

CONVENING NOTICE

The shareholders are invited to the Special General Meeting (the "Meeting") of D'Ieteren Group SA/NV (the "Company") which will be held on **Friday 6 December 2024, at 9:00 a.m.** at the registered office of the Company, rue du Mail 50, 1050 Brussels (Belgium).

SPECIAL GENERAL MEETING

Agenda

1. Dividend distribution

Proposal to approve the distribution of an extraordinary gross dividend of EUR 74 per share and EUR 9.25 per profit share, which will be payable within ten (10) calendar days following the approval of such dividend distribution proposal.

2. Acknowledgement of board report in accordance with article 7:151/1 BCCA regarding a potential transfer of assets by the Company or its subsidiaries in the event of enforcement of securities granted in the context of the Company Financing and the Belron Financing

Proposal to acknowledge the board report in accordance with article 7:151/1 BCCA regarding a potential transfer of assets by the Company or its subsidiaries in the event of enforcement of securities granted in the context of the additional financing that will be attracted at the level of (i) the Company structured through syndicated term facilities with certain financial institutions (the "Company Financing") and (ii) Belron consisting partly of (a) a refinancing of the current financing arrangements at Belron level and (b) additional debt at Belron level (the "Belron Financing").

3. Approval of change of control clauses and potential transfer of assets in accordance with articles 7:151 and 7:151/1 of the BCCA

- *Proposal to approve, in accordance with articles 7:151 and 7:151/1 of the BCCA:*
 - *all provisions of a senior facilities agreement to be entered into by, amongst others, the Company as guarantor, D Participation Management SA/NV and D Participation Management Luxembourg SA as borrowers and certain financial institutions as lenders that grant rights to the lenders that have a significant impact on the Company's assets or create a significant debt or obligation for the Company, when the exercise of these rights depends on the making of a public*

takeover bid for the Company's shares or a change in the control exercised over it; and

- *the potential transfer of the pledged assets (as described in the board report prepared in accordance with article 7:151/1 BCCA) of the Company or its subsidiaries in the event of an enforcement of the securities granted by the Company and its subsidiaries in the context of the Company Financing and Belron Financing.*

4. 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.

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 it wishes to participate in the vote, on the **record date of Friday 22 November 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 Saturday 30 November 2024, at 4:00 p.m.**, of its intention to attend the Meeting and the number of shares for which it 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), to 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 its intention to participate in the Meeting, and will send it to:

Euroclear Belgium, Issuer Services,

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

Please note that 30 November 2024 is a Saturday and that shareholders are therefore advised to take the necessary steps well in advance so as to be able to meet this deadline. Documents sent by post must reach D'Ieteren Group SA or Euroclear Belgium by Friday 29 November 2024 at the latest.

Only persons who are shareholders on the record date of Friday 22 November 2024 at midnight and who have expressed their wish to attend the Meeting by Saturday 30 November 2024 at 4:00 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, 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 4:00 p.m. on Saturday 30 November 2024.**

Please note that 30 November 2024 is a Saturday and that shareholders are therefore advised to take the necessary steps well in advance so as to be able to meet this deadline. Documents sent by post must reach D'Ieteren Group SA or Euroclear Belgium by Friday 29 November 2024 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 by **Thursday 14 November 2024 at the latest**, setting out the items and proposals for resolutions. The Company will publish an amended agenda, if any, by **Thursday 21 November 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 Meeting, submit questions in writing about items on the agenda, to financial.communication@dieterengroup.com no later than 4:00 p.m. on Saturday 30 November 2024. 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 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