

# GrandVision Convocation, Agenda and Explanatory Notes

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September 23, 2019

## **Convocation**

GrandVision N.V. (the "**Company**" or "**GrandVision**") invites its shareholders for the Extraordinary General Meeting ("**EGM**") to be held at the Hilton Hotel Schiphol located at Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands, on November 4, 2019, at 9:30 hours (CET).

## **Agenda and Explanatory Notes**

- 1. Opening and announcements**
- 2. Amendment of Remuneration Policy 2019 (*voting item*)**

It is proposed to amend the Remuneration Policy of GrandVision. The amendment will bring the Remuneration Policy 2019 in line with the soon to be adopted Dutch Bill, that will implement the European Shareholders Rights Directive. The remuneration of the Management Board Directors and the Supervisory Board Directors will be managed by the Remuneration Policy 2019. The remuneration of the Supervisory Board Directors will be in line with previous years. The proposed amended Remuneration Policy is attached to this agenda as Annex 1.

- 3. Any other business and closing**

*The explanatory notes, the annexes to this agenda, and the instructions for attendance at the EGM will be directly available on the Company's website ([www.GrandVision.com](http://www.GrandVision.com)).*

*The mentioned information is also available for inspection by shareholders at the Company's office and a request to receive the documentation can be addressed to ABN AMRO Bank N.V. through the contact information stated below until after the EGM.*

Shareholders may obtain a copy of the documentation free of charge.

## **ADDRESSES**

### **GrandVision N.V.**

Visiting address: Evert van de Beekstraat 1-80, Tower C-6, 1118 CL Schiphol

Postal address: Postbus 75806, 1118 ZZ Schiphol

email: [investor.relations@grandvision.com](mailto:investor.relations@grandvision.com)

### **ABN AMRO Bank N.V.**

Visiting address: Gustav Mahlerplein 10, 1082 PP Amsterdam

Postal address: P.O. Box 283 (HQ 7212), 1000 EA Amsterdam, the Netherlands

email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

### **Record Date**

A person who is a shareholder on October 7, 2019 after close of trading (the "**Record Date**"), is registered in one of the Company's registers as set forth below and has timely submitted its application to attend the EGM may grant a proxy (in written or electronic form) in the manner described below to be represented in the EGM.

The registers showing those entitled to shares as of the Record Date are:

- for the holders of deposit shares: the administration of the financial intermediary under the Dutch Securities Giro Transfer Act (Wet Giraal Effectenverkeer); or
- for the holders of registered ordinary shares: the relevant shareholders register kept by the Company.

### **Registration**

Shareholders who wish to attend the meeting are required to notify ABN AMRO Bank N.V. through their financial intermediary. Notification via the financial intermediary can take place following the Record Date, but no later than 6:00 p.m. (CET) on October 25, 2019. Shareholders can also register themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). In all circumstances, the intermediary will need to issue a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than 2:00 p.m. (CET) on October 28, 2019, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting. In addition, the intermediaries are requested to include the full address details of the relevant beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

### **Voting by proxy**

A shareholder who chooses to be represented shall, in addition to registering for the meeting

*as described above, separately send a signed proxy instrument. A standard written proxy is available on the website of the Company for both holders of deposit shares and holders of registered ordinary shares. The duly signed proxy instrument needs to be received by 6:00 p.m. (CET) on October 25, 2019 at the following (email) address:*

*ABN AMRO Bank N.V.  
Department Corporate Broking HQ 7212  
P.O. Box 283  
1000 EA AMSTERDAM  
[corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)*

***Voting through internet/proxy***

*A shareholder can choose to give a voting instruction to an independent third party to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and need to be received by 6:00 p.m. (CET) on October 25, 2019.*

***ADMITTANCE TO THE EGM***

*Registration for admission to the EGM will take place on the day of the EGM from 9:00 a.m. (CET) until the commencement of the EGM at 9:30 a.m. (CET). After this time registration for admission is no longer possible.*

*Persons entitled to attend the meeting must present a valid administration ticket for the meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.*

*Proxy holders must present a copy of their proxy.*

**Annex 1:**

**Amended Remuneration Policy 2019**