

Convening of the annual general meeting

Kortrijk, Belgium, 28 March 2023, 7.30 hrs –

Barco

Naamloze vennootschap te 8500 Kortrijk
President Kennedypark 35
B.T.W.-plichtige - Ondernemingsnummer BE 0473.191.041
Rechtspersonenregister Gent, afdeling Kortrijk

CONVENING OF THE ANNUAL GENERAL MEETING

The Board of Directors kindly invites the shareholders and the holders of stock options to attend the annual general meeting on **Thursday April 27, 2023 at 4:00 pm.**

As a leading technology company, the company wishes to provide the shareholders with all available facilities to participate herein and to exercise their shareholder rights.

The company therefore organizes a hybrid meeting that the shareholders can attend physically or remotely, using the Lumi AGM+ platform (www.lumiconnect.com) in combination with Barco's weConnect technology. Shareholders can also vote remotely prior to the meeting. They may also be represented by a proxy holder at the general meeting. The practical modalities are described in more detail below.

The general meeting will take place at **8500 Kortrijk, Beneluxpark 21**. Shareholders who wish to physically attend must register as from 15:30. The registration for the general meeting will be closed at 15:50. Shareholders who wish to attend the meeting remotely must ensure that their device and internet connection are adequate and timely log in into the Lumi AGM+ and the Barco weConnect application before the start of the meeting.

The general meeting is convened with the following agenda and proposals for resolution:

AGENDA

- 1. Presentation and discussion of the annual report of the Board of Directors, including the corporate governance statement, and the report of the Statutory Auditor on (i) the annual accounts of Barco NV and (ii) the consolidated annual accounts for the fiscal year ending December 31, 2022**

This agenda item does not require a resolution of the general meeting.



2. Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2022 – Distribution of the results – Dividend

Proposal for resolution (1st vote):

The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2022, including the distribution of the results and the determination of the gross dividend at Forty-Four eurocent (0.44 €) per fully paid-up share.

3. Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2022

This agenda item does not require a resolution of the general meeting.

4. Approval of the remuneration report

Proposal for resolution (2nd vote):

The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2022.

5. Discharge to the directors

Proposal for resolution (3rd vote):

The general meeting gives discharge to each one of the directors for the execution of his or her mandate during the fiscal year ending December 31, 2022.

6. Discharge to the Statutory Auditor

Proposal for resolution (4th vote):

The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2022.

7. End of mandate of directors – (Re-)appointment directors

The Board of Directors requests the general meeting to acknowledge that the mandates of Mr. Frank Donck, Mr. Charles Beauduin, Mrs. An Steegen and Adisys Corporation, permanently represented by Mr. Ashok K. Jain, expire at the end of this annual general meeting. Their mandate is renewable.

7.1 Re-appointment of independent director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as independent director as defined in article 7:87 CCA Mr. Frank Donck.

The Board of Directors proposes this director because of the professional qualities and experience as set out in his CV available on the [website](#).

According to the Board of Directors this director meets the criteria of independence as defined in art. 7:87 CCA and art. 3.5 of the Corporate Governance Code 2020.

Proposal for resolution (5th vote):

The general meeting re-appoints Mr. Frank Donck (°30-04-1965), residing at Floridalaan 62, B-1180 Ukkel, as independent director as defined in art. 7:87 CCA for a period of four (4) years

from the closing of this general meeting until the closing of the ordinary general meeting of 2027.

7.2 Re-appointment of director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as director Mr. Charles Beauduin.

The Board of Directors proposes this director because of the professional qualities and experience as set out in his CV available on the [website](#).

Proposal for resolution (6th vote):

The general meeting re-appoints Mr. Charles Beauduin (°19-09-1959), residing at Lenniksesteenweg 444, 1500 Halle, as director for a period of four (4) years from the closing of this general meeting until the closing of the ordinary general meeting of 2027.

7.3 Re-appointment of director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as director Mrs. An Steegen.

The Board of Directors proposes this director because of the professional qualities and experience as set out in her CV available on the [website](#).

Proposal for resolution (7th vote):

The general meeting re-appoints Mrs. An Steegen (°04-01-1971), residing at Kerkstraat 17, 3440 Zoutleeuw, as director for a period of four (4) years from the closing of this general meeting until the closing of the ordinary general meeting of 2027.

7.4 Re-appointment of independent director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as independent director Adisys Corporation, permanently represented by Mr. Ashok K. Jain.

The Board of Directors proposes this director because of the professional qualities and experience as set out in his CV available on the [website](#).

The Board of Directors proposes to deviate from art. 3.5.2 of the Belgian Corporate Governance Code and re-appoint this director as independent director as defined in art. 7:87 CCA for the entire duration of the new mandate, otherwise this director will no longer be qualified as independent after 24 October 2024. The short exceedance of the 12-year term does not jeopardise the motives on the basis of which the general meeting of shareholders of 28 April 2022 qualified this director as independent.

Proposal for resolution (8th vote):

The general meeting re-appoints Adisys Corporation, permanently represented by Mr. Ashok K. Jain (° 23-06-1955), residing at 18630 Allendale Avenue, Saratoga, CA 95070, USA, as

independent director for a period of four (4) years from the closing of this general meeting until the closing of the ordinary general meeting of 2027.

7.5 Appointment of independent director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to appoint as independent director Lord James Sassoon.

The Board of Directors proposes this director because of the professional qualities and experience as set out in his CV available on the [website](#).

According to the Board of Directors this director meets the criteria of independence as defined in art. 7:87 CCA and art. 3.5 of the Corporate Governance Code 2020.

Proposal for resolution (9th vote):

The general meeting appoints Lord James Sassoon (°11-09-1955), residing at 4 Chelsea Park Gardens, London SW3 6AA, United Kingdom, as independent director as defined in art. 7:87 CCA for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2026.

8. Remuneration of the directors

Proposal for resolution (10th vote):

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the Board of Directors at 2.863.725 euro for the year 2023, of which an amount of 2.450.000 euro will be allocated to the remuneration of the CEOs and the balance amount of 413.725 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

9. Approval stock option plans 2023

In 2023, the Board of Directors intends to issue new stock option plans in line with the terms of the previous stock option plans and therefor asks the authorization of the general meeting.

Proposal for resolution (11th vote):

The general meeting authorizes the Board of Directors to issue new stock option plans in 2023 within the limits specified hereafter: stock option plan 'Options Barco 16 – CLT 2023' and 'Options Barco 16 – Personnel 2023' (maximum 500.000 options).

ADDITION OF AGENDA TOPICS

One or more shareholders jointly owning at least 3% of the company's share capital may add topics for discussion to the agenda and submit proposals for resolution with respect to topics listed or to be added on the agenda. Shareholders must address their request hereto **no later than Wednesday April 5, 2023** to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk (email: shareholders.meeting@barco.com). The request must be accompanied by (i) the proof of the ownership of the required stake in the company's share capital, (ii) the text of the topics to be discussed and the proposals of resolution related thereto, or the text of the proposals of resolution

to be added to the agenda, and (iii) a postal or e-mail address to which receipt of the request can be confirmed. If applicable, the company will publish an updated agenda at the latest on Wednesday April 12, 2023.

Lumi AGM+ Platform

Shareholders can use the Lumi AGM+ platform to complete the formalities for registering for and participating in the general meeting, delivering the certificate of registration, asking questions as well as voting remotely, by proxy, or during the hybrid meeting, in combination with Barco's weConnect technology. The practical modalities are described on the website of Lumi (www.lumiconnect.com) and Barco ([Shareholders' meetings - Barco](#)).

WRITTEN QUESTIONS

Each shareholder who has completed the below formalities for attending the general meeting, can submit questions to the Directors or the Statutory Auditor with respect to the annual report or the agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **not later than Friday April 21, 2023** by letter or e-mail (shareholders.meeting@barco.com) to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk or by entering them into the Lumi AGM+ platform.

REGISTRATION

Only those persons who are shareholders on the **registration date (Thursday 13 April 2023 at midnight (24:00 hrs))** have the right to attend and vote at the general meeting.

The owners of **dematerialized shares** must register the shares with which they wish to vote at the general meeting at the latest on the registration date. Registration can be done via either the Lumi AGM+ platform or the financial institution with which these shares are held.

In case of registration via the financial institution, the evidence of the completion of the registration formalities shall be provided by the shareholder or its financial institution to ING Bank **by not later than Wednesday April 26, 2023 within the office hours.**

The shareholders will be admitted to the general meeting based upon the confirmation by ING Bank to Barco NV of the completion of the registration formalities or upon presentation of a certificate issued by the depositary institution, an authorized accountholder, the clearing institute or delivered directly via the Lumi AGM+ platform, which shows that the registration has occurred at the latest on the registration date.

The **HOLDERS OF REGISTERED SHARES**, as well as the holders of options must inform the company **by not later than Friday April 21, 2023** by letter addressed to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk, or by e-mail (shareholders.meeting@barco.com) of

their intention to attend the meeting and, if applicable, the number of shares they wish to vote with.

VOTE BY LETTER OR POWER OF ATTORNEY

Shareholders, who wish to vote by letter or wish to be represented, should use the forms which are available at the company's headquarters or can be downloaded from the company's website www.barco.com or the Lumi AGM+ platform. No other forms will be accepted.

Collective proxies, proxies by substitution, or proxies granted by financial institutions, trusts, fund managers or accountholders in the name and for the account of several shareholders have to specify: the identity of each individual shareholder, the identity of the proxy holder(s) and, for each individual shareholder, the number of shares the proxy holder will be voting with.

Forms signed by hand should be delivered **in original copy** to the company (to the attention of the Legal Department), Beneluxpark 21, 8500 Kortrijk, Belgium company by not later than **Wednesday April 26, 2023 within the office hours**. Forms signed electronically should be uploaded in the Lumi AGM+platform.

Forms submitted to the company prior to the publication of an updated agenda (see above under "Addition of agenda topics"), if applicable, shall remain valid with respect to those topics of the agenda to which they relate, without prejudice to the right to withdraw its vote by letter or power of attorney and/or replace it with a new letter or power of attorney based upon the updated agenda.

DATA PROTECTION

The company is responsible for the processing of personal data it receives from, or collects about, shareholders, the holders of warrants and stock options issued by the company, and proxy holders in the context of the general meetings. The processing of such data will be carried out for the purpose of the organization and conduct of the general meeting. The data include, amongst others, identification data, the number and type of shares, warrants and stock options issued by the company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of services to the company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with Barco's privacy policy, available at [Privacy - Barco](#) for more information or complaints regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at dataprotection@barco.com. Barco may photograph and make film recordings during the extraordinary general meeting, in order to market Barco and to support future events. Barco can process your image for this. If you do not wish to be photographed or taped, please inform the company hereof via email at shareholders.meeting@barco.com.

INTEGRATED ANNUAL REPORT 2022

The 2022 integrated annual report as well as the information required under article 7:129, §3 CCA can be downloaded from the website www.barco.com.

The Board of Directors

For more information

Kurt Verheggen, Company Secretary
+32 56 233 435 or LegalRiskCompliance@barco.com

About Barco

Barco is a global company with headquarters in Kortrijk (Belgium). Our visualization and collaboration technology helps professionals accelerate innovation in the healthcare and enterprise and entertainment markets. We count over 3,000 visioneers, whose passion for technology is captured in over 500 unique patents.

Barco is a listed company (Euronext: BAR; Reuters: BARBt.BR; Bloomberg: BAR BB) and realized sales of 1,058 million euro in 2022.

Interested to connect? www.barco.com or on [Twitter](#) (@Barco), [LinkedIn](#) (Barco), [YouTube](#) (BarcoTV), [Instagram](#) (barco_nv) and [Facebook](#) (Barco).

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