

**MINUTES OF THE ORDINARY
SHAREHOLDERS' MEETING OF D'IETEREN GROUP SA/NV,
HELD IN BRUSSELS AT THE REGISTERED OFFICE
ON THURSDAY 2 JUNE 2022 AT 15H**

The meeting was opened at 15h by Mr Nicolas D'leteren, Chairman of the Board of Directors, in accordance with Article 30 of the Articles of Association.

The President of the Meeting appointed Ms Amélie Coens as secretary and Mr Arnaud Laviolette and Mr Olivier Périer as tellers.

The President explained that the convening notices with the agenda had been published, in accordance with article 25 of the articles of association, in the following newspapers

1. The Belgian Official Gazette of 2 May 2022 in both national languages.
2. L'Echo (electronic) of 2 May 2022.
3. De Tijd (electronic) of 2 May 2022.

Proof has been submitted to the bureau after they have been initialled by the members of the bureau. In addition, the registered shareholders as well as the directors and the statutory auditor were convened by letter sent within the legal time limit.

Shareholders were given the opportunity to cast their votes in advance by completing the proxy and postal voting forms that were made available by the company.

All shareholders who were represented or who voted by correspondence complied with the requirements for the deposit of securities.

The Chairman had the members of the bureau sign the attached attendance list, which showed that holders of 43,882,240 shares (80.71% of the capital) and 5,000,000 profit certificates, were represented or had voted by correspondence, for a total of 48,882,240 votes.

Consequently, this Shareholders' Meeting is legally and validly constituted to deliberate and decide on the following 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 2021. Communication of the consolidated accounts for the financial year 2021.**
2. **Approval of the annual financial statements as at 31 December 2021, including the profit distribution.**
Proposal to approve the annual accounts as at 31 December 2021, including the profit distribution (proposal to distribute a gross dividend of EUR 2.10 per share and EUR 0.2625 per profit share).
3. **Remuneration Report 2021.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2021.

4. **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.

5. **Appointment of new director and renewal of mandates.**

Proposal to appoint Mr Hugo De Stoop as independent director within the meaning of article 7:87 of the Companies and Associations Code (all criteria of the Belgian Corporate Governance Code 2020 being met for this candidate), for a term of three years expiring at the end of the Ordinary General Meeting of 2025.

Proposal to renew the mandates of Pierre-Olivier Beckers SRL for a term of four years expiring at the end of the Ordinary General Meeting of 2026, of CB Management S.à r.l. unipersonnelle for a term of four years expiring at the end of the Ordinary General Meeting of 2026 and of Sophie Gasperment for a term of one year expiring at the end of the Ordinary General Meeting of 2023, as independent directors within the meaning of Article 7:87 of the Companies and Associations Code (all criteria of the Belgian Corporate Governance Code 2020 being met for these candidates).

Proposal to renew the mandates of Nayarit Participations SCA for a term of five years expiring at the end of the Ordinary General Meeting of 2027, of Société Anonyme de Participation et de Gestion SA for a term of five years expiring at the end of the Ordinary General Meeting of 2027 and of GEMA SRL for a term of three years expiring at the end of the Ordinary General Meeting of 2025, as non-executive directors.

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Before discussing the agenda, the Chairman informs the Meeting that, in accordance with the requirements of the Royal Decree of 27 November 1973, the economic and financial information was communicated to the company's Works Council at a meeting held on 24 May 2022. During the same meeting, the names of the proposed candidate independent directors were communicated to the company's Works Council in accordance with article 7:87, §2 of the Belgian Code on Companies and Associations. The certificate relating to the organisation of this meeting is attached.

The Chairman then gives the floor to the management, who presented the results for the year 2021, as well as a trading update regarding the first quarter of 2022.

Management also answers questions raised by the shareholders present in the Meeting.

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Regarding item 1 of the agenda concerning the communication of the board reports, the auditor's reports and the consolidated accounts for 2021, the chairman indicated that these reports, which had been made available to the shareholders, would not be read.

Deciding on item 2 of the agenda concerning the approval of the annual accounts 2021, the Meeting adopts the proposed resolution as follows:

- a. FOR: 48,803,569
- b. AGAINST: 0
- c. ABSTENTION: 78,671

The Chairman confirms that the gross ordinary dividend of EUR 2.10 per share and EUR 0.2625 per profit certificate will be payable against coupon no. 12 as from 9 June 2022.

Deciding on item 3 of the agenda concerning the approval of the 2021 Remuneration report, the Meeting adopts the proposed resolution as follows:

- a. FOR: 40,335,082
- b. AGAINST: 8,482,651
- c. ABSTENTION: 64,507

Deciding on item 4.1 of the agenda concerning the discharge of the directors in office in 2021, the Meeting adopts the proposed resolution as follows:

- a. FOR: 48,060,410
- b. AGAINST: 708,480
- c. ABSTENTION: 113,350

Deciding on item 4.2 of the agenda concerning the discharge of the Statutory Auditor, the Meeting adopts the proposed resolution as follows:

- a. FOR: 48,051,115
- b. AGAINST: 675,214
- c. ABSTENTION: 155,911

Deciding on item 5.1 of the agenda concerning the appointment of Mr Hugo De Stoop as independent director, the Meeting adopts the proposed resolution as follows:

- a. FOR: 48,690,339
- b. AGAINST: 159,072
- c. ABSTENTION: 32,829

Deciding on item 5.2 of the agenda concerning the renewal of the mandate of Pierre-Olivier Beckers SRL as independent director, the Meeting adopts the proposed resolution as follows:

- a. FOR: 45,955,779
- b. AGAINST: 2,883,871
- c. ABSTENTION: 42,590

Deciding on item 5.3 of the agenda concerning the renewal of the mandate of CB Management S.à r.l. unipersonnelle as independent director, the Meeting adopts the proposed resolution as follows:

- a. FOR: 48,623,570
- b. AGAINST: 183,255
- c. ABSTENTION: 75,415

Deciding on item 5.4 of the agenda concerning the renewal of the mandate of Ms. Sophie Gasperment as independent director, the Meeting adopts the proposed resolution as follows:

- a. FOR: 46,489,089
- b. AGAINST: 2,360,322
- c. ABSTENTION: 32,829

Deciding on item 5.5 of the agenda concerning the renewal of the mandate of Nayarit Participations SCA, the Meeting adopts the proposed resolution as follows:

- a. FOR: 39,416,442
- b. AGAINST: 9,166,766
- c. ABSTENTION: 299,032

Deciding on item 5.6 of the agenda concerning the renewal of the mandate of Société Anonyme de Participation et de Gestion SA, the Meeting adopts the proposed resolution as follows:

- a. FOR: 38,831,780
- b. AGAINST: 9,751,453
- c. ABSTENTION: 299,007

Deciding on item 5.7 of the agenda concerning the renewal of the mandate of GEMA SRL, the Meeting adopts the proposed resolution as follows:

- a. FOR: 47,862,363
- b. AGAINST: 688,070
- c. ABSTENTION: 331,807

The Chairman confirms that each of these newly appointed or reappointed directors will be remunerated for their office in accordance with the decision of the Company's annual shareholders meeting of 27 May 2021.

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There being no further business on the agenda of the Ordinary Shareholders' Meeting, the President closed the meeting at 16h40

The minutes of which were drawn up at the place and date below.

Brussels, 2 June 2022.

The Secretary

The Tellers

The Chairman