

**MINUTES OF THE ORDINARY
SHAREHOLDERS' MEETING OF D'IETEREN GROUP SA/NV,
HELD IN BRUSSELS AT THE REGISTERED OFFICE
ON THURSDAY 5 JUNE 2025 AT 15H**

The meeting was opened at 15h by Mr Nicolas D'leteren, 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 Nicolas Sailleux 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 5 May 2025 in both national languages.
2. L'Echo (electronic) of 5 May 2025.
3. De Tijd (electronic) of 5 May 2025.

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 44,340,621 shares (84.03% of the capital) and 5,000,000 profit certificates, were represented or had voted by correspondence, for a total of 49,340,621 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, and limited assurance report of the Statutory Auditor on the sustainability information for the financial year 2024. Communication of the consolidated accounts for the financial year 2024.
2. Approval of the annual financial statements as at 31 December 2024, including the profit distribution.
Proposal to approve the annual accounts as at 31 December 2024, including the profit distribution (proposal to distribute a gross dividend of EUR 1.60 per share and EUR 0.20 per profit share).

3. Remuneration Report 2024.

Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2024.

4. Approval of the remuneration policy.

Proposal to approve the new remuneration policy of the Company.

5. Approval of the remuneration of the non-executive directors.

Proposal to adjust the remuneration of non-executive directors as follows, with effect from the 2025 financial year :

- *Fixed annual remuneration ('all-in') of the Chairman of the Board of Directors: EUR 270,000*
- *Fixed annual remuneration ('all-in') of the Vice-Chairman of the Board of Directors: EUR 220,000*
- *Fixed annual remuneration of the other non-executive directors : EUR 90,000*
- *Additional fixed annual remuneration for non-executive directors who participate in the Audit Committee: EUR 60,000. This additional remuneration does not apply to the Chairman and Vice-Chairman of the Board.*
- *Additional fixed annual remuneration for non-executive directors who participate in the Nomination and Remuneration Committee: EUR 40,000. This additional remuneration does not apply to the Chairman and Vice-Chairman of the Board.*

6. 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.

7. Appointment of new directors and renewal of mandate.

Proposal to reappoint HECHO SRL, represented by Mr Hugo De Stoop, as an independent director within the meaning of Article 7:87 §1 of the Belgian Code on Companies and Associations, for a term of four years expiring at the close of the ordinary general meeting of 2029. The Board of Directors expressly confirms that it has no indication of any factor that might cast doubt on HECHO SRL's independence.

Proposal to ratify the co-option of Olivier Chapelle SRL, represented by Mr Olivier Chapelle, as a non-executive director for the period from 17 December 2024 to the date of this General Meeting, and its appointment in this capacity for a term of three years expiring at the close of the 2028 Ordinary General Meeting.

Proposal to ratify the co-option of Norawild SRL, represented by Mr Thierry le Grelle, as an independent director within the meaning of Article 7:87 §1 of the Belgian Code on Companies and Associations, for the period from 17 December 2024 to the date of this General Meeting,

and its appointment, in this capacity, for a term of three years expiring at the close of the 2028 Ordinary General Meeting. The Board of Directors expressly confirms that it has no indication of any factor that might cast doubt on Norawild SRL's independence.

Proposal to ratify the co-option of Alcamara BV, represented by Mr Charles-Antoine Leunen, as non-executive director for the period from 20 January 2025 to the date of this General Meeting, and its appointment in this capacity for a term of three years expiring at the close of the 2028 Ordinary General Meeting.

A biography of the people concerned can be consulted at the following link:

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

8. 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.

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Before discussing the agenda, the Chairman gives the floor to the management, who presented the results for the year 2024.

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

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Regarding item 1 of the agenda concerning the communication of the board reports, the auditor's reports and the annual and consolidated accounts for 2024, and limited assurance report of the Statutory Auditor on the sustainability information for the financial year 2024, 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 2024, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 49,318,109 (99.97%)
- b. AGAINST : 13,544 (0.03%)
- c. ABSTENTION : 8,967

The Chairman confirms that the gross ordinary dividend of EUR 1.60 per share and EUR 0.20 per profit certificate will be payable against coupon no. 16 as from 12 June 2025.

Deciding on item 3 of the agenda concerning the approval of the 2024 Remuneration report, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 40,097,091 (81.27%)
- b. AGAINST : 9.243.414 (18.73%)

- c. ABSTENTION : 115

Deciding on item 4 of the agenda concerning the approval of the new remuneration policy, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 40,771,188 (82.81%)
- b. AGAINST : 8,462,651 (17.19%)
- c. ABSTENTION : 106,781

Deciding on item 5 of the agenda concerning the approval of the remuneration of the non-executive directors, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 48,733,644 (99.97%)
- b. AGAINST : 16,920 (0.03%)
- c. ABSTENTION : 590,056

Deciding on item 6 of the agenda concerning the discharge of the directors in office in 2024, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 47,477,527 (96.30%)
- b. AGAINST : 1,825,402 (3.70%)
- c. ABSTENTION : 37,691

Deciding on item 6 of the agenda concerning the discharge of the Statutory Auditor, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 48,724,116 (98.83%)
- b. AGAINST : 578,832 (1.17%)
- c. ABSTENTION : 37,672

Deciding on item 7 of the agenda concerning the renewal of the mandate of HECHO SRL, represented by Mr Hugo De Stoop, as independent director, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 47,533,118 (96.49%)
- b. AGAINST : 1,730,502 (3.51%)
- c. ABSTENTION : 77,000

Deciding on item 7 of the agenda concerning the ratification of the co-option and the nomination of Olivier Chapelle SRL, represented by Mr Olivier Chapelle, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 47,136,837 (95.54%)
- b. AGAINST : 2,202,042 (4.46%)
- c. ABSTENTION : 1,741

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Deciding on item 7 of the agenda concerning the ratification of the co-option and the nomination of Norawild SRL, represented by Mr Thierry le Grelle, as independent director, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 48,259,888 (97.81%)
- b. AGAINST : 1,078,994 (2.19%)
- c. ABSTENTION : 1,738

Deciding on item 7 of the agenda concerning the ratification of the co-option and the nomination of Alcamara BV, represented by Mr Charles-Antoine Leunen, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 48,217,316 (97.73%)
- b. AGAINST : 1,121,560 (2.27%)
- c. ABSTENTION : 1,738

It is confirmed that these directors will be remunerated for their mandate in accordance with point 5 of the current Company's Ordinary General Meeting.

Deciding on item 8 of the agenda concerning the proposal to confer full powers on Amélie Coens, Aurélie Cautaeys and Isabelle Stanson, in order to carry out the necessary formalities, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 49,340,469 (100%)
- b. AGAINST : 95 (0,00%)
- c. ABSTENTION : 50

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There being no further business on the agenda of the Ordinary Shareholders' Meeting, the President closed the meeting at 4.03 pm.

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

Brussels, 5 June 2025.

The Secretary

The Tellers

The Chairman