

MINUTES OF THE ORDINARY
SHAREHOLDERS' MEETING OF D'IETEREN GROUP SA/NV,
HELD IN BRUSSELS AT THE REGISTERED OFFICE
ON THURSDAY 30 MAY 2024 AT 15H

The meeting was opened at 15h by Mr Nicolas D'Ieteren, Chairman of the Board of Directors, in accordance with Article 30 of the Articles of Association.

The President of the General Meeting appointed Ms Amélie Coens as secretary and Mr Edouard Janssen and Mr Olivier Périer as tellers.

The Chairman explained that the convening notices with the agenda had been published, in accordance with article 25 of the articles of association, in the following newspapers:

1. The Belgian Official Gazette of 30 April 2024 in both national languages.
2. L'Echo (electronic) of 30 April 2024.
3. De Tijd (electronic) of 30 April 2024.

Proof has been submitted to the bureau after they have been initialled by the members of the bureau. In addition, the registered shareholders as well as the directors and the statutory auditor were convened by letter sent within the legal time limit.

Shareholders were given the opportunity to cast their votes in advance by completing the proxy and postal voting forms that were made available by the company.

All shareholders who were represented or who voted by correspondence complied with the requirements for the deposit of securities.

The Chairman had the members of the bureau sign the attached attendance list, which showed that holders of 44,418,142 shares (83.72% of the capital) and 5,000,000 profit certificates, were represented or had voted by correspondence, for a total of 49,418,142 votes.

Consequently, this Shareholders' Meeting is legally and validly constituted to deliberate and decide on the following 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.

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 1K, 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. 02563) 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 Cautaerts 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.

* * *

Before discussing the agenda, the Chairman informs the Meeting that, in accordance with the requirements of the Royal Decree of 27 November 1973, the economic and financial information was communicated to the company's Works Council at a meeting held on 26 April 2024. The certificate relating to the organisation of this meeting is attached. In addition, the proposal for the appointment of the Company's auditor as part of the mandatory assurance on sustainability reports was submitted to the Company's Works Council. At its meeting on 6 May 2024, the Works Council unanimously approved this proposal.

The Chairman then gives the floor to the management, who presented the results for the year 2023, as well as a trading update regarding the first quarter of 2024.

Management also answers questions raised by the shareholders present in the Meeting.

* * *

Regarding item 1 of the agenda concerning the communication of the board reports, the auditor's reports and the consolidated accounts for 2023, the Chairman indicated that these reports, which had been made available to the shareholders, would not be read.

Deciding on item 2 of the agenda concerning the approval of the annual accounts 2023, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 49,404,118
- b. AGAINST : 8,467
- c. ABSTENTION : 5,557

The Chairman confirms that the gross ordinary dividend of EUR 3.75 per share and EUR 0.50 per profit certificate will be payable against coupon no. 14 as from 13 June 2024.

Deciding on item 3 of the agenda concerning the approval of the 2023 Remuneration report, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 41,321,857
- b. AGAINST : 8,096,253
- c. ABSTENTION : 32

Deciding on item 4.1 of the agenda concerning the discharge of the directors in office in 2023, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 45,437,923
- b. AGAINST : 3,941,428
- c. ABSTENTION : 38,791

Deciding on item 4.2 of the agenda concerning the discharge of the Statutory Auditor, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 48,704,198

D'ETEREN GROUP SA/NV
Rue du Mail, 50
1050 Bruxelles (Belgique)
N° entreprise 0403448140
RPM Bruxelles

- b. AGAINST : 674,065
- c. ABSTENTION : 39,879

Deciding on item 5 of the agenda concerning the renewal of the mandate of Mr Nicolas D'leteren, as non-executive director, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 45,146,444
- b. AGAINST : 4,271,665
- c. ABSTENTION : 33

It is confirmed that this reappointed director will be remunerated for his mandate in accordance with the decision of the Company's Ordinary General Meeting of 27 May 2021.

On item 6 of the agenda, concerning the appointment of the auditor of KPMG Réviseurs d'Entreprises SRL in connection with the compulsory assurance on sustainability reports and the proposed remuneration relating thereto, the General Meeting adopts the following proposed resolution:

- a. IN FAVOUR : 49,170,082
- b. AGAINST : 228,762
- c. ABSTENTION : 19,298

Deciding on item 7 of the agenda concerning the proposal to confer full powers on Amélie Coens, Aurélie Cautaeys and Isabelle Stanson, all of whom, 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 to ensure the registration/modification of data in the Crossroads Bank for Enterprises and, where applicable, with the Value Added Tax Administration, the General Meeting adopts the resolution proposed as follows:

- a. IN FAVOUR : 49,267,736
- b. AGAINST : 140,399
- c. ABSTENTION : 10,007

* * *

D'IETEREN GROUP SA/NV
Rue du Mail, 50
1050 Bruxelles (Belgique)
N° entreprise 0403448140
RPM Bruxelles

There being no further business on the agenda of the Ordinary Shareholders' Meeting, the President closed the meeting at 15h55.

The minutes of which were drawn up at the place and date below.

Brussels, 30 May 2024.

The Secretary

The Tellers

The Chairman