



**NOTICE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF
MELTWATER N.V.**

Notice for the extraordinary general meeting of shareholders (the "**EGM**") of **Meltwater N.V.**, with registered office in Amsterdam, the Netherlands (the "**Company**"), to be held on 2 May 2023 at 17:00 hours (CEST) at Singel 250, 1016 AB Amsterdam, the Netherlands.

EGM AGENDA

The EGM agenda includes the following items:

- 1. Opening of the meeting and announcements**
- 2. Recommended voluntary offer**
 - a. **Explanation of the recommended voluntary offer by MW Investment B.V. for all issued and outstanding shares in the capital of the Company** (*discussion item*)
 - b. **Restructuring Resolution**
 - (i) Proposal to adopt the Restructuring Resolution (Merger) (*voting item*)
 - (ii) Proposal to adopt the Restructuring Resolution (Share Sale) (*voting item*)
 - c. **Conditional appointment of Nathan Pingelton as non-executive director** (*voting item*)
 - d. **Conditional amendment of the articles of association of the Company**
 - (i) Conditional partial amendment of the articles of association of the Company (*voting item*)
 - (ii) Authorisation of each member of the Board as well as each civil law notary, each candidate civil law notary and each lawyer of the law firm DLA Piper Nederland N.V., each of them individually, to sign the notarial deed of amendment (*voting item*)
- 3. Close**

EGM DOCUMENTS

The EGM documents consisting of:

- the agenda and explanatory notes to the agenda of the EGM, also including a verbatim version of the proposal to amend the articles of association;
- the merger proposal and the explanatory notes to the merger proposal;
- statement of the total number of outstanding shares and voting rights at the date of this notice;
- for shareholders recorded in Euronext VPS: the proxy form for shareholders recorded in Euronext VPS; and

– for other shareholders: the proxy form for other shareholders, are available on the Company's website (www.meltwater.com).

The EGM documents are also available for inspection at the offices of the Company (Singel 250, 1016 AB Amsterdam, the Netherlands). Copies may be obtained free of charge by shareholders and others entitled to attend the meeting.

RECORD DATE

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the EGM (through a proxy form or during the EGM), shareholders and other persons entitled to attend the meeting must (i) be registered on 4 April 2023 (the "**Record Date**") in the register established for that purpose by the Board (the "**EGM Register**") after the processing of settlements on that date in Euronext VPS, regardless of whether the shares are still held by such holders at the date of the EGM, and (ii) (a) for physical attending persons, request registration in the manner set out below (*Request for registration*) or (b) for shareholders voting by proxy, return the completed and signed proxy form in the manner set out below (*Voting by proxy*).

The EGM Register established by the Board is: (i) in respect of shareholders recorded in Euronext VPS, the book-entry system operated by Euronext VPS, and (ii) in respect of shareholders other than shareholders recorded in Euronext VPS and other persons entitled to attend the meeting, the shareholders register of the Company.

VOTING

Physical attending shareholders can vote during the EGM.

The shareholders who wish to vote are urged to register their votes in advance on the resolutions to be put to the EGM by registration of their proxy form (including voting instructions) as referred to below.

The results of the vote will be published on the website of the Company as soon as possible after the EGM.

Voting by proxy by shareholders recorded in Euronext VPS

In order to give proxy and voting instructions, a shareholder with shares trading on Oslo Stock Exchange and recorded in Euronext VPS must ensure that the duly completed and signed proxy form including, as appropriate, voting instructions, will be received by DNB Bank ASA ("**DNB**") by 17:00 hours CEST on 28 April 2023. The address of DNB is: DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

Alternatively, the completed and signed proxy form including, as appropriate, voting

instructions can be sent by email to: vote@dnb.no ultimately by the aforementioned date and time.

Shareholders recorded in Euronext VPS are urged to return the completed and signed proxy form by email to the above address.

Voting by proxy by shareholders (other than shareholders recorded in Euronext VPS)

In order to give proxy and voting instructions, a shareholder, other than a shareholder recorded in Euronext VPS must ensure that the duly completed and signed proxy form including, as appropriate, voting instructions, will be received by the Company by email (EGM@meltwater.com) no later than 17:00 hours CEST on 28 April 2023.

Voting directions by holders of depositary receipts only

In accordance with the Employee Stock Purchase Plan, a holder of Dutch depositary receipts can give direction to the Stichting Administratiekantoor Meltwater Holding (the "**Foundation**") as to the exercise of the voting rights on the shares that correspond to the depositary receipts.

If you would like to give voting directions, please send them no later than 17:00 hours CEST on 28 April 2023 to equity@meltwater.com. If no voting directions are received on or before this date, the Foundation will not vote on the corresponding shares.

REQUEST FOR REGISTRATION

Shareholders recorded in Euronext VPS

Shareholders with shares trading on Oslo Stock Exchange and recorded in Euronext VPS who wish to attend the EGM in person must notify the Company of their attendance no later than 17:00 hours CEST on 28 April 2023 by email (EGM@meltwater.com). Such notification must state the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date. The Company will confirm such information with DNB.

Shareholders (other than Shareholders recorded in Euronext VPS) and others entitled to attend

Shareholders, other than shareholders recorded in Euronext VPS, and others entitled to attend the meeting who wish to attend the EGM in person must notify the Company of their attendance by email (EGM@meltwater.com) no later than 17:00 hours CEST on 28 April 2023. Such notification must state the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date.

ATTENDANCE - ADMISSION AND IDENTIFICATION

Registration for admission to the EGM will take place on the date of the EGM between

16:30 hours CEST and the start of the meeting at 17:00 hours CEST at the registration desk. Registration will not be possible after this time.

Persons entitled to attend the EGM may be requested to identify themselves at the registration desk prior to admission to the EGM and are therefore requested to bring a valid identity document.

QUESTIONS

The Company understands that the EGM also serves as a forum for shareholders to engage with the Board. Shareholders physically attending the EGM will be rendered the opportunity to ask questions per separate agenda item during the EGM.

FURTHER INFORMATION

For further information, please contact:

Meltwater Investor Relations

IR@meltwater.com