

CVC

Notice of 2025 Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this notice or what action to take, please seek personal advice from an independent bank, stockbroker, financial, legal or other professional advisor. If you have sold or otherwise transferred all of your shares in CVC Capital Partners plc, please forward this document, together with any accompanying documents, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

CVC Capital Partners plc
Registered Office: Level 1, IFC 1 Esplanade St. Helier JE2 3BX Jersey
Registration Number: 140080
The International Security Identification Number (ISIN) of the CVC Capital Partners plc shares is JE00BRX98089

Letter from the Chair

Dear shareholder,

I am pleased to invite you to the 2025 Annual General Meeting ('**AGM**') of CVC Capital Partners plc (the '**Company**' or '**CVC**'), the first AGM of CVC as a listed company.

The formal notice of the AGM, including more detailed information, is set out on pages 3 to 11 of this document (the **Notice**).

Location, date, language and time

The AGM will be held at the Radisson Blu Waterfront Hotel, Rue De L'Ettau, St. Helier, Jersey JE2 3WF, on Tuesday, 20 May 2025 at 09:00 (BST). Kindly note that the AGM will be conducted in English.

The Radisson Blu Waterfront Hotel is accessible by wheelchair. To ensure that the AGM is fully accessible to all shareholders, please email AGM@cvc.com if you have any particular access requirements or other needs.

Attendance in person

If you wish to attend the AGM in person, we kindly ask that you register your intention to do so in accordance with the registration procedure set out in Part III of this Notice in order to assist us in planning and implementing arrangements for the AGM. In person attendees should arrive at least 20 minutes before the start of the AGM in order to register and be seated for the prompt start of the AGM at 09:00 (BST). We advise shareholders and EI Holders to check the Company's website at www.cvc.com/shareholders/shareholder-information/agm in advance of the AGM in case there are further changes to the arrangements for the AGM.

Attendance digitally¹

Shareholders (including holders of an interest in the shares listed and traded on Euronext Amsterdam and held through Euroclear Nederland, (such interests being **EI's** and the holders thereof being the **EI Holders**)) who prefer not to attend in person may provide their voting instructions or appoint a proxy in advance of the meeting and watch and listen to the proceedings remotely via a live video webcast available at <https://cvc.lumiconnect.com/100-559-593-270>. This webcast is for viewing only. It is not interactive and it is not possible to vote or ask questions remotely. Viewing by webcast does not count as attendance in law to participate in the AGM electronically.

Guests

The AGM is a private meeting of shareholders and their duly authorised representatives. Guests are not entitled to attend the meeting but they may be permitted in limited circumstances at the absolute discretion of the Company. Shareholders wishing to bring a guest must email AGM@cvc.com in advance.

Photography and/or recording

Please note that photography and/or recording may take place at this event. The photographs and/or recordings made may appear on CVC marketing materials and are taken for promotional and archival purposes. The photographs and/or recordings are the property of CVC and will be stored securely and deleted in accordance with our policies. However, if you prefer not to be photographed and/or recorded, please notify the photographer.

Business of the AGM

The business to be transacted at the AGM is set out in the Notice and further explained in the explanatory notes to the resolutions to be voted on at the AGM.

In accordance with the UK Corporate Governance Code, each of the directors of the Company (the **Directors** and collectively, the **Board**) will stand for re-election at the AGM. The Board considers that the experience, background and contribution of each of the Directors are, and will continue to be, critical to the long-term sustainable success of the Company going forward and the Board recommends the re-election of each of the Directors. Biographies for each Director can be found at Part IV of the Notice.

The Directors believe that all resolutions set out in the Notice are in the best interests of the Company and its stakeholders as a whole. The Directors will therefore be voting in favour of these resolutions in respect to their own interests in the Company, totalling 117,011,671 ordinary shares (**Ordinary Shares**) as at 17 March 2025 (being the **Latest Practicable Date** prior to publication of this Notice), and unanimously recommend that you vote in favour of the resolutions as well.

Voting

All of the proposed resolutions put to the vote at the AGM will be decided on a poll. Any shareholder or EI Holder present in person or by proxy shall have one vote for every share or EI held. If you would like to vote on the resolutions but are not able to attend the AGM, please appoint a proxy or submit your voting instructions in advance, which must be received by no later than 09:00 (BST) on 18 May 2025 by following the instructions contained in Part III of the Notice.

On a poll, a shareholder or EI Holder entitled to more than one vote need not, if they vote, use all their votes or cast all the votes they use in the same way.

Shares and voting rights

As at the Latest Practicable Date, CVC's issued share capital consists of 1,062,984,492 Ordinary Shares (the **Issued Share Capital**) carrying one vote each.

Questions and answers

We believe the AGM is an important part of our shareholder engagement. Accordingly, we will endeavour to ensure that discussions are kept relevant and that as many questions as possible are addressed. We strongly encourage you to submit your questions in advance of the AGM by emailing AGM@cvc.com.

Yours faithfully,

Rolly van Rappard
Chair

20 March 2025

1. See page 7 for further information.

Part I – Notice of the 2025 Annual General Meeting

Notice is hereby given that this year's AGM of the Company will be held on Tuesday, 20 May 2025, at 09:00 (BST) at the Radisson Blu Waterfront Hotel, Rue De L'Étau, St. Helier, Jersey JE2 3WF. Kindly note the AGM will be conducted in English.

Upon registration in accordance with the procedure as set out under 'Registration procedure', shareholders and EI Holders who prefer not to attend in person may provide their voting instructions or appoint a proxy in advance of the AGM and watch and listen to the proceedings via a live video webcast on <https://cvc.lumiconnect.com/100-559-593-270>. Full details of how to access these options are provided in the additional notes to this Notice.

Resolutions 1 to 12 (inclusive) are proposed as ordinary resolutions and resolutions 13 to 14 (inclusive) are proposed as special resolutions. Ordinary resolutions may be passed by a simple majority of the votes cast. Special resolutions may be passed in accordance with Article 90 of the Companies (Jersey) Law 1991 by a two-thirds majority of the votes cast.

Ordinary resolutions

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the annual report and accounts of the Company for the financial year ended 31 December 2024 (the **Annual Report and Accounts**).
2. To approve a final dividend for the financial year ended 31 December 2024 of €0.21 per Ordinary Share.
3. To receive and approve, on an advisory basis, the report of the Company's remuneration committee (the **Remuneration Committee**) for the financial year ended 31 December 2024 (the **Remuneration Report**) as set out on pages 73 to 77 of the Annual Report and Accounts.
4. To re-appoint Deloitte LLP (**Deloitte**) as independent auditor of the Company, to hold office until the end of the next annual general meeting of the Company.
5. To authorise the Company's audit committee (the **Audit Committee**) to determine the remuneration of Deloitte on behalf of the Board.
6. To re-appoint Rob Lucas as an executive Director, who retires in accordance with article 32.2 of the Company's articles of association (the **AoA**), and who offers himself for re-election.
7. To re-appoint Fred Watt as an executive Director, who retires in accordance with article 32.2 of the AoA, and who offers himself for re-election.
8. To re-appoint Rolly van Rappard as a non-executive Director, who retires in accordance with article 32.2 of the AoA, and who offers himself for re-election.
9. To re-appoint Baroness Rona Fairhead as a non-executive Director, who retires in accordance with article 32.2 of the AoA, and who offers herself for re-election.
10. To re-appoint Dr Mark Machin as a non-executive Director, who retires in accordance with article 32.2 of the AoA, and who offers himself for re-election.
11. To re-appoint Carla Smits-Nusteling as a non-executive Director, who retires in accordance with article 32.2 of the AoA, and who offers herself for re-election.
12. That, in substitution for all existing shareholder authorities provided to the Directors in general meeting (to the extent unused), the Board be and are hereby generally and unconditionally authorised pursuant to Article 5.3 of the AoA, to allot or grant:
 - (A) up to 106,298,449 Equity Securities (as defined in the AoA) in aggregate number; and
 - (B) in addition, any Equity Securities allotted or granted pursuant to paragraph (A), up to 212,596,898 Equity Securities in aggregate number in connection with a rights issue or other fully pre-emptive issue (as defined in the AoA):
 - a. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to people who are holders of other Equity Securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities; and so that the Directors may impose any limits or restrictions and make any arrangements which they can consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 20 November 2026), save that the Company may make offers and enter into agreements which would or might require Equity Securities to be allotted or granted after such expiry and the Directors may allot or grant Equity Securities in pursuance of such offers and agreements as if the authority conferred hereby had not expired.

Part I continued

Special resolutions

To consider and, if thought fit, to pass the following resolutions as special resolutions:

13. That, subject to and conditional upon the passing of resolution 12 on page 3, and in substitution for all existing shareholder authorities provided to the Directors in general meeting (to the extent unused), the Board be and are hereby generally and unconditionally authorised, pursuant to Article 7 of the AoA, to allot or grant Equity Securities wholly for cash pursuant to the authority conferred by resolution 12 as if Article 6 of the AoA did not apply to any such allotment or grant, provided that such authority shall be limited to:

(A) in the case of the authority granted under resolution 12(A), the allotment or grant of up to 106,298,449 Equity Securities in aggregate number (otherwise than pursuant to paragraph (B) below);

(B) the allotment or grant of Equity Securities in connection with an offer of Equity Securities:

- a. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
- b. to people who are holders of other Equity Securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 20 November 2026), save that the Company may make offers and enter into agreements which would or might require Equity Securities to be allotted or granted after such expiry and the Directors may allot or grant Equity Securities in pursuance of such offers and agreements as if the authority conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of Equity Securities by virtue of Article 5.6(j) of the AoA as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 12" were omitted.

14. That, the Company be and is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases or purchases through other means (including but not limited to derivatives, private, over-the-counter, or block trades or otherwise) of Ordinary Shares of the Company on such terms and in such manner as the Directors may from time to time determine;

(A) provided that:

- i. the maximum number of Ordinary Shares hereby authorised to be purchased is 106,298,449;
- ii. the minimum price which may be paid for an Ordinary Share is EUR 0.01, exclusive of expenses (if any) payable by the Company;

iii. the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of:

- a. 105% of the volume-weighted average market price at which the Company's Ordinary Shares trade on Euronext Amsterdam for the five business days immediately preceding the day on which the Company's Ordinary Share is contracted to be purchased (exclusive of expenses (if any) payable by the Company); and
- b. an amount equal to the higher of the price of the last independent trade of an Ordinary Share of the Company and the highest current independent bid for an Ordinary Share of the Company on the trading venue where the purchase is carried out (exclusive of expenses (if any) payable by the Company);

iv. this authority, unless previously revoked or varied, shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 20 November 2026), save that a contract of purchase may be concluded by the Company before such expiry which will or may be executed wholly or partly after such expiry, and the purchase of shares may be made in pursuance of any such contract; and

(B) provided that pursuant to Article 58A of the Companies (Jersey) Law 1991, and if approved by the Directors, to hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by resolution 13(A).

By order of the Board

Fiona Evans

Company Secretary, CVC Capital Partners plc

20 March 2025

Registered office:

Level 1, IFC 1,
Esplanade,
St. Helier, JE2 3BX
Jersey

Registered in Jersey under company number 140080

Part II – Explanatory notes to the resolutions

The notes on the following pages explain the proposed resolutions.

Resolutions 1 to 12 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 14 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of the resolution.

Resolution 1: Annual Report and Accounts

The Board must present to shareholders at the AGM the Annual Report and Accounts of the Company for the year ended 31 December 2024. In resolution 1, shareholders are invited to receive the Annual Report and Accounts. The report of the Directors, the accounts, the Remuneration Report and the report of the Company's auditors on the accounts, are contained within the Annual Report and Accounts.

Resolution 2: final dividend

Final dividends of the Company can only be paid once they have been approved by shareholders. The Board has recommended a dividend for the financial year ended 31 December 2024 of €0.21 per Ordinary Share which, provided shareholders approve this resolution, will be paid by the Company on 18 June 2025 to the shareholders on the register at the close of business on 23 May 2025. CVC Capital Partners plc did not declare or pay dividends to equity shareholders of the Group during the year ended 31 December 2024.

Resolution 3: remuneration report

Resolution 3 proposes the approval of the Remuneration Report by shareholders.

The Remuneration Report, which is made on behalf of the full Board, explains the different elements which comprised executive Director compensation in 2024, including how base salaries and incentive compensation were determined for executive Directors of the Company. Payments made to the non-executive Directors are also set out in the Remuneration Report. In addition, the Company's utilisation of other benefits paid or payable to Directors are explained in the Remuneration Report. The vote on this resolution is advisory in nature. Accordingly, payments made or promised to the Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

Resolution 4 and 5: re-appointment and remuneration of the independent auditor

The independent auditor of the Company must be appointed or re-appointed at each annual general meeting of the Company at which accounts are laid. Resolution 4 proposes the re-appointment of Deloitte as the Company's independent auditor for a further year. Resolution 5 gives the Audit Committee authority to determine the remuneration of Deloitte as independent auditor on behalf of the Board.

Resolutions 6 to 11 (inclusive): re-election of executive and non-executive directors

In accordance with the AoA and the UK Corporate Governance Code all of the Directors will retire from office at the AGM and will stand for re-election. The Company may appoint or re-appoint Directors by ordinary resolution. The shareholders are being asked to approve the re-appointment of the Directors. If the Company does not fill a vacancy at the AGM, the retiring Director will, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless the re-appointment of the Director is not approved, the re-elections, if approved, will take effect at the conclusion of the AGM.

The non-executive Chair, Rolly van Rappard, is not independent for the purposes of the UK Governance Code, which recommends that the chair should be independent on appointment. Rolly does not meet the independence criteria as he is a co-founder of CVC and a continuing employee of CVC Advisers Limited. The non-executive Chair's responsibilities include leading the Board, ensuring the effectiveness of the Board in all respects, ensuring effective communication with shareholders, setting the Board's agenda and ensuring that all Directors are encouraged to participate fully in the activities and decision-making processes of the Board. The Company recognises that it does not comply with the recommendation of the UK Governance Code that the chair should be independent on appointment. However, the Company believes that, in order to ensure maximum continuity as the Group continues to transition and develops from a private group to a public company, Rolly should be the non-executive Chair of the Board to provide stability and continuity through his detailed understanding and historical leadership of CVC's business.

The Board considers that each of the Directors standing for re-election has made, and will continue to make, an effective and valuable contribution to the Company. The Board is satisfied that each non-executive Director offering himself or herself for re-election is independent in character and that there are no relationships or circumstances likely to affect his or her character or judgement. Accordingly, the Board unanimously recommends that all Directors standing for re-election continue to serve as Directors and that the Director standing for election be re-appointed.

Please refer to Part IV of this Notice for the biographies of the executive and non-executive Directors who are standing for re-election.

Resolution 12: authority to allot equity securities

Under Article 5.3 of the AoA, the Directors may only allot or grant Equity Securities with the prior authorisation of shareholders (other than in connection with certain exceptions set out in Article 5). The authority conferred on the Directors at its previous annual general meeting held prior to the Company's listing on Euronext Amsterdam expires on the date of the AGM. Resolution 12 proposes to seek a new authority for the Directors to allot or grant Equity Securities pursuant to Article 5.3 of the AoA.

Paragraph (A) of the resolution authorises the Directors to allot or grant up to 106,298,449 Equity Securities in aggregate number, which represents approximately 10% of the Issued Share Capital of the Company as at the Latest Practicable Date.

Paragraph (B) of the resolution authorises the Directors to allot or grant up to 212,596,898 Equity Securities in aggregate number (in addition to any allotted or granted under paragraph (A)) in connection with a pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical problems), which represents approximately an additional 20% of the Issued Share Capital of the Company as at the Latest Practicable Date.

As at the date of this Notice, the Company does not hold any treasury shares.

Part II continued

Other than in relation to the Employee Share Plans, the DIF Interim Acquisition or the DIF Final Acquisition (in each case as defined in the AoA and which fall within the exception from shareholder approval under Article 5.4 of the AoA), the Directors have no present intention of allotting or granting Equity Securities, but consider it prudent to maintain the flexibility that this authority provides. If passed, the authority conferred pursuant to resolution 12 will expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 20 November 2026).

Resolution 13: dis-application of pre-emption rights

If the Directors wish to exercise the authority to allot or grant Equity Securities for cash (other than in connection with certain exceptions set out in Article 6.6 of the AoA), they must first offer them to existing shareholders in proportion to their holdings. In certain circumstances, it may be in the best interests of the Company to allot or grant Equity Securities for cash without first offering them to existing shareholders, for example to enable the Company to respond quickly to raise capital efficiently when needed, and this can be done if shareholders have first given a limited waiver of their pre-emption rights.

Resolution 13 asks shareholders to grant this limited waiver. The resolution will be proposed as a special resolution.

Resolution 13 contains a two-part waiver. The first part is limited to the allotment or grant of up to 106,298,449 Equity Securities in aggregate number for cash (which includes the sale of a non-pre-emptive basis of any shares held in treasury), which represents approximately 10% of the Issued Share Capital of the Company as at the Latest Practicable Date. The second part is limited to the allotment or grant of Equity Securities for cash on a pre-emptive basis to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders.

If the resolution is passed, the waivers will expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 20 November 2026).

Resolution 14: authority to purchase own shares

In certain circumstances, it may be advantageous for the Company to purchase its own Ordinary Shares and resolution 14 seeks authority from shareholders to authorise the Directors to make such purchases in the market.

While the Directors have no present intention of exercising the authority sought under resolution 14, the Directors consider it desirable for this general authority to be available to provide additional flexibility for the management of the Company's capital resources. The Directors intend to implement the authority only when, in light of market conditions prevailing at the time, they believe that the effect of any such purchases will be in the best interests of the Company and its shareholders generally. Any Ordinary Shares purchased under this authority may be cancelled and the number of Ordinary Shares in issue will be reduced accordingly, though the Company has the option to hold them as treasury shares.

Resolution 14 specifies the maximum number of Ordinary Shares which may be purchased (representing approximately 10 per cent of the Company's issued Ordinary Share capital as at the Latest Practicable Date) and the minimum and maximum prices at which they may be bought.

Part III – Additional notes to the Notice

Meeting documents

The following documents are available on the Company's website:

- this Notice;
- the Annual Report and Accounts; and
- the Remuneration Report.

These documents can also be obtained free of charge via the Company at the following address:

CVC Capital Partners plc
Level 1, IFC 1, Esplanade, St. Helier, Jersey JE2 3BX

or via ABN AMRO Bank N.V. (**ABN AMRO**) at the following address:

ABN AMRO Bank N.V.
Gustav Mahlerlaan 10, 1082 PP, Amsterdam

Record date

Those shareholders and EI Holders who are registered in one of the (sub)registers designated by the Board on 16 May 2025 at the close of business (the **Record Date**), have the right to attend the AGM and exercise their voting rights, or provide their voting instructions, in accordance with the number of shares or EIs held at the Record Date. The designated (sub)registers are the administration records of the intermediaries within the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*) and the shareholder register of the Company. Changes to the entries in the (sub)registers of the Company after closing of the books on the Record Date shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Registration procedure

EI Holders (or their authorised representatives), who wish to attend this AGM in person or by proxy, should register electronically with ABN AMRO (via www.abnamro.com/evoting), or through their intermediaries at which their EIs are administered. EI Holders (or their authorised representatives) who wish to attend in person should register by 09:00 (BST) on 16 May 2025 at the latest. EI Holders (or their authorised representatives) who wish to attend this AGM digitally should register by 09:00 (BST) on 16 May 2025 at the latest. Shareholders/EI Holders can watch a live webcast of the AGM via the Lumi platform and persons who are not a shareholder/EI Holder who wish to watch the AGM can request such by emailing AGM@cvc.com. Upon registration, EI Holders will be requested to choose whether they will attend the AGM and/or whether they will give a proxy with voting instructions, all as referred to below.

For this purpose, the intermediaries of EIs that have been registered shall, no later than 15:00 (BST) on 16 May 2025, provide ABN AMRO (via www.abnamro.com/evoting) with an electronic statement that includes the number of EI's (each EI representing one Ordinary Share) held on the Record Date by the EI Holder concerned, for those EI Holders that applied for registration. In addition, the intermediaries are requested to include the full address details, as well as the valid email address and securities account of the relevant EI Holder, in order to be able to verify the holding on the Record Date. The certificate of the

registration, supplied by ABN AMRO via the relevant intermediary, will serve as admission to the AGM and must be presented upon arrival at the AGM.

Shareholders registered in the Company's shareholders register, who wish to attend the AGM, should register directly, via AGM@cvc.com, by 09:00 (BST) at the latest on 18 May 2025. The confirmation of registration will serve as admission to the AGM and must be presented upon arrival at the AGM. Shareholders entitled to attend the AGM are also entitled to appoint a proxy or proxies to attend, speak and vote at the AGM, and a proxy need not be a shareholder. If these shareholders wish to give a proxy with voting instructions, the proxy can be issued electronically through ABN AMRO (via www.abnamro.com/evoting) or will be shared physically to these shareholders by contacting ABN AMRO (+31 (0) 20 628 6070; corporate.broking@nl.abnamro.com) and must be received by ABN AMRO via corporate.broking@nl.abnamro.com, by 09:00 (BST) at the latest on 18 May 2025.

Shareholders, EI Holders and proxy holders who have registered and wish to attend the AGM in person and who will not issue voting instructions to ABN AMRO in advance of the AGM, are requested to vote or provide voting instructions electronically at the AGM by using the electronic device provided.

In-person admission and security

Registration for in-person admission to the AGM will take place on the day of the AGM from 08:30 (BST) until the start of the AGM at 09:00 (BST). After this time, registration for in-person admission is no longer possible. Shareholders and EI Holders must be able to present the registration confirmation and a valid identification document. In addition, holders of a written proxy must be able to present a copy of the written proxy.

Security checks will be carried out on entry to the AGM and you will be asked to pass through our security systems before entering the AGM. You should arrive at least 20 minutes early to allow time to pass through security and complete registration formalities before the AGM starts. We do not permit behaviour that may interfere with anyone's security, comfort, safety or the good order of the AGM and any such behaviour will be dealt with appropriately by the chairman of the AGM and/or those appropriately authorised by the chairman of the AGM. Anyone who does not comply may not be permitted to enter the AGM or may be removed from the AGM. Shareholders are reminded that cameras and recording equipment will not be allowed. Mobile telephones may not be permitted inside the meeting room, and if permitted must be switched off or set to silent. Any items deemed to be inappropriate will not be permitted into the venue and will be stored until the end of the event. Shareholders are encouraged to leave coats and bags in the cloakroom provided, only small handbags will be allowed into the AGM.

Live video webcast

The AGM will be webcast live and can be accessed via <https://cvc.lumiconnect.com/100-559-593-270>. A recording will be available for viewing for approximately two months after the AGM. This webcast is for viewing only. It is not interactive and it is not possible to vote or ask questions remotely. Viewing by webcast does not count as attendance in law to participate in the AGM electronically.

Part III continued

To watch and listen to the live video webcast, shareholders and EI Holders must use the link and log-in details included in the return email which they will receive in the days immediately prior to the AGM if they have registered in accordance with the procedure as set out under 'Registration procedure'.

If you are not a shareholder or EI Holder and wish to watch and listen to the AGM, please send an email to AGM@cvc.com requesting access to the webcast.

Voting instructions

Notwithstanding the requirement to notify the Company in accordance with the procedure as set out under 'Registration procedure', EI Holders and shareholders can also give their voting instructions and proxies to ABN AMRO. EI Holders and shareholders can do so via www.abnamro.com/evoting, no later than 18 May 2025 at 09:00 (BST).

Shares and voting rights

As at the Latest Practicable Date, CVC's Issued Share Capital consists of 1,062,984,492 Ordinary Shares carrying one vote each.

Questions on the agenda items

Shareholders and EI Holders attending the AGM in person are able to pose questions in relation to the agenda items during the AGM. They are, however, invited to submit their questions in advance of the AGM via email at AGM@cvc.com by no later than 09:00 (BST) on 16 May 2025. The email must include the shareholder or EI Holder's name and the agenda items to which the questions relate.

Shareholders following the AGM via live video webcast are only able to submit questions in relation to the agenda items in advance of the AGM via AGM@cvc.com by no later than 09:00 (BST) on 16 May 2025. The shareholder or EI Holder must announce their name and the agenda items to which their questions relate.

Part IV – Executive and non-executive Directors

Board of Directors

Here follows information on each of the Board directors who are standing for re-election at the Annual General Meeting.



Rolly van Rappard
Non-Executive Chair

Appointed to the Board: 12 April 2024
Nationality: Dutch
Independent: No
Board Committee Membership:



Rolly van Rappard is the Non-Executive Chair of the Board and an employee of CVC Advisers Limited. He is a co-founder and former chair of CVC, having joined in 1989.

Prior to joining CVC, Rolly worked for Citicorp in corporate finance in London and Amsterdam. Rolly holds an MA degree in Economics from Columbia University, New York, United States, and an LLM from the University of Utrecht, the Netherlands.



Rob Lucas
Chief Executive Officer

Appointed to the Board: 12 April 2024
Nationality: British
Independent: No
Board Committee Membership: N/A

Rob Lucas is the Company's Chief Executive Officer and a Managing Partner of CVC, having previously served as the co-chair of CVC's Private Equity Executive Committee for Europe / Americas. He is the lead managing partner of the Investment Committee for CVC's Europe / Americas and Strategic Opportunities strategies.

He also oversees CVC's Private Equity business in the UK, Sports, Media and Entertainment investing globally and Financial Services in Europe. Rob has been with CVC since 1996, having trained as an engineer and graduated from Imperial College, London, England. Rob spent his early career with 3i.



Fred Watt
Chief Financial Officer

Appointed to the Board: 12 April 2024
Nationality: British
Independent: No
Board Committee Membership: N/A

Fred Watt is the Company's Chief Financial Officer and a Managing Partner of CVC. Fred joined CVC in 2007 and, prior to joining CVC, he was Chief Financial Officer of RBS from September 2000 until February 2006.

Prior to that, Fred was Finance Director of Wassall plc. Fred is a member of the Institute of Chartered Accountants of Scotland and was educated at Caledonian University, Glasgow, Scotland.

Committee membership key

- Committee Chair
- Nomination
- Audit
- Risk
- Remuneration

Part IV continued

**Baroness Rona Fairhead CBE**

Senior Independent
Non-Executive Director

Appointed to the Board: 30 April 2024

Nationality: British

Independent: Yes

Board Committee Membership:



Baroness Rona Fairhead CBE, is the Chair of RS Group plc and a non-executive director of Oracle Corporation. Rona previously served as Minister of State for Trade and Export Promotion at the Department for International Trade from October 2017 to May 2019. Rona was Chair of the BBC Trust from September 2014 to May 2017.

Prior to this, she was Chair and CEO of the Financial Times Group from September 2006 to April 2013. She also previously served as CFO of Pearson plc from June 2002 to September 2006. Rona's non-executive roles included positions at HSBC Holdings plc and PepsiCo. She has been a member of the House of Lords since 2017. Rona holds a Master of Arts in Law from St Catharine's College, University of Cambridge, England and a Master of Business Administration from Harvard Business School, Boston, United States.

**Dr Mark Machin**

Independent
Non-Executive Director

Appointed to the Board: 30 April 2024

Nationality: British

Independent: Yes

Board Committee Membership:



Dr Mark Machin is the Managing Partner of Intrepid Growth Partners. He is also Co-Founder and Vice Chair of Opto Investments. Mark is also a member of GIC's International Advisory Board. Mark previously served as President and CEO of CPP Investments from 2016 to 2021 and Head of International from 2013-2016 and Head of Asia from 2012-2013.

He was formerly Chair of FCLT Global and a member of the board of Sequoia Capital. He is a member of the board of directors of the Atlantic Council. He was Head of Capital Markets, Financing Group and Investment Banking Non-Japan Asia at Goldman Sachs from 2000 until 2011. Mark holds a Bachelor of Arts from Oriel College, University of Oxford, England and a Bachelor of Medicine and Surgery (BM BChir) from Downing College, University of Cambridge, England.

**Carla Smits-Nusteling**

Independent
Non-Executive Director

Appointed to the Board: 30 April 2024

Nationality: Dutch/Australian

Independent: Yes

Board Committee Membership:



Carla Smits-Nusteling is a non-executive director and Chair of the audit committee of Nokia and a non-executive director of Stichting Continuïteit Ahold Delhaize (SCAD) Foundation.

She previously served as the non-executive Chair of Tele2 AB, a non-executive director and Chair of the audit committee of Allegro, member of the Supervisory Board and Chair of the audit committee of ASML and was the former Chief Financial Officer of KPN and a former judge of the Enterprise Court of the Amsterdam Court of Appeal. Carla holds a Master's degree in Business Economics from Erasmus University Rotterdam, the Netherlands and an Executive Master of Finance and Control degree from the Vrije University Amsterdam, the Netherlands.

Shareholder information

Financial calendar for 2025

Announcement of 2024 Full-Year Results	20 March
Publication of 2024 Annual Report and Accounts	20 March
Q1 Activity Update	15 May
Annual General Meeting of Shareholders	20 May
Ex-dividend date 2024	22 May
Dividend record date	23 May
2024 dividend payable	18 June
Q2 Activity Update	14 August
Announcement of 2025 Half-Year Results	4 September
Ex-interim dividend date 2025	11 September
Dividend record date	12 September
Interim dividend 2025 payable	6 October
Q3 Activity Update	14 November

Key contacts

Walid Damou

Head of Business Development and Shareholder Relations
Tel: +44 207 420 4200
Email: shareholders@cvc.com

Patrick Humphris

Head of Corporate Affairs
Tel: +44 207 420 4200
Email: media@cvc.com

Attending the AGM

Venue:

Radisson Blu Waterfront Hotel, Rue De L'Etai, St Helier, Jersey, JE2 3WF

Travelling to the venue:

From Jersey Airport

By public transport:

Local bus route 15 departs from the stop immediately outside the arrivals terminal.

Regular departures leave throughout the day for the 30-minute journey to Liberation Bus Station in St. Helier. Timetables and fares are published by the route operator, Liberty Bus.

From Liberation Bus Station: exit the bus station on the left, and walk toward the junction. Cross Castle Street and turn left. Cross the roundabout and turn right, walking past Fitness First. Walk through the leisure complex on the left, passing Cineworld. Upon reaching the road, turn right and continue to the end to arrive at the hotel.

From Elizabeth Harbour

On foot:

The hotel is 1 km away from the terminal (10-15min walk).

By taxi/car:

Exit the harbour toward St. Helier. At the roundabout, take the 1st exit designated to the hotel. Continue directly to the end of the road to find the hotel.

