



Naamloze Vennootschap

Nijverheidsstraat 2, 2340 Beerse

BTW BE0403.807.337 – RPR Turnhout

Minutes of the ordinary general meeting of shareholders, held at Hotel Botanique Sanctuary, Leopoldstraat 26, 2000 Antwerp , on Wednesday 28 May 2025

The meeting is opened at 11.00 o'clock, under the presidency of Mrs Dina Brughmans. The Chairwoman appoints Karin Leysen as Secretary and Jan Keuppens as "Schuiner".

The Chairwoman states that 1.180.842 shares were registered for participation to the general meeting and that according to the attendance list 1.179.226 shares, representing the same number of votes, are present or represented at the meeting.

The Chairwoman states that the invitation of the current meeting was published in compliance with legislation and articles of association of the company on 18 April 2025 In De Standaard, on the website of Campine NV, E-corporate, Intrado. Furthermore in Belgisch Staatsblad on 18 April and 2 May 2025. She presents the proof of these publications.

The Chairwoman concludes that the current meeting was convened in compliance with legislation and that the meeting can decide upon the following agenda:

The Chairwoman presents the report of the Board of Directors and the report of the Statutory Auditor and opens the discussion regarding the approval of the annual accounts.

1. Reading and discussion about the report of the board of directors, the annual accounts and consolidated annual accounts of the financial year closed on 31 December 2024.
2. Reading of and discussion about the auditor's report on the above-mentioned annual accounts.
3. Approval of the annual accounts of the financial year closed on 31 December 2024.
Resolution proposal: The ordinary general meeting approves the annual accounts of the financial year closed on 31 December 2024.
4. Approval of the appropriation of the result of the financial year closed on 31 December 2024.
Resolution proposal: The ordinary general meeting decides to appropriate the result of the financial year closed on 31 December 2024 as proposed by the board of directors. The ordinary general meeting decides to distribute a dividend of € 6.75 mio (this means € 4.50 gross per share) against presentation of coupon no 16, with payment date: 13 June 2025 (ex-date: 11 June 2025 and record date: 12 June 2025).
5. Approval of the remuneration policy of the company.
Resolution proposal: : The ordinary general meeting approves the remuneration policy as mentioned in the annual report 2024.
6. Approval of the remuneration report of the financial year closed on 31 December 2024.
Resolution proposal: The ordinary general meeting approves the remuneration report of the financial year closed on 31 December 2024.
7. Discharge to the board members for the financial year closed on 31 December 2024.
Resolution proposal: The ordinary general meeting grants discharge to the board members for the execution of their mandate during the financial year closed on 31 December 2024.

8. Discharge to the auditor for the financial year closed on 31 December 2024.
Resolution proposal: The ordinary general meeting grants discharge to the auditor for the execution of his mandate during the financial year closed on 31 December 2024.
9. Statutory nominations:
- 9a.Appointment of FLG Belgium SRL, represented by its permanent representative Ms Dina Brughmans, as independent Director. The mandate of FLG Belgium SRL, represented by its permanent representative Ms Dina Brughmans as independent board member ends. Proposal to appoint FLG Belgium SRL, represented by its permanent representative Ms Dina Brughmans as independent board member for a period of 4 years. The Board has determined that FLG Belgium SRL, represented by its permanent representative Ms Dina Brughmans, complies with all criteria required by the Companies and Associations Code and the Corporate Governance Code and thus can be considered as an independent board member .
Resolution proposal: The ordinary general meeting appoints FLG Belgium SRL, represented by its permanent representative Ms Dina Brughmans, as independent board member for a period of 4 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2029. The directors' remuneration amounts to € 21,500 for 2024. According to the articles of association the amount is automatically increased by € 250 on the first day of each new financial year.
- 9b.Appointment of Mr F.-W. Hempel as board member . The mandate of Mr F.-W. Hempel ends. Proposal to appoint Mr F.-W. Hempel as board member for a period of 4 years.
Resolution proposal: The ordinary general meeting appoints Mr F.-W. Hempel, as board member for a period of 4 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2029. The directors' remuneration amounts to € 21,500 for 2024. According to the articles of association the amount is automatically increased by € 250 on the first day of each new financial year.
- 9c.Appointment of Mr Léonard Hempel as board member . Proposal to appoint Mr Léonard Hempel as board member for a period of 4 years.
Resolution proposal: The ordinary general meeting appoints Mr Léonard Hempel, as board member for a period of 4 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2029. The directors' remuneration amounts to € 21,500 for 2024. According to the articles of association the amount is automatically increased by € 250 on the first day of each new financial year.

Afterwards the Chairwoman leads the voting.

For each decision 1.179.226 valid votes were noted, which represent 78x61507 % of the share capital.

3. The ordinary general meeting approves the annual accounts of the financial year closed on 31 December 2024:
- With 1.179.223 in favour, no votes against and 3 abstentions.
4. The ordinary general meeting decides to appropriate the result of the financial year closed on 31 December 2024 as proposed by the board of directors. The ordinary general meeting decides to distribute a dividend of € 6.75 mio (this means € 4.50 gross per share) against presentation of coupon no 16, with payment date: 13 June 2025 (ex-date: 11 June 2025 and record date: 12 June 2025).
- Unanimously (no votes against or abstention).
5. The ordinary general meeting approves the remuneration policy as mentioned in the annual report 2024.
- With 1.114.926 votes in favour, 64.300 votes against and no abstentions.

6. The ordinary general meeting approves the remuneration report of the financial year closed on 31 December 2024:
 - With 1.114.926 votes in favour, 64.300 votes against and no abstentions.
7. The ordinary general meeting grants discharge to the board members for the execution of their mandate during the financial year closed on 31 December 2024:
 - With 1.179.223 votes in favour, no votes against and 3 abstentions.
8. The ordinary general meeting grants discharge to the auditor for the execution of his mandate during the financial year closed on 31 December 2024
 - Unanimously (no votes against or abstention).
9. Statutory nominations:
 - 9a. The ordinary general meeting appoints FLG Belgium SRL, represented by its permanent representative Ms Dina Brughmans, as independent board member for a period of 4 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2029. The directors' remuneration amounts to € 48,000, the committee participation to € 1,750/meeting for 2025.
 - Unanimously (no votes against or abstention).
 - 9b. The ordinary general meeting appoints Mr F.-W. Hempel, as board member for a period of 4 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2029. The directors' remuneration amounts to € 48,000, the committee participation to € 1,750/meeting for 2025.
 - With 1.179.223 votes in favour, no votes against and 3 abstentions.
 - 9c. The ordinary general meeting appoints Mr Léonard Hempel, as board member for a period of 4 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2029. The directors' remuneration amounts to € 48,000, the committee participation to € 1,750/meeting for 2025.
 - Unanimously (no votes against or abstention).

The agenda being handled, the minutes of the meeting are read. After approval the document is signed by the officers and shareholders who wish so.

The meeting is closed.

the Secretary

the Chairwoman

the Schuiner