

B&S

Q&A AGM 2022



Agenda item 2: Report from the Executive Board and Supervisory Board 2021

Question 1

Original: Comptoir & Clos SAS is in de jaarrekening van B&S als deelneming verantwoord. Blijkens opeenvolgende jaarrekeningen is die vennootschap sinds ultimo 2019 in liquidatie.

Translated: Comptoir & Clos SAS is accounted for as an associate in B&S's financial statements. According to successive financial statements, that company has been in liquidation since year-end 2019.

Question 1a

Original: Wat is de reden dat deze deelneming in het verleden in de jaarrekening van B&S terecht is gekomen?

Translated: What is the reason that this associate has historically appeared in B&S's financial statements?

Answer: It was an associate of a company we acquired in the past.

Question 1b

Original: Is er een relatie tussen Comptoir & Clos SAS en het zakelijke conflict tussen Willem Blijdorp en Franck Peyrard waarover NRC op 8 maart jl. publiceerde ('Diefstal, bedreiging, geruïneerde zakenpartners: de twee gezichten van Willem Blijdorp')? Zo ja, wat is die relatie op dit moment?

Translated: Is there a relationship between Comptoir & Clos SAS and the business conflict between Willem Blijdorp and Franck Peyrard about which NRC published on March 8 ('Theft, threats, ruined business partners: the two faces of Willem Blijdorp')? If so, what is that relationship at the moment?

Answer: B&S holds 50% of the shares in Comptoir & Clos SAS. Franck Peyrard is the other 50% shareholder in this company.

Question 1c

Original: Om welke redenen is de liquidatie nog altijd niet afgewikkeld?

Translated: For what reasons has the liquidation still not been settled?

Answer: The liquidation process in France is time consuming. B&S is awaiting the liquidator's next steps

Question 2

Original: Op 8 april jl. maakte B&S door middel van een persbericht de overname bekend van een 70 procent belang van een niet nader genoemd Frans bedrijf. In dat persbericht was ook de overnamesom niet vermeld.

Translated: On April 8, B&S announced by means of a press release the acquisition of a 70 percent stake in an undisclosed French company. That press release also did not mention the acquisition price.



Question 2a

Original: Waarom wil B&S die voor aandeelhouders relevante informatie niet prijsgeven?

Translated: Why won't B&S disclose that relevant information to shareholders?

Answer: We have not published the name of the acquired company because we do not consider this to be relevant information, given the limited size of the company. The purchase price for this acquisition was EUR 17.5 million.

Question 2b

Original: Wie was de verkopende partij?

Translated: Who was the selling party?

Answer: The founders of the French company.

Question 2c

Original: B&S heeft het recht om over drie jaar haar belang met nog eens 15% uit te breiden. Op welke wijze zal de voor dat belang te betalen prijs worden vastgesteld?

Translated: B&S has the right to increase its interest by another 15% in three years. How will the price to be paid for that interest be determined?

Answer: This will be based on a pre-determined multiplier times the EBITDA at that moment minus the net debt.

Question 2d

Original: Is het correct dat B&S geen groter belang dan 85 procent beoogt?

Translated: Is it correct that B&S does not intend a greater interest than 85 percent?

Answer: The remaining shares are held by the managing directors of the acquired company. Because we wish to keep these directors incentivized, we currently have no intention to acquire the remaining 15%.

Question 3

Original: In het verslag van de Audit and Risk Committee (ARC) wordt gesproken over 'verbeterde procedures rond related party transactions'. Kan de Raad van Commissarissen (RvC) een betekenisvolle toelichting geven op wat die verbeteringen behelzen?

Translated: The report of the Audit and Risk Committee (ARC) mentions 'improved procedures around related party transactions'. Can the Supervisory Board (SB) provide a meaningful explanation of what those improvements entail?

Answer: Transactions with related parties are subject to strict internal procedures, including an assessment if the transaction is entered into at arm's length prior to the entering into the transaction. Authorization levels depend on the type and size of the transactions. Substantial transactions require the prior approval of the Supervisory Board.

Question 4

Original: Leendert Blijdorp werd in de AvA 2021 benoemd tot commissaris. Sindsdien is hij tevens voorzitter van de ARC binnen de RvC. Vindt de RvC het van goede corporate governance getuigen dat Leendert Blijdorp in zijn rol van voorzitter van de ARC een bijzondere verantwoordelijkheid heeft bij het beoordelen en challengen van transacties die B&S aangaat met aan zijn vader gelieerde partijen?

Translated: Leendert Blijdorp was appointed to the Supervisory Board at the 2021 AGM. Since then he has also been chairman of the ARC within the SB. Does the SB consider it good corporate governance that Leendert Blijdorp, in his role as Chairman of the ARC, has a special responsibility in reviewing and challenging transactions that B&S enters into with parties related to his father?

Answer: The primary responsibility of entering into related party transactions and determining the arm's length basis is with the Executive Board. The Audit Committee has a supervisory role. The Executive Board, the Audit Committee and the Supervisory Board as a whole will ensure that the appropriate checks and balances are in place in respect of the assessment of related party transactions.

Question 5

Original: Commissaris Kitty Koelemeijer is als hoogleraar Marketing verbonden aan de Nyenrode Business Universiteit (Nyenrode). Willem Blijdorp kreeg vorig jaar van Nyenrode een eredoctoraat toegekend. Volgens de website van Nyenrode sprak Koelemeijer de lofrede uit voor Blijdorp. Is Koelemeijer vanwege deze omstandigheid nog wel in staat om onafhankelijk toezicht te houden bij B&S?

Translated: Supervisory Board Member Kitty Koelemeijer is a Professor of Marketing at Nyenrode Business University (Nyenrode). Willem Blijdorp was awarded an honorary doctorate by Nyenrode last year. According to the website of Nyenrode, Koelemeijer delivered the eulogy for Blijdorp. Because of this circumstance, is Koelemeijer still able to provide independent supervision at B&S?

Answer: The Supervisory Board supervises the Executive Board. Willem Blijdorp is not a member of the Executive Board. In our view, Ms Koelemeijer's role within Nyenrode does not prejudice her capacity to act as an independent supervisory board member of B&S. The awarding was a collective and independent decision of the Nyenrode faculty.

Agenda item 3a adoption of the consolidated financial statements 2021

Question 6

Original: Uit de jaarrekening blijkt dat B&S in 2021 een bedrag van 12,1 miljoen euro heeft verantwoord voor door verbonden partijen aan B&S geleverde producten en diensten.

Translated: The financial statements show that in 2021, B&S recognized an amount of 12.1 million euros for products and services provided to B&S by related parties.

Question 6a

Original: Om welke producten en diensten ging dit, en waarom fluctueert deze post door de jaren heen sterk?

Translated: What products and services did this involve, and why does this item fluctuate greatly over the years?



Answer: This mainly concerns the purchase of inventory. The fluctuation is related to availability in the market and the price level.

Question 6b

Original: Wat is de zakelijke rationale van deze transacties?

Translated: What is the business rationale for these transactions?

Answer: These products and services were valuable additions to B&S's portfolio, and these transactions enabled B&S to purchase these items at arm's length yet competitive terms and conditions.

Question 6c

Original: Welke vennootschappen waren bij deze transacties de tegenpartij?

Translated: Which companies were the counterparties in these transactions?

Answer: This mainly concerned entities held by our majority shareholder.

Question 6d

Original: Hoe is gewaarborgd dat de bij deze transacties betrokken externe partijen niet zijn bevoordeeld?

Translated: How is it ensured that the external parties involved in these transactions have not been advantaged?

Answer: This is ensured through the procedures for related party transactions as explained in the answer to question 3.

Question 7

Original: B&S rapporteert een kasuitstroom van ongeveer 12 miljoen euro vanwege dividendbetalingen aan minderheidsbelangen. In 2020 ging het om licht hogere dividendbetalingen. Afgezet tegen het aandeel in de winst van die minderheidsbelangen was het uitkeringspercentage liefst 75 procent.

Translated: B&S reports a cash outflow of about 12 million euros due to dividend payments to minority interests. In 2020, these were slightly higher dividend payments. Measured against the profit share of those minority interests, the payout rate was 75 percent.

Question 7a

Original: Hoe kunnen deze ogenschijnlijk hoge dividendbetalingen verklaard worden?

Translated: How are these seemingly high dividend payments explained?

Answer: The purpose of the dividend payments was to upstream cash from various group companies to B&S Group in order to be able to use this cash for group purposes. Any holders of minority interests in those companies also received a portion of these dividend payments.



Question 7b

Original: Kan B&S aangeven welke vennootschap in 2020 en 2021 verantwoordelijk was voor de hoogste afzonderlijke dividendbetaling? Om welk bedrag ging dit?

Translated: Can B&S indicate what company in 2020 and 2021 was responsible for the highest individual dividend payment? What was the amount?

Answer: B&S does not discuss individual dividend payments, as it generally does not consider this to be relevant information. The amount of dividend paid is determined based on a combination of net result, cash available and expected cash requirements.

Question 8

Original: In 2020 heeft B&S de resterende 49 procent van de aandelen overgenomen in STG Holding Import-Export S.L. (hierna: 'STG Holding'). Die aandelen waren van een verbonden partij verkregen.

Translated: In 2020 B&S acquired the remaining 49% of the shares of STG Holding Import-Export S.L. (hereafter: 'STG Holding'). These shares were acquired from a related party.

Question 8a

Original: Wie was deze verbonden partij?

Translated: Who was this related party?

Answer: A company ultimately held by one of the managing directors of STG Holding.

Question 8b

Original: Wat was de reden voor de aanschaf van deze aandelen door B&S?

Translated: What was the reason for the acquisition of these shares by B&S?

Answer: Further integration of the company into our business.

Question 8c

Original: Hoe is de overnamesom van 1,5 miljoen euro bepaald?

Translated: How was the purchase price of 1.5 million euro determined?

Answer: Based on past performance of the company and expected future developments.

Question 8d

Original: Kan B&S een toelichting geven op de financiële gang van zaken bij STG Holding over de boekjaren 2018 t/m 2021 en daarbij in ieder geval ingaan op de omzetontwikkeling, het operationeel resultaat, het nettoresultaat en de balansverhoudingen?

Translated: Can B&S provide an explanation on the financial performance of STG Holding for the financial years 2018 through 2021, including in any case the development of turnover, the operating result, the net result and the balance sheet ratios?

Answer: STG Holding has been included in our consolidated financial statements since the acquisition of the first 51% from 2017 onwards. The company is part of our liquor segment, with its



main activities in Spain. The performance of STG Holding has been lagging [since 2020] due to lower tourist volumes in Spain in connection with the COVID-19 pandemic.

Question 8e

Original: Was B&S voorafgaand aan de verkrijging van de resterende 49 procent leningverstrekker aan STG Holding? Zo ja, wat was op dat moment de openstaande schuld aan B&S?

Translated: Was B&S prior to the acquisition of the remaining 49% a lender to STG Holding? If so, what was the outstanding debt towards B&S at that moment?

Answer: In the past, B&S has provided debt financing to STG Holding. However, STG Holding is now financed through its own means of financing.

Question 9

Original: Wat is de relatie tussen STG Holding en het als deelneming verantwoorde STG Logistica Y Depositos S.L.?

Translated: What is the relation between STG Holding and the company reported as subsidiary STG Logistica Y Depositos S.L.?

Answer: STG Logistica is a logistics company providing warehousing services for STG Holding.

Question 10

Original: Wie is (zijn) de overige aandeelhouder(s) van STG Logistica Y Depositos S.L.?

Translated: Who is (are) the other shareholder(s) of STG Logistica Y Depositos S.L.?

Answer: The sole other shareholder of STG Logistica Y Depositos S.L. is the previous owner of STG Holding (see question 8a).

Questions to the auditor Deloitte

Question 11

Original: Was het door Deloitte van B&S ontvangen overzicht van transacties met verbonden partijen telkens volledig?

Translated: Was the overview of related party transactions received by Deloitte from B&S always complete?

Answer: Please refer to the audit report dated March 2, 2022 of Deloitte Audit S.à r.l. ("Deloitte") on the audit of the consolidated financial statements of B&S Group S.A. and its subsidiaries (the "B&S Group") on page 180 to 184 of the annual report which includes the Opinion, Basis for Opinion, Key Audit Matters (including the Key Audit Matter about Related party transactions), Responsibilities of the Executive Board of Directors and Those Charged with Governance of the Group for the consolidated financial statements, and Responsibilities of the "*réviseur d'entreprises agréé*" for the Audit of the consolidated financial statements.

The Key Audit Matter about Related party transactions describes why Deloitte considered the Related party transactions to be a Key Audit Matter and how the Key Audit Matter was addressed



in the audit. As also described in the Key Audit Matters section, these Key Audit Matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming the opinion thereon, and Deloitte does not provide a separate opinion on these Key Audit Matters.

Question 12

Original: Heeft Deloitte tijdens de controle signalen ontvangen dat de verstrekte informatie door B&S over gelieerde partijen, een transactie of een relatie met gelieerde partijen niet volledig was?

Translated: During the audit, did Deloitte receive any indications that the information provided by B&S about affiliates, a transaction or a relationship with affiliates was incomplete?

Answer: Please refer to the response to question number 11.

Question 13

Original: Welke werkzaamheden heeft Deloitte verricht om daarover volledige zekerheid te verkrijgen?

Translated: What work has Deloitte performed to obtain full assurance on this?

Answer: Please refer to the response to question number 11.

Question 14

Original: Welke 'input van specialisten' heeft Deloitte gebruikt om verbonden partijen te identificeren? Hoe zijn die 'specialisten' te werk gegaan, en wat waren hun conclusies?

Translated: What 'input from specialists' has Deloitte used to identify related parties? How did those 'specialists' proceed, and what were their conclusions?

Answer: Please refer to the response to question number 11.

Question 15

Original: Is volgens Deloitte bij alle transacties sprake geweest van een marktconforme ('at arm's length') transactie?

Translated: According to Deloitte, have all transactions been a transaction that is in line with the market ('at arm's length')?

Answer: Please refer to the response to question number 11.

Question 16

Original: Kan Deloitte een toelichting geven op de uitgevoerde controlewerkzaamheden rond de interne controle bij B&S in het kader van transacties met verbonden partijen?

Translated: Can Deloitte explain the audit procedures performed on internal control at B&S in the context of related party transactions?

Answer: Please refer to the response to question number 11.



Question 17

Original: Waarom heeft Deloitte geen aanleiding gezien om bijvoorbeeld Corporate Governance als aanvullende key audit matter te identificeren, gelet op het feit dat de controlerende aandeelhouder de besluitvorming binnen B&S feitelijk domineert?

Translated: Why has Deloitte not seen any reason to identify, for example, Corporate Governance as an additional Key Audit Matter, given the fact that the controlling shareholder actually dominates decision-making within B&S?

Answer: Please refer to the response to question number 11.

