

CONVENING NOTICE

The shareholders are invited to the Ordinary and Extraordinary General Meetings (the "Meetings") of D'Ieteren Group SA/NV (the "Company") which will be held on **Thursday 30 May 2024, 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 2023. Communication of the consolidated accounts for the financial year 2023.**
2. **Approval of the annual financial statements as at 31 December 2023, including the profit distribution.**
Proposal to approve the annual accounts as at 31 December 2023, including the profit distribution (proposal to distribute a gross dividend of EUR 3.75 per share and EUR 0.50 per profit share).
3. **Remuneration Report 2023.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2023.
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 reappoint Mr Nicolas D'Ieteren as a non-executive director for a term of five years expiring at the end of the ordinary general meeting of 2029.

His biography can be consulted at the following link:

<https://www.dieterengroup.com/shareholder-meetings/>.

6. Appointment of the statutory auditor for the compulsory assurance of sustainability reports and proposed remuneration. .

Proposal, on the recommendation of the Audit Committee and upon presentation to the Works Council, to appoint KPMG Réviseurs d'Entreprises SRL (B00001), Luchthaven Brussel Nationaal IK, 1930 Zaventem (Belgium) as statutory auditor for a period of 3 years to carry out the audit of the sustainability information and issue its limited assurance report, as set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD) as will be implemented into Belgian law.

This contractual appointment, in the absence of a legal basis in Belgian law, arises from the imminent transposition of the CSRD and the corresponding assurance obligation, in accordance with the terms of the CSRD and its transposition, for reporting from the financial year ending 31 December 2024. Once the transposition into Belgian law has taken place, the auditor's contractual mandate will become a legal mandate.

The statutory auditor's mandate will expire at the end of the general meeting of shareholders called to approve the accounts for the financial year 2026.

KPMG Réviseurs d'Entreprises SRL will appoint Mr Axel Jorion (IRE Nr. 02363) and Mr Tanguy Legein (IRE Nr. 02651) as permanent representatives. The auditor's fees for the financial year ending 31 December 2024 will be EUR 40,000, excluding fixed costs (8%) and VAT. These fees will be adjusted each year in line with changes in the health index. Any direct costs contracted specifically with third parties as a result of the performance of the services of KPMG Réviseurs d'Entreprises SRL are not included in the fees, and will be invoiced in addition, including the variable contributions based on turnover (including the contribution per mandate) that KPMG Réviseurs d'Entreprises SRL is obliged to pay to the Institut des Réviseurs d'Entreprises.

7. Proxy for formalities.

Resolution to confer full powers on Amélie Coens, Aurélie Cautauts and Isabelle Stanson, who all, for this purpose, elect domicile at Rue du Mail 50, 1050 Brussels, each acting separately, in order to carry out the formalities with a company counter with a view to ensuring the registration/modification of the data in the Crossroads Bank for Enterprises and, where applicable, with the Value Added Tax Administration.

EXTRAORDINARY GENERAL MEETING

Agenda

1. **Renewal of the authorisations granted to the Board concerning the authorized capital. Communication of the special report of the Board of Directors. Amendment of the Articles of Association.**

1.1. *Communication of the special report of the Board of Directors of March 5, 2024, in accordance with Article 7:199 of the Companies Code, containing the presentation to the General Meeting of the reasons justifying the renewal of the authorized capital, including the circumstances in which the Board of Directors will be able to use it and the objectives it will pursue.*

1.2. *Proposal to grant the Board of Directors a new authorization for a period of five years to increase the capital up to a maximum amount of SIXTY MILLION EURO (60,000,000 EUR) in accordance with article 8bis of the Articles of Association:*

The capital increases decided pursuant to this authorization may be effected out either by cash contributions, or contributions in kind within the limits permitted by the Companies Code, or by incorporation of disposable or non-disposable reserves or issue premiums, with or without creation of new shares, whether preferred or not, with or without voting rights, with or without subscription rights.

New shares to be subscribed for in cash are offered in preference to shareholders, in proportion to the portion of the capital represented by their shares. The Board of Directors may, however, in the interests of the Company and subject to the conditions laid down by law, restrict or cancel preferential rights in respect of capital increases decided by it, including in favour of one or more specific persons.

The Board of Directors is authorized to decide, within the framework of the authorized capital, the issue of bonds convertible into shares, of subscription rights or securities that may give future entitlement to shares in the company, under conditions laid down by the Companies Code, and up to a maximum amount such that the amount of capital increases that may result from the exercise of the rights and securities referred to above does not exceed the limit of the remaining authorized capital. The Board of Directors may limit or waive, in accordance with the corporate interest and in accordance with the law, the preferential subscription right in the event of issues of bonds convertible into shares, of subscription rights or securities that may give entitlement to shares in the company, including in favour of one or more specified persons.

1.3. *Proposal to replace the text of the second paragraph of Article 8bis of the Articles of Association as follows:*

"This authorization is valid for a period of five years from the date of publication in the Annexes to the Belgian State Gazette of the amendment of the Articles of Association approved by the Extraordinary General Meeting of thirty May two thousand and twenty-four."

2. Proxy for the coordination of the Company's Articles of Association

Resolution to confer full powers on the undersigned notary, or any other notary and/or employee of "Berquin Notaires" SCRL, to draft the text of the coordination of the Company's Articles of Association, to sign it and to file it in the electronic database provided for this purpose, in accordance with the relevant legal provisions.

3. Proxy for the execution of resolutions.

Resolution to confer full powers on the Board of Directors to implement the foregoing resolutions.

I. Admission requirements

The right of shareholders to be admitted and to vote at the Meetings 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, 16 May 2024 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 24 May 2024, at 4:00 pm**, of his intention to attend the Meetings and the number of shares for which he intends to vote:
 - for registered shareholders: by email to 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 Meetings, 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

Only persons who are shareholders on the record date of Thursday 16 May 2024 at midnight and who have expressed their wish to attend the Meetings by Friday 24 May 2024 at 4 p.m. at the latest will be admitted to the General Meetings.

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, 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 24 May 2024**.

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 Meetings and to submit proposals for resolutions concerning items included or to be included on the agendas, are invited to send a request to this effect to the Company at the following address: financial.communication@dieterengroup.com **by Wednesday, 8 May 2024 at the latest**, setting out the items and proposals for resolutions. The Company will publish an amended agenda, if any, **by Wednesday, 15 May 2024 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 Meetings, 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 **no later than 4 p.m. on Friday, 24 May 2024**. Answers will be provided during the Meetings.

V. Availability of documents

The documents that the Company is legally required to present at the Meetings, as well as the agendas of the Meetings, 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 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.

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