

D'Ieteren SA
Registered office: 50 Rue du Mail, 1050 Bruxelles
Business number: 0403448140 – RPM Bruxelles
(the “Company”)

VOTE BY CORRESPONDENCE

The undersigned

First name
Family name
Address
E-mail address¹.....

or

Corporate name
Legal form
Registered office
E-mail address¹.....

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/dematerialised² shares of the Company held with (name of the financial institution), and with which he/she hereby declares to vote

votes as indicated below with respect to the items on the agenda of the **Ordinary and Extraordinary General Meetings** of the Company which will take place on **Thursday 27 May 2021, at 3:00 pm** at the Company's registered office.

¹This e-mail address will be used by the Company to provide the shareholder with the access codes to the General Meetings' webcast
²Delete where applicable

ORDINARY GENERAL MEETING^(*)

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^(*)

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

The present form of vote by correspondence, duly completed and signed by the shareholder, must be addressed to Euroclear Belgium, Issuer Services, **either by mail at 1 Bd du Roi Albert II, 1210 Bruxelles (Belgium) or by e-mail, at the following e-mail address ebe.issuer@euroclear.com** by Friday, 21 May 2021, at 4.00 pm (Belgian time) at the latest.

In addition, the owners of **dematerialized shares** must send to Euroclear Belgium, at the same addresses mentioned above and within the same timeframe, a **confirmation from their certified account holder or clearing institution**, attesting the number of above mentioned 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, in compliance with 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 form of vote by correspondence and an amended agenda is published on 12 May 2021 at the latest, the Company shall provide the shareholders with a **new form of vote by correspondence** supplemented by any new item and/or resolution, enabling the shareholders to give specific voting instructions on those items. In the event new items and/or resolutions are added to the agenda of the General Meetings, and if this form has reached the Company prior to the publication of the completed agenda, this form remains valid for the



D'leterenGroup

unchanged agenda items mentioned above. However, the vote expressed in this form on a modified agenda item will be null and void.

This vote by correspondence is irrevocable. It remains valid for any subsequent General Meetings which would be convened with the same agenda.

The Company reserves the right to refuse documents 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. The Company will process the personal data in compliance with its 'Information regarding personal data and how it is processed' available on its website (<https://www.dieterengroup.com>).

Made in, on 2021.

Family name:

First name:

Signature:

Encl. 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.