

**AGENDA AND EXPLANATORY NOTES OF
THE ANNUAL GENERAL MEETING 2021
OF
MELTWATER B.V.**

Agenda and explanatory notes for the annual general meeting ("**AGM**") of **Meltwater B.V.**, with registered office in Amsterdam, the Netherlands ("**Company**"), to be held on Wednesday 30 June 2021 at 17.00 hours (CET).

AGENDA

The AGM agenda includes the following items:

- 1. Opening of the meeting and announcements**
- 2. Annual Report 2020**
 - a. Presentation of the Annual Report 2020 (*discussion*)
 - b. Adoption of the Annual Accounts 2020 (*voting item*)
- 3. Appropriation of result 2020 (*voting item*)**
- 4. Discharge of Directors**
 - a. Discharge of the Executive Director (*voting item*)
 - b. Discharge of the Non-Executive Directors (*voting item*)
- 5. Delegations to the Board of Directors regarding the issue of shares, the granting of rights to subscribe for shares and the exclusion or the restriction of pre-emptive rights (*voting item*)**
- 6. Authorisation of the Board of Directors to repurchase shares (*voting item*)**
- 7. Composition of the Board of Directors**
 - a. Announcement regarding composition of the Board of Directors (*discussion*)
 - b. Appointment of Erik Langaker as Non-Executive Director (*voting item*)
 - c. Appointment of Stefanie Witte as Non-Executive Director (*voting item*)
- 8. Proposal to determine that the currency used in the Directors' Report and the Annual Accounts shall be United States dollars and confirmation of the use of the English language in the Directors' Report and the Annual Accounts (*voting item*)**
- 9. Confirmation of the (re)appointment of PricewaterhouseCoopers Accountants N.V. as independent external auditor for the financial year 2021 (*voting item*)**
- 10. Electronic means proposal (*voting item*)**
- 11. Any other business**
- 12. Close**

The AGM documents are available for inspection at the offices of the Company. Copies may be obtained free of charge by shareholders and others entitled to attend the meeting. These documents are also available at www.meltwater.com.

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2 – Annual Report 2020

a. Presentation of the Annual Report 2020 (*discussion*)

Under this agenda item, the Board of Directors gives a presentation on the performance of the Company in 2020.

b. Adoption of the Annual Accounts 2020 (*voting item*)

Under this agenda item, it is proposed to the General Meeting to adopt the Annual Accounts for the financial year 2020 which can be found the relevant section of the Annual Report 2020.

Agenda item 3 – Appropriation of result 2020

For the financial year 2020, the Company had a net loss, which will be allocated to the reserves. No dividend is proposed to be declared.

Agenda item 4 – Discharge of Directors

a. Discharge of the Executive Director (*voting item*)

Under this agenda item, the General Meeting is requested to grant discharge to the Executive Director in office in 2020 in respect of the performance of his management duties to the extent such management is apparent from Annual Report 2020 or is otherwise disclosed to the General Meeting prior to the adoption of the Annual Accounts 2020.

b. Discharge of the Non-Executive Directors (*voting item*)

Under this agenda item, the General Meeting is requested to grant discharge to the Non-Executive Directors in office in 2020 in respect of the performance of their non-executive duties to the extent such performance is apparent from the Annual Report

2020 or is otherwise disclosed to the General Meeting prior to the adoption of the Annual Accounts 2020.

Agenda item 5 – Delegations to the Board of Directors regarding the issue of shares, the granting of rights to subscribe for shares and the exclusion or the restriction of pre-emptive rights (*voting item*)

Under this agenda item it is proposed to the General Meeting to delegate to the Board of Directors for the period of eighteen months commencing on 30 June 2021, the right to resolve:

- a. to issue shares or to resolve to grant rights to subscribe for shares in the capital of the Company against payment in cash or in kind for general corporate purposes: up to a maximum of 10% of the issued capital of the Company as at 30 June 2021;
- b. to issue shares or to resolve to grant rights to subscribe for shares in the capital of the Company against payment in cash or in kind for M&A transactions: up to a maximum of 10% of the issued capital of the Company as at 30 June 2021; and
- c. to limit or exclude pre-emptive rights with respect to the resolutions under a. and b.

Agenda item 6 – Authorisation of the Board of Directors to repurchase shares (*voting item*)

Under this agenda item it is proposed to the General Meeting to authorise the Board of Directors for a period of eighteen months commencing on 30 June 2021, to acquire, in one or more transactions, fully paid shares in the Company's capital either through a purchase on a multilateral trading facility, stock exchange or otherwise up to a maximum of 10% of the total issued capital of the Company as at 30 June 2021 for a minimum price, excluding expenses, of the nominal value of the shares concerned and a maximum price of an amount equal to the opening price of the shares on Euronext Growth Oslo or Oslo Børs (in case of admission to listing and trading at Oslo Børs) on the day of the repurchase plus 10%.

Agenda item 7 – Composition of the Board of Directors

- a. **Announcement regarding composition of the Board of Directors (*discussion*)**
Andreas Källström Säfweräng has resigned as member of the Board of Directors effective per the end of the AGM to be held in 2021. Under agenda item 7.b, the Board of Directors wishes to propose two Non-Executive Director for appointment.

b. Appointment of Erik Langaker as Non-Executive Director (voting item)

It is proposed by the Board of Directors, by way of non-binding nomination, to appoint Erik Langaker as Non-Executive Director of the Company for a period of four years until the end of the annual General Meeting to be held in 2025 and consequently establish that the number of Non-Executive Directors will be four (4).

Erik Langaker has an extensive background of developing and commercialising technology businesses, with 30 years' international experience in private equity, listed companies and entrepreneurial ventures. He has been an active investor and chair and director in well over 25 companies. Erik Langaker also brings valuable Nordic public company experience. He has previously served as chair of Norwegian and European R&D engineering company Data Respons ASA (sold to AKKA Technologies SE) and currently serves as member of the boards of current Oslo listed companies Zalaris ASA and Elop AS.

Name	Erik Langaker
Age	58
Nationality	Norwegian
Profession	Entrepreneur and investor
Other positions and directorships	<ul style="list-style-type: none"> • Owner and Chairman Vestland Group AS • Chairman of the Board PragmatIC Semiconductor Ltd. • Non-executive Director and investor in OSE listed Zalaris ASA • Non-executive Director and investor Papirfly AS • Chairman and investor Kezzler AS • Non-executive Director and Investor Resoptima AS • Industrial advisor EQT
Number of Company shares held	200,000 shares

It is furthermore proposed that the remuneration for Erik Langaker will be set once the remuneration policy is adopted.

c. Appointment of Stefanie Witte as Non-Executive Director (voting item)

It is proposed by the Board of Directors, by way of non-binding nomination, to appoint Stefanie Witte as Non-Executive Director of the Company for a period of four years until the end of the annual General Meeting to be held in 2025 and consequently establish that the number of Non-Executive Directors will be five (5).

Stefanie Witte is currently a Director for Chrome OS Consumer, running the business for Google's operating system in Northern Europe and the German speaking countries. Over the last nine years, Stefanie has held several other senior positions at Google including marketing for Android, Google's own hardware and their advertising products. Prior to Google she worked six years at Novartis in business development and strategic marketing and three years as management consultant at McKinsey. Stefanie holds a Lic.oec. HSG, Finance, Accounting and Controlling, from the University St. Gallen.

Name	Stefanie Witte
Age	47
Nationality	German
Profession	Director, Chrome OS Consumer, DACH & Northern Europe
Other positions and directorships	Member of the Board at Eco Online AS
Number of Company shares held	0

It is furthermore proposed that the remuneration for Stefanie Witte will be set once the remuneration policy is adopted.

Agenda item 10 – Proposal to determine that the currency used in the Director's Report and the Annual Accounts shall be United States dollars and confirmation of the use of the English language in the Director's Report and the Annual Accounts (voting item)

Under this agenda item it is proposed to the General Meeting to approve that the currency used in the Director's Report and the Annual Accounts for the financial year 2021 shall be United States dollars. Furthermore it is proposed to the General Meeting to approve the use of the English language in the Director's Report and the Annual Accounts for the financial year 2021.

Agenda item 11 – Confirmation of the (re)appointment of PricewaterhouseCoopers Accountants N.V. as independent external auditor for the financial year 2021 (*voting item*)

Pursuant to applicable Dutch law, the AGM is required to appoint the external auditors on an annual basis. Considering the above the Board of Directors proposes to confirm the appointment of PricewaterhouseCoopers Accountants N.V. to audit the Annual Accounts 2021.

Agenda item 12 – Electronic means proposal (*voting item*)

Article 5:25k paragraph 5 of the Dutch Financial Supervision Act (*Wet op het Financieel toezicht*) provides that an issuer of securities whose shares are listed on a regulated market may only submit certain information, including the agenda for the general meeting, to its shareholders through electronic means, if the general meeting has approved a resolution to that effect. Under this agenda item, it is proposed to the General Meeting to approve that information may be submitted to the shareholders of the Company through electronic means, in accordance with article 5:25k paragraph 5 of the Dutch Financial Supervision Act.