



## AGENDA

Agenda for the Extraordinary General Meeting of Shareholders of Koninklijke Brill N.V.  
to be held on *Wednesday 14 December 2022 at 2 p.m.*  
at the company's offices, Plantijnstraat 2, Leiden

1. Opening
2. Notification of the intention to appoint Dr. J.R. Martin as statutory director
3. Discussion of an amendment to the profile of the Supervisory Board
4.
  - a. Opportunity to make recommendations for the appointment of two Supervisory Board members
  - b. Proposal to appoint Ms. J.W. van der Vlist as Supervisory Board member (voting point)
  - c. Proposal to appoint Drs. J.G.H.M. Niessen as Supervisory Board member (voting point)
5. Closing



## **Explanatory notes to the agenda of the Extraordinary General Meeting of Shareholders of Koninklijke Brill N.V. on Wednesday, December 14, 2022**

### **Notes to agenda item 2. (Notification of the intention to appoint Dr. J.R. Martin as statutory director)**

As of December 14, 2022, the Supervisory Board intends to appoint Dr. J.R. Martin as General Manager (CEO) to fill the vacancy created by the resignation of Mr J.P. Coebergh as statutory director with effect from 25 May 2022, for a term ending after the Annual General Meeting of Shareholders in 2026. The nomination is supported by the Workers Council.

The most important elements of Mr. Martin's directors' agreement are included at the end of these notes.

### **Notes to agenda item 3. (Discussion of an amendment to the profile of the Supervisory Board)**

Due to the fact that Brill has grown in recent years and the work of the Supervisory Board has become more complex due to developments in the market and the company's future goals, the Supervisory Board considers it in the interest of the company and its affiliated company that the board will be expanded from three members to five members. The expansion of the Supervisory Board also facilitates the possibility of setting up an audit committee and/or remuneration committee within the Supervisory Board. The Supervisory Board also considers it desirable for the Supervisory Board to have expertise – in addition to the existing expertise – in the field of knowledge and experience with the academic world and digital and logistics processes; the changes to the profile also provide for this.

The profile, containing the intended changes, is included at the end of these notes. The Supervisory Board has already discussed these changes with the Workers Council.

### **Notes to agenda item 4.a (Opportunity to make recommendations for the appointment of two Supervisory Board members)**

As stated under agenda item 3, the Supervisory Board considers it in the interest of the company and its affiliated enterprise that the Board be expanded from three members to five members. The Supervisory Board therefore intends to nominate two additional members for appointment.

The General Meeting of Shareholders is given the opportunity to recommend a candidate for the vacancies.

### **Notes to agenda item 4.b (Proposal to appoint Ms. J.W. van der Vlist as a member of the Supervisory Board) (voting point)**

Subject to the suspensive condition that no recommendations for other persons have been made by the General Meeting of Shareholders, the Supervisory Board nominates Ms. J.W. van der Vlist to be appointed as a member of the Supervisory Board for a term ending after the Annual General Meeting of Shareholders in 2027. The nomination is supported by the Management Board and the Workers Council. Ms. Van der Vlist meets the requirements of the profile of the Supervisory Board, with due observance of the change as referred to under agenda item 3. The information as referred to in art. 2:142 paragraph 3 of the Dutch Civil Code is included at the end of these notes. The number of supervisory directorships that Ms. Van der Vlist holds falls within the provisions of Section 2:142a of the Dutch Civil Code. Ms. Van der Vlist is independent within the meaning of the Dutch Corporate Governance Code. Her remuneration will be in accordance with the remuneration policy for the Supervisory Board as adopted by the General Meeting of Shareholders on 25 June 2020.



**Notes to agenda item 4.b (Proposal to appoint Drs. J.G.H.M. Niessen as a member of the Supervisory Board)  
(voting point)**

Subject to the suspensive condition that no recommendations for other persons have been made by the General Meeting of Shareholders, the Supervisory Board nominates Mr. J.G.H.M. Niessen to be appointed as a member of the Supervisory Board for a term ending after the Annual General Meeting of Shareholders in 2027. The nomination is supported by the Management Board and the Workers Council. Mr. Niessen meets the requirements of the profile of the Supervisory Board, taking into account the change as referred to under agenda item 3. The information as referred to in art. 2:142 paragraph 3 of the Dutch Civil Code is included at the end of these notes. The number of supervisory directorships held by Mr. Niessen falls within the provisions of Section 2:142a of the Dutch Civil Code. Mr Niessen is regarded as non-independent within the meaning of the Dutch Corporate Governance Code as he has been nominated for appointment by Mont Cervin, being a holder of more than 20% of the depositary receipts for shares in the issued capital of the company. His remuneration will be in accordance with the aforementioned remuneration policy for the Supervisory Board.

Leiden, 2 November 2022

The Management Board  
[Brill.com](http://Brill.com)



## Koninklijke Brill NV PROFILE OF SUPERVISORY BOARD

The Supervisory Board is responsible for supervising the Management Board of the Company, the general course of affairs of the Company and the business connected with it. The Supervisory Board provides the Management Board with advice. In performing its duties the Supervisory Board shall act in accordance with the interests of the Company and the business connected with it, taking into consideration the interests of the Company's stakeholders (including the Company's shareholders, employees, customers and suppliers). In addition, the Supervisory Board shall take its supervision responsibility with respect to the environmental, social and governance aspects and performance relevant to the Company's business.

The Supervisory Board of Koninklijke Brill NV has adopted the following profile. This profile will be evaluated from time to time, checked against social developments and strategic changes.

Whilst the Supervisory Board shall consist of at least three members, given the current needs for an Audit Committee and a Remuneration & Nomination Committee, five members is aimed for.

Recognizing the increasing importance of leveraging different points of view from amongst its members, the Supervisory Board aims for a diverse composition in areas that are relevant for the Company, such as experience, background, gender and age.

To ensure proper performance of the tasks of the Supervisory Board in an ever-changing environment, the availability of certain expertise and experience – spread among various members – will be aimed for, such as:

- a) national and international corporate experience;
- b) relevant knowledge and experience with regards to strategy, business models and operations of internationally operating publishing houses;
- c) financial-economic knowledge and experience (gained in the fields of financial administration and accounting at listed companies or other major legal entities);
- d) experience in social relationships, including knowledge of and experience in the area of human resources and employee participation;
- e) knowledge of, and experience with the academic world, preferably in the fields Brill operates in;
- f) experience gained at managerial levels in the field of relations between businesses and the various (semi-)governmental authorities;
- g) expertise regarding digital and logistical processes.

Given that a number of the above types of expertise and experience will be combined in one or more Supervisory Board members, it follows that the number of desired types of expertise need not equal the desired number of Supervisory Board members.

Every Supervisory Board member to be appointed or reappointed shall possess the following qualities: (a) social experience and with such understanding of business life that he or she can practically function on the Supervisory Board; (b) capability, also in terms of available time, to timely and adequately check and stimulate the Executive Board's policy as well as the general course of affairs at the company, and to assist the Executive Board with advice in the preparation and implementation of the policy; (c) capability to operate critically and independently from the other Supervisory Board and Management Board members.



One third of the members (meaning one in case of 3 to 5 members) should be qualified and experienced to be the trusted contact point for the Workers Council.

A few Supervisory Board members shall also possess such qualities and availability as to enable them to preside over the Supervisory Board and to chair the General Meeting of Shareholders.

The Supervisory board shall be so composed as to ensure a good mutual relationship of trust, allowing the Supervisory Board to act as a team.

The majority of the Supervisory Board shall qualify as 'independent' as per best practice provision 2.1.8 of the Code. However, as per best practice provision 2.1.7 sub iii of the Code, one representative or affiliate of a party that (in)directly holds more than 10 percent of the shares in our Company can be appointed.



## Curriculum Vitae – Dr. J.R. Martin

Dr. J.R. Martin (1970, British and Dutch) studied Molecular Biology (PhD) at Sheffield University in the United Kingdom and moved to the Netherlands in 1995 due to his position as a postdoctoral researcher at the University of Utrecht.

He began his academic publishing career at Wolters Kluwer Academic Publishers (1996), followed by various positions at Swets (1999), including Managing Director of Swets & Zeitlinger Publishers.

After a period as a strategy consultant at ContentConnected (2006), he joined Sanoma in 2009 as COO Learning. In 2011, he was promoted to Executive Management of Sanoma Group as Chief Digital & Strategy Officer and became CEO of Sanoma Learning in 2014 to 2020.

Since 2020, he has been an advisor and investor in various education and educational technology companies. He also currently serves as a non-executive director at Kognity (ending December 2022), Infinitas Learning and ILT Education.

De heer Martin is per 1 september 2022 werkzaam als algemeen directeur (CEO) van Brill.

He does not hold (depository receipts for) shares in Brill.

### *Remuneration*

Mr. Martin and the company have entered into a contract for services. This is in accordance with art. 2:132(3) of the Dutch Civil Code, which provides that agreements between a Dutch listed company and a director are not employment contracts. The content of the agreement is in accordance with the provisions of the applicable Dutch Corporate Governance Code. The agreed remuneration is in accordance with the company's remuneration policy.

The main conditions are as follows:

- Fixed annual fee: EURO 264,800 gross.
- Variable remuneration: a maximum of 80% of the fixed annual remuneration. Half of the maximum variable remuneration will be linked to pre-determined and measurable (short-term) objectives with a predominantly long-term nature. The remaining 50% of the variable remuneration is related to the achievement of (a) multi-year target(s), whereby the term of a multi-year target is set at a period of three (3) financial years.
- Pension: participation in the current pension scheme of the company, currently placed with Pensioenfonds PGB, as well as participant in the scheme for a net survivor's pension, which is administered on an insurance basis by Pensioenfonds PGB.
- Notice period: a notice period of four (4) months applies to the company and to Mr. Martin a notice period of two (2) months.
- Redundancy scheme: Mr. Martin is entitled to a maximum of one fixed annual fee as a severance payment in the event of early termination by the company or if the Supervisory Board does not reappoint Mr. Martin and no other suitable position is offered. The redundancy scheme is conditional on the adoption of the remuneration policy by the General Meeting of Shareholders in which this redundancy scheme will be further regulated. The Supervisory Board intends to review the remuneration policy in the coming period and to submit a new policy for adoption at the Annual General Meeting of Shareholders in 2023.



## Curriculum Vitae - J.W. van der Vlist-Verdel

**Name:** Johanna Willemina van der Vlist-Verdel (1964, Dutch)

### **Current positions:**

- DPG Media N.V. (DPG Media Group), Non-executive Director
- Remeha Group B.V. (BDR Thermea Group), Member Supervisory Board
- Alfen N.V., Member Supervisory Board (as per 21 November 2022, subject to a decision to appoint)

### **Current ancillary position:**

- Stichting Worldgranny, Board Member

### **Former main positions:**

#### Eurofiber Group

- Executive Board Member and CCO (2019-2021)
- Managing Director Nederland (2016-2018)
- Commercial Director Nederland (2015-2016)

#### Essent

- Managing Director Corporate market (2013-2015)

#### Alcatel-Lucent

- VP & Country Managing Director (2009-2013)

#### Worldmax

- CEO (2006-2009)

#### Dell

- Country Director NL (2001-2006)

#### ICL

- General Manager Services Division (1998-2000)
- Various functions (1987-1998)

### **Education:**

- Bachelor - Bedrijfsinformatica, HEAO, The Hague, The Netherlands

**Number of (depository receipts for) shares in Brill:** none



## **Curriculum Vitae – Drs. J.G.H.M. Niessen**

**Name:** Jan G.H.M. Niessen (1963, Dutch)

### **Current position:**

- Managing Director Mont Cervin S.à.r.l. (since 2009)

### **Current ancillary positions:**

- African Parks Foundation Switzerland, Board Member (since 2017)
- Amsterdam Commodities, Non-Executive Director ACOMO N.V. (since 2011)

### **Former main positions:**

Egeria Capital Management

- Managing Partner (1999-2009)

CVC Capital Partners

- Director (1996-1999)

Corporate Finance and Capital Markets MeesPierson

- Director (1990-1996)

### **Former ancillary positions:**

- Ordina N.V., Member Supervisory Board (2016-2020)

### **Education:**

- MBA, New York University, United States of America (1988-1990)
- Master Economics, Erasmus University Rotterdam, The Netherlands (1982-1987)

**Number of (depository receipts for) shares in Brill:** 462.875 (via Mont Cervin S.à.r.l.)