

This document is important and requires your immediate attention. If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser as soon as possible. If you have sold or otherwise transferred all of your shares, please pass this document to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.

Notice of the 2026 Annual General Meeting of The Magnum Ice Cream Company N.V.

Notice to attend the annual general meeting of The Magnum Ice Cream Company N.V. (**TMICC** or the **Company**), to be held at Sheraton Amsterdam Airport, Schiphol Boulevard 101, 1118 BG Amsterdam, the Netherlands, on Thursday, 7 May 2026, starting at 10:00am CET (the **AGM**).

This document provides you with a detailed description of the agenda items to be considered during the AGM. Each separate agenda point is indicated as either an item for your information or one for you to vote on at the AGM. You are encouraged to read this information carefully and we hope that you will agree with the recommendation of the board of directors of the Company (the **Board**) to vote in favour of the proposals, as they intend to do, in respect of their own shares in the Company.

Shareholders can attend the AGM in person or by proxy and are also offered the possibility to listen to the AGM via a webcast. Further information regarding attendance and voting can be found on page 3 under 'Registration, attendance and voting'.

Shareholder Communications and Enquiries

Shareholders should ensure that their contact details and dividend payment instructions are up to date. Any questions regarding the AGM, the submission of proxies, or requests for additional copies of this notice should be directed to ABN AMRO at AVA@nl.abnamro.com, Computershare UK at www.investorcentre.co.uk/eproxy, Computershare US at www.envisionreports.com/MICC or to the Group Company Secretary at shareholders@magnumicecream.com.

Webcast

There will be a live video broadcast of the AGM via the Company's website corporate.magnumicecream.com. The website link for the webcast will be published prior to the date of the AGM.

Language

Given the international nature of TMICC, the AGM will be conducted in English, which is TMICC's corporate language.

Questions

Shareholders have the opportunity to submit written questions in advance of the AGM via email to: shareholders@magnumicecream.com.

Shareholders are encouraged to consult the Company's website at corporate.magnumicecream.com for any updates to AGM arrangements, including any changes required for health, safety, or regulatory reasons.

For general information or any remaining questions following the above, please refer to TMICC's Group Company Secretary, Nickesha Graham-Burrell, via email: shareholders@magnumicecream.com.

The Board of Directors

The Magnum Ice Cream Company N.V.
Reguliersdwarstraat 63, 1017 BK Amsterdam, The Netherlands
Official seat in Amsterdam, The Netherlands
Company registration number: 97035467

18 March 2026

Agenda

1. Opening	Non-voting
2. Financial year 2025	
(a) Report of the Board for the financial year 2025	Non-voting
(b) Clarification of the Company's reserves and dividend policy	Non-voting
(c) Proposal to adopt the financial statements of the Company for the financial year 2025	Voting item
(d) Advisory vote on the Directors' Remuneration Report for the financial year 2025	Advisory vote
3. Discharge	
(a) Proposal to discharge the Executive Directors of the Board from liability for their duties in the financial year 2025	Voting item
(b) Proposal to discharge the Non-Executive Directors of the Board from liability for their duties in the financial year 2025	Voting item
4. Proposal to adopt the Directors' Remuneration Policy	Voting item
5. Proposal to adopt the Foundation Plan for Growth	Voting Item
6. Composition of the Board	
(a) Proposal to reappoint Jean-François van Boxmeer as a Non-Executive Director	Voting Item
(b) Proposal to reappoint Peter ter Kulve as an Executive Director	Voting Item
(c) Proposal to reappoint Abhijit Bhattacharya as an Executive Director	Voting Item
(d) Proposal to reappoint Melissa Bethell as a Non-Executive Director	Voting Item
(e) Proposal to reappoint Stefan Bomhard as a Non-Executive Director	Voting Item
(f) Proposal to reappoint Stacey Cartwright as a Non-Executive Director	Voting Item
(g) Proposal to reappoint Reginaldo Ecclissato as a Non-Executive Director	Voting Item
(h) Proposal to reappoint Josh Frank as a Non-Executive Director	Voting Item
(i) Proposal to reappoint René Hooft Graafland as a Non-Executive Director	Voting Item
(j) Proposal to reappoint Anja Mutsaers as a Non-Executive Director	Voting Item
7. Board authorisations	
(a) Proposal to authorise the Board to issue shares, or grant rights to subscribe for shares	Voting Item
(b) Proposal to authorise the Board to restrict or exclude pre-emption rights in connection with the authorisations referred to in item 7(a)	Voting Item
(c) Proposal to authorise the Board to make one or more repurchases of shares, subject to the following conditions: (i) the maximum number of shares which may be repurchased is 61,225,973 shares; (ii) the minimum price which may be paid for each share is €3.50; and the maximum amount, exclusive of expenses, which may be paid for each share is not more than the higher of (a) 5% above the average market value of the Company's shares for the five business days before the purchase is made; and (b) the higher of the price of the last independent trade and the highest current independent bid on the market where the purchase is carried out	Voting item
8. External auditor	
(a) Proposal to reappoint KPMG Accountants N.V. as the external auditor to issue an independent auditor's opinion on TMCC's financial statements for the reporting year 2027	Voting Item
(b) Proposal to reappoint KPMG Accountants N.V. as the external auditor to carry out the assurance of TMICC's sustainability statements for the reporting year 2027	Voting Item
9. Proposal to amend the Articles of Association of the Company	Voting item
10. Any other business	Non-voting
11. Close	Non-voting

Information regarding the AGM

Meeting documents

The agenda, including explanatory notes, the 2025 Annual Report that includes the financial statements in accordance with Dutch law (including explanation), the 2025 Directors' Remuneration Report, as well as any other relevant meeting documents (the **AGM Documents**) are available at corporate.magnumicecream.com and can also be obtained free of charge at the registered office of TMICC (Reguliersdwarsstraat 63, 1017 BK Amsterdam, the Netherlands) during normal business hours on any weekday (except public holidays).

The AGM Documents are available in the English language.

Record date

In accordance with the statutory provisions, eligible AGM participants and persons entitled to vote at the AGM are those persons who on 9 April 2026, after close of trading and processing of all settlements as of that date (the **Record Date**), have these rights and are recorded in a (sub)register designated by the Board (**Shareholders**), and are also registered in the manner outlined under 'Registration, attendance and voting'. The designated (sub)registers are the administration records of the intermediaries within the meaning of the Dutch Securities Giro Act (*Wet giraal effectenverkeer*) and the Shareholders register of the Company.

Pursuant to the provisions of Dutch law, all TMICC shares are also freely tradable after the Record Date, and there is no share blocking associated with the AGM. Consequently, at the AGM, holders of shares that are acquired after the Record Date (i.e. 9 April 2026) cannot exercise the rights attached to these shares.

Registration, attendance and voting

The Netherlands

Holders of shares traded on Euronext Amsterdam who wish to attend the AGM in person or by proxy must notify ABN AMRO, through their bank or broker, that they wish to attend the AGM. Shareholders may also register for the AGM via www.abnamro.com/evoting. Registration requests may be submitted in the period starting Friday, 10 April 2026 until and including Thursday, 30 April 2026 at 5:00pm CET.

No later than Friday, 1 May 2026 at 1:00pm CET the intermediaries must provide ABN AMRO via www.abnamro.com/intermediary with an electronic statement containing the number of shares held by the respective Shareholders on the Record Date and for which number of shares registration for the AGM is requested.

Please note that the deadline set by your intermediary may differ from the Shareholder deadline we have established.

United Kingdom

Holders of depositary interests representing shares (DIs) in the Company traded on the London Stock Exchange who wish to attend the AGM in person or by proxy must notify Computershare UK, through their bank or broker, that they wish to attend the AGM. Shareholders may also register for the AGM via www.investorcentre.co.uk/eproxy. Registration requests may be submitted in the period starting 18 March 2026 until and including Thursday, 30 April 2026 at 10:00am BST.

Please note that the deadline set by your intermediary may differ from the Shareholder deadline we have established.

US

Holders of shares traded on the New York Stock Exchange who wish to attend the AGM in person or by proxy must notify Computershare US, through their bank or broker, that they wish to attend the AGM. Shareholders may also register for the AGM via www.envisionreports.com/MICC. Registration requests may be submitted until and including Wednesday, 29 April 2026 at 11:59pm ET.

Please note that the deadline set by your intermediary may differ from the Shareholder deadline we have established.

Admission to the AGM

Registered Shareholders who wish to attend the AGM in person will receive a confirmation of registration, including registration number, by email or regular mail from their intermediary. The registration number will give Shareholders entrance to the AGM.

On the day of the AGM, Shareholders (or their proxies) who wish to be admitted to the AGM will be requested to identify themselves by means of a valid identification document prior to the AGM at the registration desk, please allow sufficient time for this process. After the start of the AGM the registration desk will be closed and registration will no longer be possible.

There will be a security check in the reception area and a routine bag search may be undertaken.

Voting

All Shareholders are encouraged to vote online even if you wish to attend the AGM in person. Shareholders who wish to attend the AGM in person are requested to vote electronically by using their own electronic device (smartphone or tablet).

Online voting for holders of shares traded on Euronext Amsterdam (Euronext Amsterdam Shareholders)

Euronext Amsterdam Shareholders can submit their voting instructions online via www.abnamro.com/evoting until and including Thursday, 30 April 2026 at 5:00pm CET.

Shareholders who are unable to attend the AGM or to submit voting instructions online may grant a written proxy to the Group Company Secretary (or any other person), by using the written proxy form which is available on the Company's website corporate.magnumicecream.com or can be obtained via ABN AMRO (www.abnamro.com/evoting). In order to vote by proxy, Shareholders must have registered their shares as described above. After completion and signing, the voting instruction form should be sent by email to AVA@nl.abnamro.com no later than Thursday, 30 April 2026 at 5:00pm CET.

Online voting for holders of DIs traded on the London Stock Exchange (LSE Shareholders)

LSE Shareholders can submit their voting instructions online via www.investorcentre.co.uk/eproxy until and including Thursday, 30 April 2026 at 10:00am BST.

LSE Shareholders who do not wish to attend the AGM in person may vote online or by proxy card. Whether you are voting online or by proxy card, this should be received no later than Thursday, 30 April 2026 at 10:00am BST so that the proxy cards can be forwarded to the Company on the LSE Shareholders' behalf; in case the name of the proxy is left blank, the Company shall designate the Group Company Secretary or another employee of TMICC's Group Legal Department designated by TMICC to act as proxy for such Shareholders at the AGM and to vote on their behalf.

Online voting for holders of shares traded on the New York Stock Exchange (NYSE Shareholders)

NYSE Shareholders can submit their voting instructions online via www.envisionreports.com/MICC until and including Wednesday, 29 April 2026 at 11:59pm ET.

NYSE Shareholders who are registered on Thursday, 9 April 2026, after processing of all settlements and wish to vote and/or attend the AGM must notify their bank or broker within the deadlines specified by them.

NYSE Shareholders who do not wish to attend the AGM in person may vote online or by means of a proxy card. Whether you vote online or by proxy card, this should be received by no later than Wednesday, 29 April 2026. Computershare US will forward the votes to the Company on the NYSE Shareholders' behalf; in case the name of the proxy is left blank, the Company shall designate the Group Company Secretary or another employee of TMICC's Group Legal Department designated by TMICC to act as proxy for such Shareholders at the AGM and to vote on their behalf.

Explanatory notes to the agenda items

These explanatory notes are intended to assist Shareholders in understanding the business to be transacted at the AGM. They explain the context and purpose of each agenda item and provide guidance on how Shareholders may participate.

<p>1. Opening The Board Chair will welcome Shareholders and open the AGM.</p>	Non-voting
<p>2. Financial year 2025</p>	
<p>(a) Report of the Board for the financial year 2025 The Board Chair and CEO will present the Company's audited annual accounts for the financial year 2025, and provide an update on the Company's business, financial situation and sustainability reporting. KPMG Accountants N.V. (KPMG), in their capacity as external auditor, will also give a presentation.</p> <p>Shareholders may ask questions on the contents of the reports, the Company's performance during the period under review, and any material events since the year end.</p> <p>Copies of the annual accounts and the report of the Board are available on the Company's website at corporate.magnumicecream.com. Shareholders are encouraged to review these documents in advance of the meeting to facilitate informed questions.</p>	Non-voting
<p>(b) Clarification of the Company's reserves and dividend policy In accordance with the Dutch Corporate Governance Code and in due observance of the Company's articles of association (the Articles of Association), the policy on additions to reserves and on dividends is dealt with and explained as a separate agenda item.</p>	Non-voting
<p>(c) Proposal to adopt the financial statements of the Company for the financial year 2025 Pursuant to the Articles of Association, the Board resolved to allocate the 2025 profit attributable to Shareholders equity of €293 million to the retained profits of the Company. It is proposed that the annual accounts for the financial year 2025 be adopted.</p>	Voting item
<p>(d) Advisory vote on the Directors' Remuneration Report for the financial year 2025 It is proposed to approve the Directors' Remuneration Report for the financial year 2025. The report sets out the Company's approach to remuneration, how the Remuneration Policy has been implemented during the year and the remuneration received by each Director.</p> <p>The report also describes how the Remuneration Committee has implemented the Company's remuneration framework in the context of TMICC's demerger and listing, and how the Remuneration Committee has determined the appropriate outcomes in respect of business performance, individual performance, and legacy arrangements inherited from Unilever.</p> <p>The report further explains the transition of legacy Unilever share awards into equivalent TMICC Replacement Awards, the Remuneration Committee's assessment of performance in 2025 and the outcomes of 2025 annual bonus arrangements.</p> <p>The Directors' Remuneration Report is included within the 2025 Annual Report on pages 60 to 79.</p>	Advisory vote
<p>3. Discharge</p>	
<p>(a) Proposal to discharge the Executive Directors of the Board from liability for their duties in the financial year 2025 It is proposed to discharge all Executive Directors of the Board from liability in respect of the performance of their duties to the extent that such performance is apparent from the annual accounts for the financial year 2025 or has been otherwise disclosed to the AGM before the adoption of the annual accounts for the financial year 2025.</p>	Voting item
<p>(b) Proposal to discharge the Non-Executive Directors of the Board from liability for their duties in the financial year 2025 It is proposed to discharge all Non-Executive Directors of the Board from liability in respect of the performance of their duties to the extent that such performance is apparent from the annual accounts for the financial year 2025 or has been otherwise disclosed to the AGM before the adoption of the annual accounts for the financial year 2025.</p>	Voting item

<p>4. Proposal to adopt the Directors' Remuneration Policy</p> <p>It is proposed to adopt the Directors' Remuneration Policy (the Remuneration Policy). The Remuneration Policy sets out the remuneration arrangements for the Executive and Non-Executive Directors of the Company. It has been developed taking into account the provisions of the Dutch Civil Code, the Dutch Corporate Governance Code and the UK Corporate Governance Code, and market practices among Amsterdam Exchange Index (AEX) constituents and a peer group of global companies in the international snacking and refreshments sector. The Remuneration Policy is designed to attract, incentivise, and retain top-tier international executive and non-executive directors with the required background, skills, and experience to implement the Company's strategy. It establishes a structured remuneration framework that supports the Company's strategy, promotes sustainable long-term value creation, and aligns the interests of the Board with those of Shareholders. Accordingly, the Remuneration Policy serves the Company's long-term interests and promotes its sustainable success.</p> <p>The Remuneration Policy was put in place following consultation with Unilever, as the Company's sole shareholder before the demerger, and other top investors. Further information on the rationale behind the design of the Remuneration Policy is set out in the Directors' Remuneration Report on pages 62 to 63 and 66 to 69 of the 2025 Annual Report.</p> <p>This item is subject to a simple majority vote in line with the Company's Articles of Association. The Board has considered feedback from some investors and governance bodies regarding the preference for a 75% majority vote for approval of the Remuneration Policy and has concluded that most newly listed companies in the Netherlands have chosen to align with the international standard of a simple majority voting requirement. While the Board continues to target approval levels above 75%, it considers a simple majority appropriate as it ensures that all Shareholders' votes carry equal weight.</p> <p>The Remuneration Policy is available for inspection at corporate.magnumicecream.com.</p>	<p>Voting item</p>
<p>5. Proposal to adopt the Foundation Plan for Growth</p> <p>It is proposed to adopt the Foundation Plan for Growth (the Foundation Plan). The Foundation Plan is a one-time co-investment incentive plan designed to support the Company through its formative years as an independently listed business and to encourage the realisation of its long-term growth and margin trajectory.</p> <p>The purpose of the Foundation Plan is to incentivise the substantial foundational work required to establish the Company's long-term position and value-creation trajectory, ensure that executives are materially invested in the Company's success through significant share ownership and align rewards with long-term, sustainable value created for all stakeholders.</p> <p>The Foundation Plan design was reviewed extensively by the Remuneration Committee and refined following consultation with Shareholders and governance bodies. Feedback was generally supportive of the plan's structure, personal-investment requirement, and long-term alignment. As part of the development of the Foundation Plan, the Company consulted with Unilever and incorporated feedback received into the design.</p> <p>If approved, the Foundation Plan will be operated within the limits and parameters described, and the Remuneration Committee will oversee grants and administration.</p> <p>The Foundation Plan is available for inspection at corporate.magnumicecream.com.</p> <p>Further information on the rationale behind the design of the Foundation Plan is set out in the appendix to this notice and in the Directors' Remuneration Report on pages 62 to 63 of the 2025 Annual Report.</p>	<p>Voting item</p>

<p>6. Composition of the Board</p> <p>All Directors retire at the end of the AGM. The Nomination and Governance Committee of the Company has made proposals for reappointments and in accordance with the Articles of Association, the Board has made a binding nomination and proposes the reappointment of each of the Directors as listed below, who are proposed to continue their current position under their current title.</p> <p>All Directors being proposed for reappointment were considered to be effective in their roles and to be committed to making available the appropriate time for Board meetings and other duties. Each nominated Director also continues to demonstrate his/her broad and relevant experience, commitment to his/her role and international outlook. An overview of the skills and experience of the Directors and the biographical details, including relevant experience, current external appointments, and an assessment of independence (where applicable), of each Director proposed for reappointment can be found on pages 44 to 47 of the 2025 Annual Report.</p> <p>All proposed reappointments are in line with the Dutch Civil Code, the Articles of Association, the UK and Dutch Corporate Governance Codes, and are all permitted under articles 2:132b or 2:142b of the Dutch Civil Code. The proposed reappointments will be in accordance with the statutory gender quota, as required under Dutch law. The Non-Executive Directors are considered to be independent except for Reginaldo Ecclissato.</p>	
<p>(a) Proposal to reappoint Jean-François van Boxmeer as a Non-Executive Director</p> <p>Mr Van Boxmeer is the Board Chair and the chair of the Nomination and Governance Committee of the Company. It is proposed that Mr Van Boxmeer be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Mr Van Boxmeer holds 76,200 shares in the Company. Subject to the Remuneration Policy being approved, Mr Van Boxmeer's remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item
<p>(b) Proposal to reappoint Peter ter Kulve as an Executive Director</p> <p>Mr Ter Kulve is the Chief Executive Officer of the Company. It is proposed that Mr Ter Kulve be reappointed as an Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Mr Ter Kulve holds 461,846 shares in the Company.</p>	Voting item
<p>(c) Proposal to reappoint Abhijit Bhattacharya as an Executive Director</p> <p>Mr Bhattacharya is the Chief Financial Officer of the Company. It is proposed that Mr Bhattacharya be reappointed as an Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Mr Bhattacharya holds 264,000 shares in the Company.</p>	Voting item
<p>(d) Proposal to reappoint Melissa Bethell as a Non-Executive Director</p> <p>Ms Bethell is the chair of the Remuneration Committee and a member of the Audit and Risk Committee of the Company. It is proposed that Ms Bethell be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Ms Bethell holds 7,750 shares in the Company. Subject to the Remuneration Policy being approved, Ms Bethell's remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item
<p>(e) Proposal to reappoint Stefan Bomhard as a Non-Executive Director</p> <p>Mr Bomhard is a member of the Audit and Risk Committee and a member of the Remuneration Committee of the Company. It is proposed that Mr Bomhard be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Mr Bomhard holds 10,700 shares in the Company. Subject to the Remuneration Policy being approved, Mr Bomhard's remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item

<p>(f) Proposal to reappoint Stacey Cartwright as a Non-Executive Director</p> <p>Ms Cartwright is the Senior Independent Director, the Vice-Chair, a member of the Audit and Risk Committee and a member of the Nomination and Governance Committee of the Company. It is proposed that Ms Cartwright be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Ms Cartwright holds 3,400 shares in the Company. Subject to the Remuneration Policy being approved, Ms Cartwright's remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item
<p>(g) Proposal to reappoint Reginaldo Ecclissato as a Non-Executive Director</p> <p>Mr Ecclissato is a member of the Nomination and Governance Committee of the Company. It is proposed that Mr Ecclissato be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Mr Ecclissato holds 20,027 shares in the Company. Subject to the Remuneration Policy being approved, Mr Ecclissato's remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item
<p>(h) Proposal to reappoint Josh Frank as a Non-Executive Director</p> <p>Mr Frank is a member of the Remuneration Committee of the Company. It is proposed that Mr Frank be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Mr Frank holds 5,700 shares in the Company. Subject to the Remuneration Policy being approved, Mr Frank's remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item
<p>(i) Proposal to reappoint René Hooft Graafland as a Non-Executive Director</p> <p>Mr Hooft Graafland is chair of the Audit and Risk Committee and a member of the Nomination and Governance Committee of the Company. It is proposed that Mr Hooft Graafland be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Mr Hooft Graafland holds 35,500 shares in the Company. Subject to the Remuneration Policy being approved, Mr Hooft Graafland's remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item
<p>(j) Proposal to reappoint Anja Mutsaers as a Non-Executive Director</p> <p>Ms Mutsaers is a member of the Remuneration Committee and a member of the Nomination and Governance Committee of the Company. It is proposed that Ms Mutsaers be reappointed as a Non-Executive Director for a term expiring at the end of the annual general meeting to be held in 2027.</p> <p>Ms Mutsaers holds 19,500 shares in the Company. Subject to the Remuneration Policy being approved, Ms Mutsaers' remuneration shall be in accordance with the Remuneration Policy.</p>	Voting item
<p>7. Board authorisations</p> <p>Proposals to authorise the Board to issue shares, grant rights to subscribe for shares, restrict or exclude the pre-emption rights accruing to Shareholders, and repurchase shares</p>	
<p>(a) Proposal to authorise the Board to issue shares, or grant rights to subscribe for shares</p> <p>It is proposed to authorise the Board to issue new shares, sell treasury shares, or grant rights to subscribe for shares, up to 10% of the issued share capital (excluding treasury shares) of the Company as at 16 March 2026, being the latest practicable date prior to publication of this notice, (the Latest Practicable Date) in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances. The proposal shall expire after the earlier of (i) 15 months from the date of this AGM and (ii) the conclusion of the AGM of the Company to be held in 2027 (unless previously renewed, revoked or varied).</p> <p>The Board has no present intention to exercise the authority sought under this resolution, save that the Company may issue new shares for the purposes of satisfying awards under employee share schemes.</p> <p>If approved, this authorisation will replace the current authorisation of the Board.</p> <p>As at the Latest Practicable Date, the Company held no shares in treasury.</p>	Voting item

<p>(b) Proposal to authorise the Board to restrict or exclude pre-emption rights in connection with the authorisations referred to in item 7(a)</p> <p>It is proposed to authorise the Board to restrict or exclude pre-emption rights in connection with the authorisations referred to in item 7(a). The proposal shall expire after the earlier of (i) 15 months from the date of this AGM and (ii) the conclusion of the AGM of the Company to be held in 2027 (unless previously renewed, revoked or varied).</p> <p>This proposal is conditional on the proposal in item 7(a) being approved.</p> <p>This resolution requires a majority of at least two-thirds of the votes cast, if less than one-half of the Company's issued capital is represented at the AGM.</p> <p>If approved, this authorisation will replace the current authorisation of the Board.</p> <p>The Board has no present intention to exercise this authority other than in connection with routine share plans or transactions, but consider it prudent to maintain the flexibility it provides.</p>	
<p>(c) Proposal to authorise the Board to make one or more repurchases of shares, subject to the following conditions:</p> <p>(i) the maximum number of shares which may be repurchased is 61,225,973 shares; (ii) the minimum price which may be paid for each share is €3.50; and the maximum amount, exclusive of expenses, which may be paid for each share is not more than the higher of (a) 5% above the middle market quotations of the Company's shares for the five business days before the purchase is made; and (b) the higher of the price of the last independent trade and the highest current independent bid on the market where the purchase is carried out.</p> <p>The proposal to authorise the Board (to the extent such authorisation is required under Dutch law and the Articles of Association and without prejudice to article 2:98 paragraph 5 of the Dutch Civil Code) to purchase shares in the share capital of the Company intends to allow the Board to cover the Company's obligations related to share-based remuneration, such as those under the long-term incentive plans and any other employee share plan under which employees may acquire TMICC securities, and other obligations that the Company may have. In addition, the proposal intends to allow the Board to repurchase shares for capital reduction and share capital management purposes.</p> <p>It is proposed to authorise the Board to repurchase shares up to 10% of the issued share capital as at the Latest Practicable Date. The proposal shall expire after the earlier of (i) 15 months from the date of this AGM and (ii) the conclusion of the AGM of the Company to be held in 2027 (unless previously renewed, revoked or varied).</p> <p>The proposal specifies the maximum number of shares which may be repurchased, which as at the Latest Practicable Date represented 10% of the Company's issued share capital (excluding treasury shares), as well as the maximum and minimum prices at which they may be bought.</p> <p>As at the Latest Practicable Date, being the latest practicable date prior to publication of this notice, the Company held no shares in treasury.</p> <p>If approved, this authorisation will replace the current authorisation of the Board.</p>	Voting item
<p>8 External auditor</p>	
<p>(a) Proposal to reappoint KPMG Accountants N.V. as the external auditor to issue an independent auditor's opinion on TMCC's financial statements for the reporting year 2027</p>	Voting item
<p>(b) Proposal to reappoint KPMG Accountants N.V. as the external auditor to carry out the assurance of TMICC's sustainability statements for the reporting year 2027</p>	Voting item

<p>The Company wishes to propose the reappointment of the external auditor prior to the start of the financial year. As a result, it is proposed that KPMG Accountants N.V. will be reappointed as the external auditor of the Company for the financial year 2027. The Board confirms that its recommendation is free from influence by a third party and that no clause of a contract as referred to in article 16(6) of the EU regulation no. 537/2014 restricts the resolution.</p> <p>The requirement to appoint an audit firm to carry out the assurance of the Company's sustainability reporting is set out in the European Corporate Sustainability Reporting Directive.</p>	
<p>9. Proposal to amend the Articles of Association of the Company</p> <p>The Board proposes to amend the Articles of Association in accordance with the proposal as posted on the Company's website at corporate.magnumicecream.com.</p> <p>The proposed amendments include updates on (i) director nomination rights for Shareholders, jointly or individually, representing at least 5% of the issued share capital of the Company; and (ii) changes to the financial reporting date so that it is more aligned to the seasonality of an ice cream business - as further explained in a triptych (in both English (unofficial translation) and Dutch). It is important to note that the proposed changes to the financial reporting date will result in the financial year ending 31 December 2027 being extended by three months to 31 March 2028; after which, the new financial reporting date will become effective as from 1 April 2028. The changes to the financial reporting date are to become effective pursuant to a separate deed of amendment to the Articles of Association. The Board is proposing the amendment to the financial reporting date at this AGM in 2026 in order to allow the Company sufficient time to prepare its internal systems and processes for the transition. This preparatory period of one year is necessary to ensure a smooth and orderly implementation of the new financial reporting date.</p> <p>The triptych, as well as the draft notarial deed of amendment (in both English (unofficial translation) and Dutch), are also available on the Company's website at corporate.magnumicecream.com, until the close of this AGM in accordance with article 2:123 paragraph 2 of the Dutch Civil Code. In addition, Shareholders will have the opportunity to receive a copy of the proposed amendments to the Articles of Association in accordance with article 2:123 paragraph 3 of the Dutch Civil Code.</p> <p>The proposal to amend the Articles of Association includes the authorisation of each Director as well as deputy civil law notary (<i>kandidaat-notaris</i>), lawyer (<i>advocaat</i>) and notarial paralegal working at the office of Clifford Chance LLP, Amsterdam, The Netherlands, individually, with the right of substitution (<i>recht van substitutie</i>), to execute the notarial deed of amendment and to do everything such person may determine to be appropriate in connection with this amendment.</p> <p>The Board considers the changes to be in the best interests of the Company and its Shareholders as a whole.</p>	Voting item
<p>10. Any other business</p> <p>There is no formal resolution under this item. It provides an opportunity for Shareholders to raise questions on the business of the Company. The Chair may, at their discretion, manage the time allocated to questions to ensure that all business can be conducted efficiently. Shareholders are encouraged to submit questions in advance to shareholders@magnumicecream.com, particularly if they are unable to attend in person.</p>	Non-voting
<p>11. Close</p>	Non-voting

Appendix – Additional explanatory notes on agenda Item 5: Proposal to adopt the Foundation Plan for Growth (Foundation Plan)

Structure of the Foundation Plan and strategic rationale

Under the Foundation Plan, Executive Directors and other eligible participants will be invited to make a personal investment in Company shares, ensuring that they are materially invested in the Company's long-term success and aligned with long-term value creation.

The Company will then make a matching award of market-priced share options, at a ratio of up to five options for each share acquired through the participant's personal investment.

The maximum personal investment for the Executive Directors will be:

- 500% of annual base salary for the CEO
- 400% of annual base salary for the CFO

The matching share options will only have value if there is absolute growth in the share price, with options only vesting if:

- Participants continue to hold their full personal investment throughout the vesting period, and
- The Company's Total Shareholder Return (TSR) outperforms the median TSR of a defined peer group of international snacking and refreshment companies as disclosed in the Remuneration Policy and on page 70 of the 2025 Annual Report.

The exercise price will be based on the average market value of TMICC's shares in the period leading up to the grant date.

The vesting will be 50% after three years and the remaining 50% after four years.

Participants are required to continue to hold their investment shares until vesting, and no shares resulting from the exercise of options can be sold by Executive Directors (except to cover taxes) for a period of five years from grant, ensuring a focus on sustainable value creation.

The exercise window remains open until the seventh anniversary of the grant.

The Foundation Plan is therefore designed to only deliver material value to Executive Directors and other participants if they make a significant personal investment and the Company delivers both absolute share price growth and Total Shareholder Return outperformance.

The Foundation Plan is subject to the Company's standard malus and clawback provisions, ensuring that awards may be reduced, cancelled, or recovered in circumstances including material misstatement, misconduct, serious reputational harm, or corporate failure. In addition, the Board has discretion to adjust the formulaic vesting outcome including to take into account the Company's underlying performance over the vesting period.

Eligibility and timing of awards

The Foundation Plan will be offered on a one-time basis to eligible participants and will not form a recurring element of the remuneration package. In addition to Executive Directors, over 60 senior leaders will be eligible to participate at the discretion of the Board. Awards to Executive Directors are expected to be made before 30 June 2026.

