

## CONVENING NOTICE

The shareholders are invited to the Ordinary and Extraordinary General Meetings (the "Meetings") of D'leteren SA/NV (the "Company") which will be held on **Thursday 27 May, at 3:00 p.m.** at the registered office of the company, rue du Mail 50, 1050 Brussels (Belgium).

In view of the ongoing Covid-19 pandemic, and the measures imposed by the Belgian government limiting gatherings, the Company will have to limit the number of persons who can be physically present at the Meetings. In this context, the Board of Directors strongly recommends that shareholders not to attend the Meetings physically. It invites all shareholders to use the means available to participate in the Meetings in writing and remotely, i.e. by voting in advance by means of proxy or postal voting forms, and by asking questions in writing before the Meetings. The Meetings will be broadcast on the internet in video format (webcast).

The Company will continue to monitor the situation closely and will only allow any physical access to shareholders to the extent that would be permitted by the authorities at the moment of the Meetings and taking the health and safety considerations that will apply at that moment into account.

## 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 2020. Communication of the consolidated accounts for the financial year 2020.
2. Approval of the annual financial statements as at 31 December 2020, including the profit distribution.  
*Proposal to approve the annual accounts as at 31 December 2020, including the profit distribution (proposal to distribute a gross dividend of EUR 1.35 per share and EUR 0.168750 per profit share).*
3. Remuneration Report 2020.  
*Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2020.*
4. Approval of the remuneration policy.  
*Proposal to approve the new remuneration policy.*

**5. Approval of the remuneration of the non-executive directors.**

*Proposal to adjust the remuneration of the non-executive directors as follows, as from the financial year 2021:*

- *Fixed annual remuneration ("all-in") of the Chairman of the Board: EUR 260,000*
- *Fixed annual remuneration ("all-in") of the Vice-Chairman of the Board: EUR 210,000*
- *Fixed annual remuneration of the other non-executive directors: EUR 80,000*
- *Additional fixed annual remuneration for the Chairman of the Audit Committee: EUR 70,000.*
- *Additional fixed annual remuneration for non-executive directors who participate in specialised Board committees (Audit Committee and/or Nomination and Remuneration Committee): EUR 40,000 per committee. The latter additional remuneration does not apply to the Chairman and Vice-Chairman of the Board nor to the Chairman of the Audit Committee.*

**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.*

**EXTRAORDINARY GENERAL MEETING**

**Agenda**

**1. Change of the name of the Company.**

*Proposal to change the name of the Company to "D'Ieteren Group" and to adapt the Articles of Association of the Company accordingly.*

**2. Power of attorney to the Board of Directors to carry out the above agenda item.**

*Proposal to grant all powers to the Board of Directors to execute the above resolution, and more specifically to coordinate the Articles of Association.*

**3. Power of attorney for the coordination of the articles of association.**

*Proposal to confer full powers on the undersigned notary, or any other notary and/or employee of "Berquin Notaires" SCRL, to draw up the text of the coordination of the Articles of Association of the Company, to sign it and to file it in the electronic database provided for this purpose, in accordance with the legal provisions in this respect.*

**4. Power of attorney for formalities.**

*Proposal to grant full powers to Amélie Coens, Adriaan De Leeuw and Isabelle Stanson, who all, for this purpose, elect domicile at Rue du Mail 50, 1050 Brussels, each acting separately, to carry out the formalities at a company counter with a view to ensuring the registration/amendment of*

*the data in the Crossroads Bank for Enterprises and, where applicable, with the Value Added Tax Administration.*

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## I. Admission requirements

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

- 1) the registration in the shareholder's name of the shares with which he wishes to participate in the vote, on the **record date of Thursday, 13 May 2021 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 21 May 2021, at 4:00 pm**, of his intention to attend the General Meetings and the number of shares for which he intends to vote:
  - for registered shareholders: by e-mail to [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com) or by post to D'Ieteren 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 his wish to participate in the Meetings, and will send it to:

Euroclear Belgium, Issuer Services,

- by mail, 1 Bd du Roi Albert II, 1210 Bruxelles (Belgium) or
- by e-mail to [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)

**Only persons who are shareholders on the record date of Thursday 13 May 2021 at midnight and who have expressed their wish to attend the Meetings by Friday 21 May 2021 at 4 p.m. at the latest will be admitted to the General Meetings (and will only be allowed to participate in person to the extent the Covid-19 measures permit such in person participation).**

The Company does not send out admission cards.

## II. Proxy voting – Postal voting

Shareholders who wish to vote by proxy or by post must use the proxy or postal voting forms approved by the Board of Directors and available at the registered office or on the following link on the Company's website: [www.dieterengroup.com/shareholder-meetings](http://www.dieterengroup.com/shareholder-meetings), and send them duly completed and signed to Euroclear Belgium by post or email on the above-mentioned addresses.

As mentioned above, and in view of the governmental measures limited gatherings, it is strongly recommended to vote in advance by means of proxy or postal voting forms. For proxy votes, proxies will be given exclusively to the Company or to the person that will be appointed by the Company to represent it.

The voting forms must be sent no later than 4 pm on Friday 21 May 2021.

## 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 one of the General Meetings 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](mailto:financial.communication@dieterengroup.com) by Wednesday, 5 May 2021 at the latest, setting out the items and proposals for resolutions. The Company will publish an amended agenda, if any, by Wednesday, 12 May 2021 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 Meetings, submit questions in writing about the reports of the Board of Directors or the Statutory Auditor, or about items on the agenda, to [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com) no later than 4 p.m. on Friday, 21 May 2021. Answers will be provided during the relevant meeting, which will be webcast. Shareholders will not be able to ask questions during the webcast.

## V. Availability of documents

The documents that the Company is legally required to present at the General Meetings, as well as the agenda of the Meetings, possibly supplemented pursuant to Article 7:130 of the Companies and Associations Code, the relevant proposals for decisions and the forms for proxy and postal voting, are available on the following link [www.dieterengroup.com/shareholder-meetings](http://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 e-mail to [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com).

## VI. Broadcast of the Meetings

The Meetings will be broadcast in video format (webcast) on Thursday 27 May 2021 from 3 p.m. Shareholders are invited to consult the information on the Company's website ([www.dieteren.com/shareholder-meetings](http://www.dieteren.com/shareholder-meetings)) to understand how to access the broadcast of the Meetings.

Only shareholders who have complied with the formalities for admission to the Meetings and who have provided an email address will be able to access the webcast.

Shareholders will not be able to vote remotely or to ask questions during the webcast. The webcast does not qualify as a virtual general meeting of shareholders within the meaning of article 7:137 of the Companies and Associations Code.

## VII. 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