

D'leteren SA

Registered office: 50 Rue du Mail, 1050 Bruxelles

Business number: 0403448140 – RPM Bruxelles

(the “Company”)

PROXY VOTING

The undersigned

First name .....

Family name .....

Address .....

E-mail address<sup>1</sup> .....

or

Corporate name .....

Legal form .....

Registered office .....

E-mail address<sup>1</sup> .....

hereby represented by .....

(family name, first name, title of the proxy holder) whom declares and certifies to the Company to have the necessary power of attorney to sign this form on behalf of the undersigned

owner on the record date of Thursday 13 May 2021, at midnight (Belgian time), of..... registered/dematerialised<sup>2</sup> shares of the Company, held with ..... (name of the financial institution), and with which he/she hereby declares to participate in the General Meetings,

hereby grants special powers to the Company or any other person designated by the Board of Directors of the Company, with powers to sub-delegate<sup>3</sup>

in order to be represented at the Ordinary and Extraordinary General Meetings of the Company that will take place on Thursday 27 May 2021, at 3 pm, at the Company's registered office, in order to present the agenda herewith attached and to vote on his/her/its behalf as indicated hereafter:

<sup>1</sup> This e-mail address will be used by the Company to provide the shareholder with the access codes to the General Meetings' webcast

<sup>2</sup> Delete where applicable

<sup>3</sup> In accordance with Article 7:145, §4 of the Companies and Associations Code, the Company is potentially in a conflict of interest situation. Therefore, the Company or any person appointed by the Board of Directors of the Company, may only vote in the name and on behalf of the shareholder if it has specific voting instructions for each item on the agenda.

ORDINARY GENERAL MEETING<sup>(\*)</sup>

Point 1 [This item does not require a vote]	Point 2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 4 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 5 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 6 (directors) <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 6 (statutory auditor) <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	

(\*) Please indicate your vote by ticking the appropriate box

EXTRAORDINARY GENERAL MEETING<sup>(\*)</sup>

Point 1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 4 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
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(\*) Please indicate your vote by ticking the appropriate box

**In the absence of clear voting instructions with respect to the proposed resolutions, the proxy holder shall be deemed to vote in favour of these resolutions.**

In addition, the proxy holder has the right to sign any deed, minutes, attendance list and in general, do what is necessary for these General Meetings and any subsequent General Meeting with the same agenda further to a postponement or adjournment.

The present proxy, **duly completed and signed** by the shareholder or his/her/its representative, must be sent to **Euroclear Belgium, Issuer Services**, either **by regular mail, 1 Bd du Roi Albert II, 1210 Brussels (Belgium)** or **by e-mail, at the following e-mail address [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)** on **Friday 21 May 2021, at 4 pm (Belgian time)** at the latest.

In addition, the owners of dematerialised shares must send to **Euroclear Belgium**, at the same addresses mentioned above and within the same timeframe, a **confirmation by their certified account holder or clearing institution**, attesting the above mentioned number of dematerialised shares held in their books on behalf of the shareholder at the registration date for which the shareholder has expressed its wish to participate to the General Meetings.



If, according to article 7:130 of the Code of Companies and Associations, **new items and/or proposed resolutions** are added to the agenda after the date of this proxy and an amended agenda is published on 12 May 2021 at the latest, the Company shall provide shareholders with a **new proxy form** supplemented by any new item and/or resolution, enabling the shareholders to give the proxy holder specific voting instructions on those items. In the absence of new voting instructions duly sent to the Company before 21 May 2021, at 4 pm, the proxy holder shall abstain from voting on these new items and/or proposed resolutions.

**This proxy is irrevocable.** It remains valid (a) for subsequent General Meetings which would be convened with the same agenda and (b) for the unchanged items on the current agenda, if an amended agenda is published, according to Article 7:130 of the Code of Companies and Associations, after the date on which the shareholder or his proxy holder has sent the present form to the above-mentioned address.

The representatives of legal entities will have to provide documents proving their representation powers or special mandates to Euroclear Belgium, at the addresses mentioned above and within the same timeframe as required for the proxy.

The Company reserves the right to refuse proxies which are not filled in properly or which are not complete.

In order to allow the Company to send to the shareholders a link to the General Meetings' webcast and to properly secure this webcast, the Company asks the shareholders to provide their name and email address.

The information requested constitutes "personal data" concerning the shareholders and will be processed by the Company, acting as data controller. For that purpose, the Company relies on its legitimate interest to manage and secure the above webcast and will only retain the shareholders' personal data until the next Shareholders' Meeting. The Company will process the personal data in compliance with its 'Information regarding personal data and how it is processed' available on its website ([www.dieterengroup.com](http://www.dieterengroup.com)).

Made in ....., on ..... 2021.

Family name:

First name:

Signature

**Enclosed:** Agenda of the Ordinary and Extraordinary General Meetings of 27 May 2021

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.*