

CONVENING NOTICE

The shareholders are invited to the Ordinary General Meeting (the "Meeting") of D'Ieteren Group SA/NV (the "Company") which will be held on **Thursday 5 June 2025, at 3:00 pm** at the registered office of the Company, rue du Mail 50, 1050 Brussels (Belgium).

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.

A biography 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 Cautauts 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.

I. Admission requirements

The right of shareholders to be admitted and to vote at the Meeting is subject to compliance with the following two conditions:

- 1) the registration in the shareholder's name of the shares with which it wishes to participate in the vote, on the **record date of Thursday, 22 May 2025 at midnight**, resulting, as the case may be, from his registration:
 - in the Company's share register; or
 - in the books of an approved dematerialised securities account holder or a clearing institution.

No specific action is required from the shareholder for this purpose;

- 2) the notification by the shareholder, **at the latest on Friday 30 May 2025, at 4:00 pm**, of its intention to attend the Meeting and the number of shares for which it intends to vote:
 - for registered shareholders: by email to financial.communication@dieterengroup.com or by post to D'Ieteren Group SA, rue du Mail 50, 1050 Brussels (Belgium), for the attention of the Financial Communication Officer;
 - for holders of dematerialised shares: by notification to the authorised account holder or to the clearing organisation. The latter will draw up a certificate certifying the number of dematerialised shares registered in the name of the shareholder in its accounts on the registration date for which the shareholder has declared its intention to participate in the Meeting, and will send it to:

Euroclear Belgium, Issuer Services,

- by mail, 1 Bd du Roi Albert II, 1210 Bruxelles (Belgium) or
- by email to ebe.issuer@euroclear.com

Only persons who are shareholders on the record date of Thursday 22 May 2025 at midnight and who have expressed their wish to attend the Meeting by Friday 30 May 2025 at 4 pm at the

latest will be admitted to the General Meeting. Please note that Thursday 29 May 2025 is a public holiday in Belgium and shareholders are therefore advised to ensure that the relevant documents (if sent by post) reach Euroclear Belgium by Wednesday 28 May 2025 at the latest.

The Company does not send out admission cards.

II. Proxy voting – Voting by correspondence

Shareholders who wish to vote by proxy or by correspondence must use the proxy forms or forms for voting by correspondence available at the registered office or on the following link on the Company's website: www.dieterengroup.com/shareholder-meetings, and send them duly completed and signed to Euroclear Belgium by post or email on the above mentioned addresses.

The voting forms must be sent no later than 4 pm on Friday 30 May 2025. Please note that Thursday 29 May 2025 is a public holiday in Belgium and shareholders are therefore advised to ensure that the relevant documents (if sent by post) reach Euroclear Belgium by Wednesday 28 May 2025 at the latest.

III. Right to add items to the agenda and proposals for resolutions

One or more shareholders who together hold at least 3% of the capital and who wish to request the inclusion of items on the agenda of the Meeting and to submit proposals for resolutions concerning items included or to be included on the agenda, are invited to send a request to this effect to the Company at the following address: financial.communication@dieterengroup.com by Wednesday, 14 May 2025 at the latest, setting out the items and proposals for resolutions. The Company will publish an amended agenda, if any, by Wednesday, 21 May 2025 at the latest.

IV. Right to ask questions

In addition, shareholders may, upon publication of this convening notice, and provided they have complied with the formalities for admission to the Meeting, submit questions in writing about the reports of the Board of Directors or the Statutory Auditor, or about items on the agenda of the Meeting, to financial.communication@dieterengroup.com no later than 4 pm on Friday, 30 May 2025. Answers will be provided during the Meeting.

V. Availability of documents

The documents that the Company is legally required to present at the Meeting, as well as the agenda of the Meeting, possibly supplemented pursuant to Article 7:130 of the Companies and Associations Code, the relevant proposals for decisions and the forms for proxy and voting by correspondence, are available on the following link www.dieterengroup.com/shareholder-meetings or can be obtained at the registered office on simple request addressed to:

- by mail, rue du Mail 50, 1050 Brussels (Belgium), to the attention of the Financial Communication Officer; or
- by email to financial.communication@dieterengroup.com.

VI. Processing of personal data

The Company processes information about you as a shareholder, that constitutes personal data. The Company will process such data in accordance with the "Information on personal data and its processing", which is available on the Company's website (<https://www.dieterengroup.com>).

The Board of Directors