

**ICT Group N.V.**

with its registered office in Barendrecht, the Netherlands

**Notice for the Annual General Meeting (AGM)**

The Annual General Meeting of ICT Group N.V. will be held on Wednesday 24 June 2020 by video webcast. Start time: 10:30 a.m.

**Due to the COVID-19 pandemic and the ongoing safety measures imposed by the Dutch government, ICT Group will take all the recommended precautionary measures to protect the health and safety of our employees, shareholders and other stakeholders to the extent possible. This means, among other things, that the Executive Board and Supervisory Board have decided to organise the AGM such that it can only be attended by webcast by registered shareholders, and that shareholders currently do not have the option to physically attend the meeting. Shareholders can exercise their voting rights by means of an electronic voting instruction prior to the meeting. For further details on how to exercise your voting rights using an electronic voting instruction, we refer you to [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The deadline for submitting your electronic voting instruction is 17 June 2020. Registered shareholders intending to attend the webcast can send an email to [ava2020@ict.nl](mailto:ava2020@ict.nl) to obtain the login details.**

**Due to these exceptional circumstances, we offer shareholders the opportunity to submit questions prior to the meeting regarding the agenda items for this AGM. You must send your questions to [ava2020@ict.nl](mailto:ava2020@ict.nl) (quoting your registration number, as obtained from ABN AMRO Bank N.V. when registering for the AGM) on 21 June 2020 by 10:30 a.m. at the latest. We will endeavour to answer all questions received (arranged by topic, if appropriate) during the meeting. Shareholders who have submitted questions will be given the opportunity to send an email with follow up questions during the meeting to [ava2020@ict.nl](mailto:ava2020@ict.nl), unless this cannot reasonably be expected in light of the circumstances at that time.**

**We will be monitoring developments related to the COVID-19 pandemic and any government measures on an ongoing basis, and will inform you if any of these measures have implications for the AGM. We refer you to our website ([www.ict.eu](http://www.ict.eu)) for the most recent information on our AGM and recommend that you regularly check this website.**

**Agenda:**

1. Opening and announcements.
2. Financial Statements and Report for the 2019 financial year
  - a. report of the Executive Board on the company's activities during the 2019 financial year;
  - b. report of the Supervisory Board on the 2019 financial year;
  - c. advisory vote on the 2019 Remuneration Report (voting item);
  - d. approval of the financial statements for the 2019 financial year (voting item).

3. Discussion of the policy on retained earnings and distribution of dividends and proposal on the appropriation of profit (voting item).
4. Discharge of the members of the Executive Board from liability for their management during the past financial year (voting item).
5. Discharge of the members of the Supervisory Board for their supervision in the past financial year (voting item).
6. Composition of the Supervisory Board
  - a. notification of two vacant positions on the Supervisory Board;
  - b. opportunity for the General Meeting to make recommendations;
  - c. notification of the Supervisory Board of the name of the person nominated for appointment;
  - d. proposal to appoint Mr K. Beeckmans as a member of the Supervisory Board (voting item).
7. Proposal to amend the remuneration policy of the Executive Board (voting item).
8. Proposal to approve the remuneration policy of the Supervisory Board (voting item).
9. Remuneration of the members of the Supervisory Board (voting item).
10. Amendment of the Articles of Association (voting item).
11. Reappointment of the external auditor to the Company (voting item).
12. Authorisation of the Executive Board to instruct the Company to purchase shares in its own capital (voting item).
13. Designation of the Board of Directors as the body authorised to issue ordinary shares or to allocate rights to acquire ordinary shares, as well as to restrict or exclude pre-emptive rights (voting items)
  - a. Designation to issue ordinary shares or to allocate rights to acquire ordinary shares (20%);
  - b. Designation to restrict or exclude pre-emptive rights (10%);
14. Any other business.
15. Adjournment.

The Agenda including the Notes, along with the Report of the Board of Directors, the Financial Statements, the Auditor's Report, the 2019 Remuneration Report, the draft Remuneration Policy of the Board of Directors and the Supervisory Board, along with the recommendation of the Works Council relating thereto, the draft amendment to the Articles of Association including the Notes, and the Notes and other details as specified in Section 392 of Book 2 of the Netherlands Civil Code are available for inspection at the Company's offices (address: Kopenhagen 9, Barendrecht) from today for those authorised to attend the meeting. Copies are available free of charge from our offices on written request, as well as from ABN AMRO Bank N.V. ('ABN AMRO'), email [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com). The notice and the documents listed above are also available from the Company's website ([www.ict.eu](http://www.ict.eu)).

## **Registration date**

Pursuant to applicable Dutch law, the following individuals are eligible to attend, and vote during, the Annual General Meeting of 24 June 2020: those who (i) on 27 May 2020, after close of trading (i.e. after all credit and debit transactions have been processed), were listed as of said date (the 'Registration Date') in one of the registers specified below and (ii) had been registered in writing in accordance with the procedure described below.

The Board of Directors has designated as registers the accounts and records of agents, as defined in the Dutch Giro Securities Transactions Act (*Wet giraal effectenverkeer*) ('Agents'), and the Company's Shareholders' Register, which specify who is entitled to the shares on the Registration Date.

## **Registration for, and access to, the video webcast (virtual meeting)**

Those eligible to vote and attend the meeting can do so by webcast, provided they have registered in advance. They are required to first register for the AGM at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their agent. Once your application has been processed, the shareholder will receive an email containing the voting instruction provided and the unique registration number. This registration number, along with the application to attend the virtual meeting, must be submitted by email to [ava2020@ict.nl](mailto:ava2020@ict.nl) no later than by 5:00 p.m. on 17 June 2020. Shareholders will then receive their personal login details by email.

## **Voting based on voting instruction**

You can only cast your vote through an electronic voting instruction. You must provide your electronic voting instruction before 5:00 p.m. on 17 June 2020 through the above-mentioned website, [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The relevant agent must provide ABN AMRO with an electronic statement on 18 June 2020 by 1:00 p.m. at the latest (through [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary)) specifying the number of shares held by the relevant holder on the Registration Date.

## **Attendance**

Only shareholders who have registered in advance can attend the meeting by webcast.

## **Number of shares outstanding and number of voting rights.**

The number of shares outstanding and the number of voting rights as of the date of this notice is 9,565,010.

Barendrecht, the Netherlands, 13 May 2020