

## CRESCENT NV

Geldenaaksebaan 329, 3001 LEUVEN

Company number: 0429.375.448

Register of legal entities: Leuven

(hereinafter the "Company")

### **ORDINARY GENERAL MEETING OF SHAREHOLDERS CRESCENT NV**

**FRIDAY, 30 MAY 2025 AT 10 A.M.**

The Board of Directors invites the Shareholders to participate in the Ordinary General Meeting of CRESCENT NV, which will take place at the registered office of the Company on Friday 30 May 2025 at 10:00 a.m.

To date, the total number of shares and voting rights of the Company amounts to 1,994,069,717 shares.

#### **AGENDA FOR THE ORDINARY GENERAL MEETING WITH PROPOSED RESOLUTIONS**

**1. Acknowledgement of the special report of the Board of Directors of the Company in accordance with Article 7:228 of the Companies and Associations Code with proposal of the measures to safeguard the continuity of the Company and the continuation of the Company's business and approval of the continuation of the Company's business and the remedial measures to be taken.**

Comments on this agenda item:

The Board of Directors clarifies that the balance sheet as of December 31, 2024 shows a loss. These losses (and the losses of previous years) result in the Company's net assets falling to less than one-fourth of the Company's capital. The procedure under Article 7:228 of the Companies and Associations Code regarding the alarm bell procedure should thus be followed.

Proposed resolution:

Having taken cognizance of the special report of the Board of Directors mentioned in agenda item 1 and with reference to what is set forth below, it is resolved to (i) continue the Company's operations, and (ii) approve the measures proposed by the Board of Directors aimed at restoring the Company's equity as published on the Company's website.

Based on the measures outlined in the aforementioned report of the Board of Directors, the Board of Directors informed the shareholders that it is confident that there will be sufficient resources to continue its operations for the next twelve months, and consequently, the board of directors proposed to the shareholders to continue the operations of the Company and not to proceed with the dissolution of the Company.

**2. Acknowledgement of the report of the Board of Directors on the statutory and consolidated annual accounts for the year ended 31 December 2024**

**3. Acknowledgement of the report of the statutory auditor on the statutory and consolidated annual accounts ended 31 December 2024 and the annual report**

**4. Approval of the company and consolidated financial statements for the financial year ended 31 December 2024 with appropriation of profit or loss**

Proposed resolution: the meeting approves the company and consolidated financial statements for the financial year ended 31 December 2024, including the appropriation of the result.

#### **5. Approval of the remuneration report as included in the annual report of the Board of Directors for the financial year ended 31 December 2024**

Proposed resolution: the meeting approves the remuneration report, as included in the annual report of the board of directors for the financial year ended 31 December 2024.

#### **6. Discharge of the directors**

Proposed resolution: the meeting discharges the directors for the exercise of their mandate during the financial year 2024.

#### **7. Discharge to the Commissioner**

Proposed decision: the meeting grants discharge to the statutory auditor for the exercise of his mandate in respect of the financial year 2024.

#### **8. Dismissals and appointments**

##### **8.1 Acknowledgement and acceptance of the voluntary resignation of independent director SERVAl BV, permanently represented by Mr. Frederic CONVENT**

Proposed resolution: the meeting takes note of and accepts the voluntary resignation of SERVAl BV, with company number 0807.041.087, permanently represented by Mr. Frederic CONVENT, as of January 31, 2025. The Company would like to thank Mr. Frederic CONVENT for the contribution.

##### **8.2 Acknowledgement and acceptance of the voluntary resignation of independent director Mr. Marinus (René) EIJSERMANS**

Proposed resolution: the meeting takes note of and accepts the voluntary resignation of Mr. Marinus (René) EIJSERMANS with effect from today. The Company would like to thank Mr. EIJSERMANS for his contribution to the Board of Directors.

##### **8.3 Acknowledgement and confirmation of the appointment as independent director of Geistesblizz GmbH, permanently represented by Mrs. Eva WIMMERS**

Following the voluntary resignation of SERVAl BV, permanently represented by hr. Frederic CONVENT, became – in accordance with Article 16 of the Articles of Association – Geistesblizz GmbH, with its registered office at Simrockstr. 21, 53113 Bonn, Germany, HRB 24132, permanently represented by Mrs. Eva WIMMERS co-opted by the Board of Directors as of February 1, 2025 as director. Today, this decision will be submitted to the general meeting that must decide on the final appointment. In accordance with Article 16 of the Articles of Association, the newly appointed director serves the time of the person he replaces. With regard to remuneration, reference is made to the remuneration policy approved by the General Meeting of 31 May 2022.

Proposed resolution: The meeting confirms the appointment of Geistesblizz GmbH, with registered office at Simrockstr. 21, 53113 Bonn, Germany, HRB 24132, permanently represented by Ms. Eva WIMMERS as director of the Company for the duration from 1 February 2025 until the general meeting for financial year 2024 against remuneration in accordance with the remuneration policy as approved by the general meeting of 31 May 2022.

According to the information made available to the Company, the candidate director meets the specific independence criteria of the Belgian Corporate Governance Code 2020 and the general independence criterion provided for by article 7:87 of the BCCA.

#### **8.4 Dismissal and reappointment of members of the Board of Directors**

Today, the term of office of most directors expires. In order to align the terms of appointment, it is proposed to resign all the directors, and subsequently to re-appoint the following persons as directors of the Company for a term of six years from today, i.e. until 30 May 2031:

1. VAN ZELE HOLDING NV, permanently represented by Mr. Eric VAN ZELE (managing director)
2. Mr. Raju DANDU (Executive Director)
3. MICHIELS INVEST EN MANAGEMENT BV, permanently represented by Mr. Johan MICHIELS (non-executive director)
4. Mr. Luc BOEDT (independent director)
5. Geistesblizz GmbH, permanently represented by Ms Eva Wimmers (independent director)

With regard to remuneration, reference is made to the remuneration policy approved by the General Meeting of 31 May 2022.

Proposed resolution: the meeting dismisses and re-appoints the following persons as directors of the company for a period of six years from today, i.e. until 30 May 2031:

1. VAN ZELE HOLDING NV, permanently represented by Mr. Eric VAN ZELE (managing director)
2. Mr. Raju DANDU (Executive Director)
3. MICHIELS INVEST EN MANAGEMENT BV, permanently represented by Mr. Johan MICHIELS (non-executive director)
4. Mr. Luc BOEDT (independent director)
5. Geistesblizz GmbH, permanently represented by Ms Eva Wimmers (independent director)

According to the information made available to the Company, Mr. Luc BOEDT and Geistesblizz GmbH, permanently represented by Mrs. Eva Wimmers meets the specific independence criteria of the Belgian Corporate Governance Code 2020 and the general independence criterion provided for in article 7:87 of the CCA.

With regard to remuneration, reference is made to the remuneration policy approved by the General Meeting of 31 May 2022.

#### **9. Mandate of KPMG Réviseurs d'Entreprises BV/SRL as statutory auditor of the Company for the financial year 2024**

Proposed resolution: the meeting confirms the mandate of KPMG Réviseurs d'Entreprises BV/SRL, ON 0419.122.548, with registered office at 1930 ZAVENTEM, Brussels National Airport 1K, with Mr. Raf COX as permanent representative of the Company for the financial year ended 31 December 2024 for a consideration of EUR 270,000 (excl. expenses, IBR contribution and VAT).

#### **10. Delegation of powers for the implementation of the decisions taken**

Proposed resolution: the meeting grants to the CFO, Mr. Edwin BEX, acting individually, with the possibility of substitution, all powers for the implementation of the resolutions taken by the Ordinary General Meeting as well as all powers to publish these resolutions. In addition, the General Meeting grants in particular power of attorney to Mr. Anastasia KARPENKO (lawyer at law firm LLK BV), to

perform all actions that may be necessary or useful for the completion of the formalities (including, but not limited to, the preparation and signing of documents and forms) with a view to (i) the filing of (an extract of) this document with the registry of the competent business court, (ii) their publication in the Annexes to the Belgian Official Gazette and (iii) the registration or adaptation of the data in the Crossroads Bank for Enterprises.

## ADMISSION

Participation in the ordinary general meeting (the "Meeting") by voting letter, proxy, or physically is possible for the number of shares you own on the Record Date (16 May 2025 at 12 p.m., Belgian time) and for which you have expressed your intention to exercise your voting rights - at the latest on 24 May 2025 - regardless of the number of shares you hold on the day of the Meeting.

Only persons who are shareholders on **16 May 2025** at 24h, Belgian time ("**registration date**") will have the right to participate in and vote at the General Meeting.

### > Are you a holder of registered shares?

Then you must be registered in the Company's share register on 16 May 2025 (at 24h, Belgian time) for at least the number of shares with which you wish to participate in the General Meeting. **No later than 24 May 2025 (at 24 p.m. Brussels time), you must confirm your participation to us by e-mail ([investor@option.com](mailto:investor@option.com)) stating the number of shares with which you wish to participate.** It is sufficient to send us your completed and signed proxy or voting letter as a confirmation of participation.

### > Are you a holder of dematerialised shares?

Then the shares with which you wish to participate in the General Meeting on 16 May 2025 (at 12 p.m., Belgian time) must be booked on your trading account. Ask your financial institution (bank, authorized account holder, or settlement institution) to:

**(a)** issue a certificate stating the number of shares you held on 16 May 2025 (at 24h Brussels time) and with which you wish to participate; and

**(b)** to provide this certificate to the Company at the latest on 24 May 2025 via the email address [investor@option.com](mailto:investor@option.com).

No later than 24 May 2025 (at 24 p.m. Brussels time), you must confirm your participation stating the number of shares with which you wish to participate. You can ask your financial institution to confirm your participation to us at the same time as the registration formalities.

### > Would you like to be represented at the General Meeting?

If you meet the conditions set out above to participate in and vote at the General Meeting, you may be represented at the General Meeting by a single proxy holder.

You can use the proxy form on our website <https://www.crescent-ventures.com/investor-relations> (shareholders' meetings).

You must send us your completed and signed power of attorney by e-mail no later than May 24, 2025 at the following e-mail address: [investor@option.com](mailto:investor@option.com).

### > Do you wish to vote by letter prior to the General Meeting?

If you meet the conditions set out above to participate in and vote at the General Meeting, you can cast your vote by mail prior to the General Meeting. You can use the voting form on our website (<https://www.crescent-ventures.com/investor-relations> (shareholders' meetings)).

You can also request this form from us at any time. This form also serves as a confirmation of participation. You must provide us with your completed and signed ballot letter by e-mail ([investor@option.com](mailto:investor@option.com)). We must receive your ballot paper by 24 May 2025 at the latest. We would like to remind you that in order to validly cast your remote vote, you must clearly state the voting method or abstention in the ballot paper.

**› Do you want to put an item on the agenda?**

If you alone or jointly with other shareholders hold at least 3% of the capital of the Company, you can have items placed on the agenda and submit proposals for resolutions with regard to the items included or to be included on the agenda. You must own this minimum share percentage, alone or together with other shareholders, both on the date of your request and on 16 May 2025 (at 12 p.m. Belgian time). This can be demonstrated by submitting a certificate of registration of the shares in question in the share register, or a certificate issued by a financial institution showing that the relevant number of dematerialised shares in the name of the relevant shareholder(s) has been registered on account. You must send us your requests in writing by e-mail. As the case may be, attach the text of the items to be discussed and the corresponding proposed resolutions, or the text of the proposed resolutions to be placed on the agenda. We must receive your requests by 8 May 2025. Don't forget to include an email address so that we can confirm receipt of your requests. If necessary, we will publish a supplemented agenda, proxy and voting form by 15 May 2025 at the latest (on our website, in the Belgian Official Gazette and in the financial press). The proxies that we would have already received prior to the publication of the supplemented agenda remain valid, but your proxy holder may deviate from your instructions for the new proposals for resolutions submitted to existing agenda items during the meeting if the execution of your instructions could harm your interests. Your proxy holder must inform you of this. Your proxy must state whether your proxy holder is allowed to vote on the new agenda items, or whether he/she must abstain on those new agenda items. The voting forms that we would have received prior to the publication of the supplemented agenda remain valid for the existing agenda items. If a new proposal for a resolution has been submitted for an existing agenda item, the remote vote on this agenda item will not be taken into account.

**› Would you like to ask a question ?**

Following the General Meeting, you can submit written questions to the Directors and the Statutory Auditor regarding their report or the agenda items. If you meet the conditions set out above to participate in and vote at the General Meeting, your questions will be answered insofar as the disclosure of information or facts is not of such a nature that it may cause damage to the Company or is in breach of the confidentiality commitments entered into by the Company, its Directors or Statutory Auditor. We must receive your written questions by e-mail by 24 May 2025 at the latest.

**› Where can you find all the information about this General Assembly?**

All relevant information regarding this General Meeting is available on our website (<https://www.crescent-ventures.com/investor-relations> (shareholders' meetings)).

**› How can you contact us ?**

For sending forms, written requests or practical questions, please contact Mr. Edwin BEX by e-mail: [investor@option.com](mailto:investor@option.com).