

ORDINARY GENERAL MEETING

Agenda

1. **Annual Report of the Board of Directors and Report of the Statutory Auditor on the annual accounts and on the consolidated accounts for the financial year 2024, and limited assurance report of the Statutory Auditor on the sustainability information for the financial year 2024. Communication of the consolidated accounts for the financial year 2024.**
2. **Approval of the annual financial statements as at 31 December 2024, including the profit distribution.**
Proposal to approve the annual accounts as at 31 December 2024, including the profit distribution (proposal to distribute a gross dividend of EUR 1.60 per share and EUR 0.20 per profit share).
3. **Remuneration Report 2024.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2024.
4. **Approval of the remuneration policy.**
Proposal to approve the new remuneration policy of the Company.
5. **Approval of the remuneration of the non-executive directors.**
Proposal to adjust the remuneration of non-executive directors as follows, with effect from the 2025 financial year:
 - *Fixed annual remuneration ('all-in') of the Chairman of the Board of Directors: EUR 270,000*
 - *Fixed annual remuneration ('all-in') of the Vice-Chairman of the Board of Directors: EUR 220,000*
 - *Fixed annual remuneration of the other non-executive directors: EUR 90,000*
 - *Additional fixed annual remuneration for non-executive directors who participate in the Audit Committee: EUR 60,000. This additional remuneration does not apply to the Chairman and Vice-Chairman of the Board.*
 - *Additional fixed annual remuneration for non-executive directors who participate in the Nomination and Remuneration Committee: EUR 40,000. This additional remuneration does not apply to the Chairman and Vice-Chairman of the Board.*
6. **Discharge to be given to the directors and the statutory auditor.**
Proposal to grant discharge, by separate vote,
 - *to all directors*
 - *to the statutory auditor**for the execution of their mandates during the past financial year.*

7. Appointment of new directors and renewal of mandate.

Proposal to reappoint HECHO SRL, represented by Mr Hugo De Stoop, as an independent director within the meaning of Article 7:87 §1 of the Belgian Code on Companies and Associations, for a term of four years expiring at the close of the ordinary general meeting of 2029. The Board of Directors expressly confirms that it has no indication of any factor that might cast doubt on HECHO SRL's independence.

Proposal to ratify the co-option of Olivier Chapelle SRL, represented by Mr Olivier Chapelle, as a non-executive director for the period from 17 December 2024 to the date of this General Meeting, and its appointment in this capacity for a term of three years expiring at the close of the 2028 Ordinary General Meeting.

Proposal to ratify the co-option of Norawild SRL, represented by Mr Thierry le Grelle, as an independent director within the meaning of Article 7:87 §1 of the Belgian Code on Companies and Associations, for the period from 17 December 2024 to the date of this General Meeting, and its appointment, in this capacity, for a term of three years expiring at the close of the 2028 Ordinary General Meeting. The Board of Directors expressly confirms that it has no indication of any factor that might cast doubt on Norawild SRL's independence.

Proposal to ratify the co-option of Alcamara BV, represented by Mr Charles-Antoine Leunen, as non-executive director for the period from 20 January 2025 to the date of this General Meeting, and its appointment in this capacity for a term of three years expiring at the close of the 2028 Ordinary General Meeting.

Abiography of the people concerned can be consulted at the following link:

<https://www.dieterengroup.com/shareholder-meetings/>.

8. Proxy for formalities.

Resolution to confer full powers on Amélie Coens, Aurélie Cautaerts and Isabelle Stanson, who all, for this purpose, elect domicile at Rue du Mail 50, 1050 Brussels, each acting separately, in order to carry out the formalities with a company counter with a view to ensuring the registration/modification of the data in the Crossroads Bank for Enterprises and, where applicable, with the Value Added Tax Administration.