meeting is invited to discuss this dividend policy.

Agenda item 4: Proposal for the approval of the revised remuneration policy 2026 for the Management Board *(voting item)*

The Remuneration Policy for the Management Board ("Policy") was reviewed for the last time in 2024 and adopted by the General Meeting for a period of four years. Following the periodic review of the Management Board remuneration, it is proposed that an amended Policy is submitted to the General Meeting. After adoption by the General Meeting, the new 2026 remuneration policy will apply retroactively as of 1 January 2026.

Background of the review

In accordance with the Policy, the Remuneration Committee conducts regular reviews of the Management Board remuneration, taking into account a range of factors such as internal pay relativities, relevant market data and the individual development and performance of the Management Board members.

The most recent benchmarking assessment was undertaken in preparation for the 2026 General Meeting and was performed against the remuneration reference group approved by the General Meeting in 2024 (as part of the Policy). The remuneration reference group was considered as still valid and remained unchanged, apart from Just Eat Takeaway that is removed due to their delisting.

The outcomes of the benchmark assessment have shown that the Management Board members are positioned below the median level of the remuneration reference group on (target) total direct remuneration. In addition, there is a need to review and rebalance the current compensation levels to ensure internal pay relativities across senior management and reflect the experience and profile of Basic-Fit's Management Board members. Furthermore, it reflects that Basic-Fit has further evolved in size and

business profile because of strong growth (in particular the acquisition of Clever Fit) and further leveraging of franchise opportunities.

Proposed changes

The Supervisory Board proposes to adjust the LTI opportunity for the Chief Financial Officer (“CFO”).

Maurice de Kleer was appointed as CFO as of the 1st of January 2025 and his remuneration was set in accordance with the Policy as approved in 2024. Based on the outcomes of the latest benchmark assessment, it is proposed to increase the LTI opportunity for the CFO to bring the remuneration levels in line with the relative size positioning of Basic-Fit in the peer group. By increasing the LTI opportunity for the CFO, the Supervisory Board also acknowledges the performance delivered and progression demonstrated as newly appointed CFO since his appointment.

The proposal consists of the following:

Element	Current	Proposed
Base salary	€ 651,209	€700,000 (+7,5%) <i>In accordance with the 2024 remuneration policy for both the year 2026 as 2027. The base salary will not be increased in 2027.</i>
STI <i>(% of base salary)</i>	Target: 50% Maximum: 75%	Target: 50% Maximum: 75% <i>(Unchanged)</i>
LTI <i>(% of base salary)</i>	Target: 60% Maximum: 90%	Target: 75% Maximum: 112.5% <i>(remuneration policy change)</i>
Total Direct Compensation <i>(at target)</i>	€ 1,367,539	€ 1,575,000

No changes to CEO remuneration levels

The benchmarking assessment also shows that the Chief Executive Officer’s (“CEO”) total direct compensation is significantly below the median level of the remuneration reference group. However, having taken the CEO founder status into consideration, and following the proposal of the CEO, the Supervisory Board decided not to propose amending the CEO’s remuneration levels.

Other smaller amendments

Further to the proposed changes on remuneration levels, the Supervisory Board also proposes some smaller technical and textual changes to further clarify the scope of the

Policy and to ensure it remains sufficiently flexible during the remainder of the policy mandate:

Element	Proposed amendment	Rationale
Remuneration reference group	<p>Allow the Supervisory Board to regularly review and, where necessary, update the composition to adequately respond to external circumstances to peer companies throughout the duration of the Policy.</p> <p>Specify that the companies selected includes companies as contained in the relevant index of the Euronext Amsterdam.</p> <p>Apart from Just Eat Takeaway.com N.V. (removed due to their delisting), the composition of the remuneration reference group currently remains unchanged to the composition of the 2024 Policy.</p>	<p>Recent developments have shown that various peer companies have been involved in significant corporate events, including delistings. This amendment will enable the Supervisory Board to ensure the composition remains up to date and relevant to Basic-Fit.</p> <p>Adjustments will be limited to significant changes in size, ownership structure and business profile. All other changes, including structural changes in the composition to the composition or to the peer company selection process, will be submitted to shareholders for approval.</p> <p>Align policy wording with the developments of the Euronext reshaping the Amsterdam stock indices in 2025.</p>
STI and LTI performance objectives	<p>STI: Financial objectives are no longer confined to two or three objectives. The Supervisory Board will now determine on an annual basis the relevant number of financial objectives.</p> <p>LTI: Objectives are no longer confined to two or three objectives, and weightings need not to be distributed equally across objectives. The Supervisory Board will now determine on an annual basis the relevant number of objectives, including the associated weighting.</p> <p>For both STI and LTI, all other elements remain unchanged.</p>	<p>Enable the Supervisory Board to select the most relevant performance objectives and steer performance on that represent the strategic priorities for the upcoming performance cycles.</p>

Number of shares available

Specify that the number of shares available for all equity-based incentive awards for the Management Board will not exceed 1% of the total issued share capital.

Textual amendment to clarify that the Policy only covers the Management Board remuneration. Please note that no change is proposed to the overall use of shares, and that any issuance of shares and/or to grant rights to subscribe for shares remain subject to a separate shareholder vote.

Stakeholder engagement

The company has engaged with its stakeholders regarding the proposed revised 2026 remuneration policy, including several major shareholders, to gather their views and input on the proposal. As the amendments fall within the remuneration bandwidth of the peer group, no material comments were raised prior to the publication of this convocation.

Agenda item 5: Composition of the Supervisory Board

For Mr. Rob van der Heijden and Mrs. Carin Gorter, their term of appointment ends at this shareholders' meeting, due to the rotation schedule that has been set for this purpose.

Already at the AGM in 2025, Rob van der Heijden has indicated that he will not be available for reappointment on the next General Meeting. Subsequently, the Selection, Appointment and Remuneration Committee, together with the Chairman of the Supervisory Board, made a selection for the appointment of a new Supervisory Board member, from which a candidate is nominated by the Supervisory Board for appointment; Mr. Arthur de Bok.

The company values diversity within Basic-Fit and believes that diversity, both in terms of gender and background, is essential for the execution of its long-term strategy. In this context, Basic-Fit will strive for an adequate and balanced composition for all bodies within the organization in accordance with Dutch legislation and the company's diversity policy.

The Supervisory Board has drawn up a profile in which the size and composition are determined, taking into account the nature of Basic-Fit and its activities. The composition of the Supervisory Board and the mix of knowledge, skills, experience and expertise must be such that it fits the profile and strategy of Basic-Fit.

While the first priority when considering vacancies is to find an individual with the required skills, expertise, experience and independence, all aspects of diversity, including gender and

nationality, remain an important consideration in the selection process for the (re)appointment of Supervisory Board members.

The Supervisory Board and the Board of Directors support the proposal to appoint Arthur de Bok and to reappoint Carin Gorter, based on their relevant knowledge of the company, their background and their expertise, and therefore wishes to preserve this value for the company. The size and composition of the Supervisory Board, and the combined experience and expertise, must be such that it best fits the profile and strategy of Basic-Fit.

The Supervisory Board and the Management Board would like to thank Rob van der Heijden for his valuable contribution to the development of Basic-Fit, as a member of the Supervisory Board, of the 'Selection, Appointment and Remuneration committee' and of the Audit & Risk committee. His in-depth knowledge of the financial and corporate finance sector has been of great importance to the organization and to the Supervisory Board in particular. In addition, his experience in the field of transactions, acquisitions and financing has been of high value.

**Agendapunt 5 (a): Appointment of Arthur de Bok as member of the Supervisory Board
(voting item)**

The Supervisory Board proposes, on the basis of a binding nomination as included in Article 18.2 of the Articles of Association of Basic-Fit, to appoint Arthur de Bok as a member of the Supervisory Board for an initial term of four years, which term will expire at the latest immediately after the day of the next general meeting to be held in the fourth year following the year of his appointment, or on the basis of the rotation schedule if that stipulates otherwise.

Arthur de Bok (Dutch, 1962) is a highly entrepreneurial CEO with experience in companies across various sectors. Until recently, he served as the CEO of Stage Entertainment, a leading company in the entertainment industry.

Arthur holds a Master's degree in Law from Erasmus University Rotterdam. He has held management positions at, among others, Procter & Gamble, The Goodyear Tire & Rubber Company and Mediq. With his diverse background and international experience in commerce and marketing, operations, and P&L management, his appointment represents a highly valuable addition to the Supervisory Board, particularly in view of the next phase of Basic-Fit's strategy.

Arthur de Bok is considered an independent member of the Supervisory Board within the meaning of the Code. He does not hold any shares in the capital of Basic-Fit.

**Agenda item 5 (b): Reappointment of Carin Gorter as member of the Supervisory Board
(voting item)**

On the basis of a binding nomination as included in article 18.2 of the articles of association of Basic-Fit, the Supervisory Board proposes to reappoint Carin Gorter as a member of the Supervisory Board for a term of 2 years, which term will expire at the latest immediately after the day of the next general meeting to be held in the second year after the year of his reappointment. After completion of this term, Carin Gorter will no longer be available for reappointment.

Carin Gorter was appointed as a member of the Supervisory Board of Basic-Fit during the IPO at the shareholders' meeting held on 12 May 2016, effective as of the listing date being 14 June 2016. Based on the rotation schedule, her first term ended at the General Meeting in 2020, nearly four years after her appointment. Her second term ended at the General Meeting of 2024. She was subsequently reappointed for a period of two years until this shareholders' meeting of 6 May 2026, at which point she will have served in this position for ten years.

Carin Gorter (Dutch, 1963) gained relevant executive experience in her role as Senior Executive Vice President Group Compliance, Legal & Security at ABN AMRO. She brings financial and risk expertise to the Supervisory Board. Carin currently also serves as a member of the Supervisory Boards of TKH Group, DAS Holding, the Dutch Transplant Foundation and Ebusco Holding. She is a registered accountant and holds a Master's degree in Business Economics from the University of Groningen.

Carin Gorter is considered an independent member within the meaning of the Code and is Vice-Chair of the Supervisory Board. She has fulfilled her role as a member of the Supervisory Board and Chair of the Audit and Risk Committee to the full satisfaction of the company. With her extensive experience in finance, risk, compliance, ESG and (IT) security, she has made an important contribution to the decision-making process of the Supervisory Board and its committees. A reappointment of Carin Gorter for two years is considered relevant and in the interest of the organization, given her knowledge of the company and her expertise in finance, risk, IT and ESG. In these areas, and as Chair of the Audit & Risk Committee, she brings highly valuable knowledge, continuity and expertise that cannot easily be replaced. It is important to safeguard stability, knowledge and expertise within the Supervisory Board, especially considering that from the 2026 financial year onwards a new auditor has been appointed, that a new Supervisory Board member joined last year, and that another appointment is being proposed this year. With the departure of Carin Gorter, relevant experience would be lost from the Audit and Risk Committee.

Carin Gorter does not hold any shares in the capital of Basic-Fit.

Agenda item 6(a): Appointment of the Management Board to issue shares and/or grant rights to subscribe for shares *(voting item)*

The Management Board proposes, with the prior approval of the Supervisory Board, to designate the Management Board as the competent body to decide to issue shares and/or to grant rights to subscribe for shares. This power is limited to a maximum of 10% of the issued share capital, at the time of issue or at the time of granting the right to subscribe for shares, and can be used for any purpose. This designation of jurisdiction is requested for a period of 18 months, until 6 November 2027, and replaces the designation adopted on 6 May 2025.

Agenda item 6(b): Instruction of the Management Board to limit or exclude preferential rights in the issuance of shares and/or to grant rights to subscribe for shares as described under 6(a) *(voting item)*

The Management Board proposes, with the prior approval of the Supervisory Board, to designate the Management Board as the body empowered to decide to exclude and/or limit the preferential subscription rights to shareholders in respect of the issuance of shares and/or the granting of rights to subscribe for shares pursuant to the authority given under 5(a) above. This designation of jurisdiction is requested for a period of 18 months, until 6 November 2027, and replaces the designation adopted on 6 May 2025.

Agenda item 7: Authority of the Management Board to repurchase treasury shares *(voting item)*

The Management Board proposes, with the prior approval of the Supervisory Board, to extend the current authority of the Management Board to decide to buy back shares, on the stock exchange or otherwise, as referred to in article 7.1 of the Articles of Association, for a period of 18 months from the date of this General Meeting (until November 6, 2027), up to a maximum of 10% of the issued share capital at the time of repurchase, provided that Basic-Fit (and one or more of its subsidiaries) does not hold more shares than a total of no more than 10% of the issued share capital after that repurchase. The purchase can take place at a price of at least EUR 0.01 and a maximum of 110% of the share price.

A share price is understood to mean: the average of the closing prices of the five consecutive trading days on Euronext Amsterdam immediately prior to the date of purchase. This bandwidth gives Basic-Fit the opportunity to buy back its own shares as needed, even in volatile market conditions.

**Agenda item 8: Authority of the Management Board to cancel repurchased shares
(voting item)**

From time to time, the company may acquire its own shares pursuant to an authorisation granted by the General Meeting. It may be desirable to cancel such shares. Cancelling repurchased shares reduces the company's issued share capital and may optimise the company's capital structure.

The proposal aims to authorize the General Meeting to resolve to cancel all or part of the shares held or to be acquired by the company to the extent that these shares are not used to cover obligations under share-based remuneration arrangements, employee share plans or other purposes determined by the Management Board. Cancellation may be executed by the Management Board in one or more tranches. The number of shares to be cancelled and the timing of such cancellation will be determined by the Management Board, subject to the approval of the Supervisory Board. Cancellation will take place in accordance with applicable statutory provisions, including the statutory two-month creditor opposition period during which creditors may lodge objections to a resolution to reduce the share capital.

Agenda item 9(a): Proposal to appoint PwC as auditor (voting item)

PricewaterhouseCoopers Accountants N.V. (PwC) was appointed by the General Meeting in 2024 as the Company's external auditor for the financial year 2026. It is proposed, upon the advice and recommendation of the Audit and Risk Committee, to reappoint PwC as the Company's external auditor with the assignment to audit the financial statements for the financial year 2027. Appointment of PwC,

Agenda item 9(b): Proposal to appoint PwC as auditor for the provision of assurance on the sustainability statement (voting item)

It is proposed, upon the advice and recommendation of the Audit and Risk Committee, to reappoint PwC as the auditor responsible for providing assurance on the 2027 sustainability statement, in the event that the Sustainability Reporting Directive Implementation Act changes the transitional arrangement whereby the Supervisory Board changes the authority to appoint the auditor for this purpose, and provided that this law comes into force before the year 2027.

3. GENERAL INFORMATION

MEETING DOCUMENTS

For the General Meeting, the convocation and agenda, including the additional information, will be provided in English and Dutch. The General Assembly is held in English. A translation into Dutch will be available if necessary if requested by 29 April 2026 at 17:00 (CET). Questions can be asked in Dutch.

The agenda and its explanatory notes, the management report and the 2025 financial statements, including the remuneration report, as well as the revised remuneration policy 2026 are also available on the Basic-Fit website as of today; www.corporate.basic-fit.com. The documents can also be viewed at Basic-Fit, at the following address.

- 1) the office address of Basic-Fit N.V.:
Wegalaan 602132 JC Hoofddorp
Netherlands
e-mail: investor.relations@basic-fit.com

We will provide you with a copy of the documents free of charge. If you wish to receive copies, please send an email requesting this to the email address above.

ATTENDANCE INSTRUCTIONS

Record date

For this meeting, those entitled to vote and/or attend meetings shall be those who, on 8 April 2026, after processing the purchases and sales on that date (Record Date), are registered as such in the records of the banks and brokers who are intermediaries within the meaning of the Securities Giro Transfer Act (the "Intermediaries").

Presence in person

Shareholders who wish to attend the General Meeting or who wish to be represented by another person must register with ABN AMRO by 29 April 2026 at 17:00 hours at the latest via www.abnamro.com/evoting or via the Intermediary in whose records the shareholder is registered as the holder of shares in Basic-Fit N.V.

The Intermediary must provide ABN AMRO with a statement no later than 30 April 2026 at 13:00 hours (CET) via www.abnamro.com/intermediary stating the number of shares held and registered by the shareholder on the Record Date, as well as the full address details of the shareholder in question in order to be able to efficiently verify the shareholding on the Record Date. The shareholder will receive a certificate of registration (the "Registration Card") with a registration number by e-mail from ABN AMRO, via the Intermediary.

Ask

Shareholders who are registered for the General Meeting can submit written questions regarding agenda items by e-mail to the Company secretary: mischa.geerards@basic-fit.com, until 29 April 2026 17:00 (CET) at the latest. These questions will be answered (possibly thematically) during the General Meeting.

Proxy and voting instructions

Shareholders who are registered for the General Meeting may give a proxy and voting instructions to M.A.J. Cremers, civil-law notary in Amsterdam, and/or her legal substitute and/or any civil-law notary of Stibbe, as an independent party. This proxy with voting instruction can be given electronically via www.abnamro.com/evoting no later than 29 April 2026, 17:00 (CET).

If a shareholder is unable to give his proxy and voting instructions electronically, this can also be done in writing. A form for this is available free of charge at the office of Basic-Fit N.V. (www.corporate.basic-fit.com).

The form must be completed and received by 29 April 2026 before 17:00 hours (CET) by M.A.J. Cremers, notary in Amsterdam, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands or by e-mail via manon.cremers@stibbe.com).

A proxy can be given without voting instructions. If a proxy has been granted to this independent party without voting instructions, it is deemed to withhold a voting instruction in favour of all proposals of the Management Board and/or the Supervisory Board.

Registration

Registration takes place at the registration desk at the location between 09:30 and 10:00 (CET), the start of the General Meeting. It is not possible to register after this time. Attendees may be asked to identify themselves before being admitted to the meeting and are therefore requested to bring a valid ID. Access may be refused if proof of registration or identification cannot be provided.

Updates

Please check our website regularly for updates.