

**MINUTES OF THE SPECIAL
SHAREHOLDERS' MEETING OF D'ITEREN GROUP SA/NV,
HELD IN BRUSSELS AT THE REGISTERED OFFICE
ON FRIDAY 6 DECEMBER 2024 AT 9H**

The meeting was opened at 9h by Mr Nicolas D'Iteren, Chairman of the Board of Directors, in accordance with Article 29 of the Articles of Association.

The Chairman of the Special General Meeting appointed Ms Amélie Coens as secretary and Mr Edouard Janssen and Mr Nicolas Sailleux as tellers.

The Chairman explained that the convening notices with the agenda had been published, in accordance with article 24 of the Articles of Association, in the following newspapers:

1. The Belgian Official Gazette of 6 November 2024 in both national languages.
2. L'Echo (electronic) of 6 November 2024.
3. De Tijd (electronic) of 6 November 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 44,623,023 shares (84.06% of the capital) and 5,000,000 profit certificates, were represented or had voted by correspondence, for a total of 49,623,023 votes.

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

* * *

The Chairman gives the floor to the management, who presents the project of shareholder reorganization and its impact on the Company, including the Financing of the Company and Belron.

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

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Regarding item 1 of the agenda concerning the approval of the distribution of an extraordinary gross dividend of EUR 74 per share and EUR 9.25 per profit share, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 45,726,634 (93.52%)
- b. AGAINST : 3,166,546 (6.48%)
- c. ABSTENTION : 729,843

Concerning item 2 of the agenda related to the acknowledgment of the board report in accordance with Article 7:151/1 of the BCCA regarding a possible 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, the Chairman indicates that these reports will not be read out, as shareholders have already had the opportunity to review them.

Acting on item 3 of the agenda regarding the approval of the change of control clauses in the senior facilities agreement in accordance with Article 7:151 of the BCCA, the Assembly adopts the proposed resolution as follows:

- a. IN FAVOUR : 39,511,240 (81.22%)
- b. AGAINST : 9,137,188 (18.78%)
- c. ABSTENTION : 974,595

Ruling on item 3 of the agenda concerning the approval of the potential transfer of pledged assets (as described in the board report prepared in accordance with article 7:151/1 of the BCCA) of the Company or its subsidiaries in the event of an enforcement of the securities granted by the Company or its subsidiaries within the framework of the Company Financing and Belron Financing, the Assembly adopts the proposed resolution as follows:

- a. IN FAVOUR : 45,673,260 (93.89%)
- b. AGAINST : 2,974,102 (6.11%)
- c. ABSTENTION : 975,661

Deciding on item 4 of the agenda concerning the proposal to confer full powers on Amélie Coens, Aurélie Cautaerts 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 : 45,272,363 (93.06%)
- b. AGAINST : 3,377,252 (6.94%)
- c. ABSTENTION : 973,408

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There being no further business on the agenda of the Ordinary Shareholders' Meeting, the President closed the meeting at 9h26.

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

Brussels, 6 December 2024.

The Secretary

The Tellers

The Chairman