

D'Ieteren Group 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

or

Corporate name

Legal form

Registered office

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 19 May 2022, at midnight (Belgian time)**, of..... registered/dematerialised¹ shares of the Company, held with (name of the financial institution), and with which he/she hereby declares to participate in the General Meeting,

hereby grants special powers to (only one person can be appointed) with powers to sub-delegate :

Name :

Address :

in order to be represented at the **Ordinary General Meeting** of the Company that will take place on **Thursday 2nd June 2022, 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:

¹ Delete where applicable

ORDINARY GENERAL MEETING^(*)

Point 1 [This item does not require a vote]	Point 2 ☐ vote in favour ☐ vote against ☐ abstain	Point 3 ☐ vote in favour ☐ vote against ☐ abstain	Point 4 (directors) ☐ vote in favour ☐ vote against ☐ abstain
Point 4 (statutory auditor) ☐ vote in favour ☐ vote against ☐ abstain	Point 5 (H. De Stoop) ☐ vote in favour ☐ vote against ☐ abstain	Point 5 (P.-O. Beckers SRL) ☐ vote in favour ☐ vote against ☐ abstain	Point 5 (CB Management) ☐ vote in favour ☐ vote against ☐ abstain
Point 5 (S. Gasperment) ☐ vote in favour ☐ vote against ☐ abstain	Point 5 (Nayarit Participations SCA) ☐ vote in favour ☐ vote against ☐ abstain	Point 5 (SPDG) ☐ vote in favour ☐ vote against ☐ abstain	Point 5 (GEMA SRL) ☐ vote in favour ☐ vote against ☐ abstain

(*) 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 this General Meeting 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 email, at the following email address ebe.issuer@euroclear.com** on Friday 27 May 2022, at 4 pm (Belgian time) at the latest. Please note that Thursday 26 May 2022 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 25 May 2022 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 Meeting.

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 a revised agenda is

published on 18 May 2022 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 27 May 2022, 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 Meeting 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.

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).

Made in, on 2022.

Family name:

First name:

Signature

Enclosed: Agenda of the Ordinary General Meeting of 2nd June 2022

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 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.

A biography of the relevant persons can be consulted at the following link:
<https://www.dieterengroup.com/shareholder-meetings/>.