

## CONVENING NOTICE

The shareholders are invited to the Ordinary General Meeting (the "Meeting") of D'Ieteren Group SA/NV (the "Company") which will be held on **Thursday 2nd June 2022, at 3:00 p.m.** at the registered office of the Company, rue du Mail 50, 1050 Brussels (Belgium).

### 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/>.

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## I. Admission requirements

The right of shareholders to be admitted and to vote at the Meeting is subject to compliance with the following two conditions:

- 1) the registration in the shareholder's name of the shares with which he wishes to participate in the vote, on the **record date of Thursday, 19 May 2022 at midnight**, resulting, as the case may be, from his registration:
  - in the Company's share register; or
  - in the books of an approved dematerialised securities account holder or a clearing institution.

No specific action is required from the shareholder for this purpose;

- 2) the notification by the shareholder, **at the latest on Friday 27 May 2022, at 4:00 pm**, of his intention to attend the Meeting and the number of shares for which he intends to vote:
  - for registered shareholders: by email to [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com) or by post to D'Ieteren Group SA, rue du Mail 50, 1050 Brussels (Belgium), for the attention of the Financial Communication Officer;
  - for holders of dematerialised shares: by notification to the authorised account holder or to the clearing organisation. The latter will draw up a certificate certifying the number of dematerialised shares registered in the name of the shareholder in its accounts on the registration date for which the shareholder has declared his wish to participate in the Meeting, and will send it to:

Euroclear Belgium, Issuer Services,

- by mail, 1 Bd du Roi Albert II, 1210 Bruxelles (Belgium) or
- by email to [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)

Only persons who are shareholders on the record date of Thursday 19 May 2022 at midnight and who have expressed their wish to attend the Meetings by Friday 27 May 2022 at 4 p.m. at the latest will be admitted to the General Meeting.

The Company does not send out admission cards.

## II. Proxy voting – Voting by correspondence

Shareholders who wish to vote by proxy or by correspondence must use the proxy forms or forms for voting by correspondence available at the registered office or on the following link on the Company's website: [www.dieterengroup.com/shareholder-meetings](http://www.dieterengroup.com/shareholder-meetings), and send them duly completed and signed to Euroclear Belgium by post or email on the above mentioned addresses.

The voting forms must be sent **no later than 4 pm on Friday 27 May 2022**. 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**.

## III. Right to add items to the agenda and proposals for resolutions

One or more shareholders who together hold at least 3% of the capital and who wish to request the inclusion of items on the agenda of the Meeting and to submit proposals for resolutions concerning items included or to be included on the agenda, are invited to send a request to this effect to the Company at the following address: [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com) **by Wednesday, 11 May 2022 at the latest**, setting out the items and proposals for resolutions. The Company will publish an amended agenda, if any, **by Wednesday, 18 May 2022 at the latest**.

## IV. Right to ask questions

In addition, shareholders may, upon publication of this convening notice, and provided they have complied with the formalities for admission to the Meeting, submit questions in writing about the reports of the Board of Directors or the Statutory Auditor, or about items on the agenda, to [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com) **no later than 4 p.m. on Friday, 27 May 2022**. Answers will be provided during the Meeting.

## V. Availability of documents

The documents that the Company is legally required to present at the Meeting, as well as the agenda of the Meeting, possibly supplemented pursuant to Article 7:130 of the Companies and Associations Code, the relevant proposals for decisions and the forms for proxy and voting by correspondence, are available on the following link [www.dieterengroup.com/shareholder-meetings](http://www.dieterengroup.com/shareholder-meetings) or can be obtained at the registered office on simple request addressed to:

- by mail, rue du Mail 50, 1050 Brussels (Belgium), to the attention of the Financial Communication Officer; or
- by email to [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com).

## VI. Processing of personal data

The Company processes information about you as a shareholder, that constitutes personal data. The Company will process such data in accordance with the "Information on personal data and its processing", which is available on the Company's website (<https://www.dieterengroup.com>).

## The Board of Directors