

INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF INTERTRUST N.V.

Dear shareholder,

We have the pleasure of inviting you to the extraordinary general meeting (**EGM**) of Intertrust N.V. (**Intertrust** or **Company**) to be held at the offices of Intertrust, Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands on Monday 8 March 2021 at 15:00 hours CET.

In light of the COVID-19 pandemic and the associated continuing health risks and in accordance with the Temporary Act COVID-19 Justice and Security (*Tijdelijke Wet COVID-19 Justitie en Veiligheid*), the EGM will only be virtually accessible for shareholders. This means that shareholders will not be able to physically attend the meeting.

You will be able to follow the meeting via a live webcast via <https://streams.nfgd.nl/intertrust-egm-08-03-2021>. The webcast will be open on 8 March 2021 from 14:45 hours CET.

Shareholders are requested to submit their questions on any agenda item in advance by sending an e-mail to AGM@intertrustgroup.com. Shareholders who make use of this possibility, may also ask follow-up questions on the agenda items during the EGM by electronic means, via the use of a chat function. Instructions are included in this convocation notice (see General Information, under paragraph *Questions on agenda items* on page 6). The questions will be answered during the meeting and the answers will be available on the company's website <https://www.intertrustgroup.com/investors/shareholder-information/extraordinary-general-meeting-march-2021> afterwards.

As a shareholder, you can only exercise your voting rights by providing a proxy with voting instructions in accordance with the procedure described in this convocation notice (see General information, under paragraph *Voting instructions and proxy* on page 6).

We strongly value the dialogue with our shareholders and regret the fact that our EGM will only be virtually accessible for shareholders. However, given the exceptional times that require special measures to protect the health and safety of everyone, we thank you for your understanding.

The Supervisory Board of Intertrust N.V.

Amsterdam, 22 January 2021

AGENDA

Opening

1. Proposal to appoint Mr S. Iyer as member of the Management Board of Intertrust *voting item*
2. Proposal to amend the Articles of Association of Intertrust *voting item*

Closing

EXPLANATORY NOTES TO THE AGENDA ITEMS

1. Proposal to appoint Mr S. Iyer as member of the Management Board of Intertrust (*voting item*)

Intertrust has announced that Ms Stephanie Miller has stepped down as Chief Executive Officer and member of the Management Board, effective 7 December 2020.

In connection therewith, the Supervisory Board has resolved to nominate Mr Shankar Iyer to succeed Ms Miller as Chief Executive Officer, effective 7 December 2020, and as member of the Management Board as per the date the appointment of Mr Iyer becomes effective.

In accordance with article 13.2 of the articles of association of Intertrust and pursuant to the binding nomination of the Supervisory Board, it is proposed to appoint Mr Iyer as member of the Management Board for a term of four years as of the date of the appointment becoming effective, which term shall lapse immediately after the day of the first General Meeting held in 2025. The appointment will be subject to the condition precedent (*onder opschortende voorwaarde*) that the requisite regulatory approvals will have been obtained and the appointment will be effective upon receipt of the requisite regulatory approvals.

Curriculum Vitae of Mr Shankar Iyer:

Personal information

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|----------------|------------------|
| Name: | Shankar Iyer |
| Date of birth: | 26 November 1964 |
| Nationality: | American |

Education

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| 1987 – 1989 | BOMBAY UNIVERSITY, Masters in Management Studies - MMS |
| 1983 – 1986 | BOMBAY UNIVERSITY, Bachelors in Science – BSC |

Corporate experience

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|----------------------------|--|
| December 2020 onwards | Intertrust N.V., acting Chief Executive Officer, nominated to be appointed |
| June 2019 – November 2020 | Intertrust N.V., Chief Solutions Officer |
| January 2002 - June 2019 | VITEOS FUND SERVICES, Founder, Chief Executive Officer |
| August 1990 - October 2001 | SILVERLINE TECHNOLOGIES INCORPORATED (Manager, Sales Manager, Regional Sales Manager, Head of HR, Chief Operating Officer and Chief Executive Officer) |
| June 1989 to July 1990 | VOLTAS LIMITED Management Trainee, Area Sales Manager |

Motivation of the proposed appointment

Mr Iyer joined Intertrust in 2019 as Chief Solutions Officer and before that he was Chief Executive Officer and co-founder of Viteos, a top ten US tech-enabled funds administrator acquired by Intertrust in 2019. He has over thirty years of international experience in business acquisition and development and has extensive experience in integrating digital capabilities into businesses. Prior to founding Viteos, Shankar was the President and Chief Executive Officer of Silverline Technologies, an IT services company, which he led to its listing on the New York stock exchange.

His significant expertise, knowledge of our business and industry, and strong leadership skills are expected to enhance our ability to deliver on Intertrust's strategic objectives.

The Remuneration, Selection and Appointment Committee has prepared the proposal of the Supervisory Board. All aspects of diversity were considered. The proposal ensures a diverse and balanced composition of the combined Management Board/Executive Committee in terms of nationality, age, experience and expertise, unfortunately not in gender as stated in the Diversity & Inclusion charter. More information on diversity can be found in the 2020 Annual Report, once published.

Furthermore, on 30 December 2020 the Joint Works Council of Intertrust Group B.V. and Intertrust (Netherlands) B.V. positively advised on the contemplated appointment of Mr Iyer.

Mr Iyer will relocate to London. Mr Iyer will work eighty percent of his time from there and twenty percent of his time from Amsterdam, subject to being able to travel frequently due to Covid-19 restrictions. To reflect this and to comply with English and Dutch wage tax requirements, Mr Iyer will enter into an agreement with Intertrust Management Limited and a management agreement with Intertrust N.V.

The main elements of these agreements with Mr Iyer, which are in line with the Dutch Corporate Governance Code, are based on the Remuneration Policy as approved by the extraordinary general meeting of shareholders held on 28 November 2019 and will consist of the following:

- Annual base salary of EUR 600,000 gross;
- Annual on-target short-term variable opportunity of 60% of the annual base salary with a maximum opportunity of 100% of the annual base salary in accordance with the annual Management Board Short Term Incentive Scorecard;
- Annual on-target award under the Performance Share Plan of 100% of the annual base salary with a maximum opportunity of 200% of target in the event that all of the pre-determined targets are met over a three-year performance period;
- Maximum severance payment of an amount equal to annual base salary (excluding variable compensation components, compensation for costs and pension contributions payable by Intertrust);
- An annual gross contribution of 25% of the annual base salary as pension allowance;
- Housing allowance;
- The agreements will further contain a claw back clause, a non-compete clause and a non-solicitation clause;
- Various other benefits in line with Intertrust policies.

Mr Iyer holds 147,261 shares in the capital of Intertrust N.V. to date.

The main elements of the agreements with Mr Iyer are fully accessible on the corporate website under <https://www.intertrustgroup.com/investors/corporate-governance>.

2. **Proposal to amend the Articles of Association of Intertrust (*voting item*)**

The Management Board proposes, with the prior approval of the Supervisory Board, to amend the Articles of Association of Intertrust in accordance with the proposal as published on the corporate website <https://www.intertrustgroup.com/investors/shareholder-information/>.

The proposal includes an overview of the proposed amendments, as well as a clarification of these amendments.

In addition, the Management Board proposes to authorise each civil law notary, candidate civil law notary and employee of Quist Geuze Meijeren jointly and severally to execute the deed of amendment to the Articles of Association of Intertrust.

GENERAL INFORMATION

Language, EGM documents

Intertrust is an international company and its corporate language is English. The EGM will therefore be conducted in English. A live translation of the EGM into Dutch will not be offered.

The agenda, the explanatory notes to the agenda and the instructions for attendance at the EGM are available on the website of Intertrust, <https://www.intertrustgroup.com/investors/shareholder-information/extraordinary-general-meeting-march-2021>. These documents can also be obtained free of charge via the Company, Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, at the following e-mail address: AGM@intertrustgroup.com. as well as via ABN AMRO Bank N.V. (**ABN AMRO**) by e-mail ava@nl.abnamro.com.

Registration Date

Shareholders may exercise voting rights if they hold shares in the share capital of Intertrust N.V. on 8 February 2021 after close of trading and processing of all settlements (the **Registration Date**) and are timely registered as such in the administrations held by the banks and brokers that are intermediaries as defined under the Securities Giro Act (*Wet giraal effectenverkeer*) (the **Intermediaries**). The administration of the relevant financial intermediary under the Dutch Securities Giro Transfer Act (*Wet Giraal Effectenverkeer*) shall be consulted to determine which persons are deemed to be registered shareholders of the Company as per the Registration Date.

Voting instructions and proxy

Shareholders who are entitled to exercise voting rights can grant an electronic proxy with voting instructions via www.abnamro.com/evoting or through the Intermediary in whose administration the shareholder is registered as holder of shares of Intertrust no later than 2 March 2021, 17:00 hours CET.

In all circumstances, the Intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than 3 March 2021 13:00 hours CET, stating the number of shares registered in the name of the holder thereof on the Registration Date whereupon the holder will receive a proof of registration. In addition, the Intermediaries are requested to include the full address details of the relevant ultimate beneficial holder(s) in order to be able to verify the shareholding on the Registration Date in an efficient manner. The shareholder will receive from ABN AMRO, via the intermediary, a confirmation of the voting instructions.

The electronic proxy with voting instructions will be granted to Ms Bianca Geuze-Draaijer, civil law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each (candidate) civil law notary of Quist Geuze Meijeren, and includes the right of substitution. Alternatively, a written power of attorney form can be downloaded from <https://www.intertrustgroup.com/investors/shareholder-information/extraordinary-general-meeting-march-2021>, including further instructions.

Virtual admittance to the EGM

Shareholders who wish to follow the meeting via a live webcast can do so via <https://streams.nfgd.nl/intertrust-egm-08-03-2021>. The webcast will be open on 8 March 2021 from 14:45 hours CET until the commencement of the EGM at 15:00 hours CET. You will be requested to register. After this time, registration for admission is no longer possible.

This way of following the EGM implies that you can watch and listen the discussions of the EGM. You will not be able to interrupt or ask questions during the EGM (unless you have asked questions in advance, please see below under *Questions on agenda items*), nor be able to cast your vote.

Questions on agenda items

Shareholders who are entitled to and wish to ask questions on any agenda item, are strongly encouraged to submit any questions well in advance by sending an e-mail to AGM@intertrustgroup.com. When submitting questions please ensure to provide proof of being a shareholder on the Registration Date. Kindly note that the deadline for submitting questions is 5 March 2021, 15:00 hours CET. Shareholders who make use of this possibility, may also ask follow-up questions on the

agenda items during the EGM by electronic means, via the use of a chat function. These shareholders will receive further instructions prior to the EGM.

The questions will be answered during the EGM and the answers will be available on the Company's website <https://www.intertrustgroup.com/investors/shareholder-information/extraordinary-general-meeting-march-2021> afterwards. However, the chairperson of the EGM may use her discretion not to respond to all follow-up questions, in the interest of the order of the meeting.

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