

## 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 28 May 2026**, at 3:00 pm 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 2025, and limited assurance report of the Statutory Auditor on the sustainability information for the financial year 2025. Communication of the consolidated accounts for the financial year 2025.**
2. **Approval of the annual financial statements as at 31 December 2025, including the profit distribution.**  
*Proposal to approve the annual accounts as at 31 December 2025, including the profit distribution (proposal to distribute a gross dividend of EUR 2.00 per share and EUR 0.25 per profit share).*
3. **Remuneration Report 2025.**  
*Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2025.*
4. **Remuneration policy.**  
*Proposal to approve the changes to the remuneration policy of the Company.*
5. **Remuneration of director.**  
*Proposal to adjust the fixed annual remuneration (“all-in”) of the Vice-Chairman of the Board of Directors to EUR 250,000.*
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. **Renewal of director mandate.**

*Proposal to reappoint Diligencia Consult SRL, represented by Mrs Diane Govaerts, 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 2030. The Board of Directors expressly confirms that it has no indication of any factor that might cast doubt on Diligencia Consult SRL's independence.*

Her biography can be consulted at the following link:

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

8. **Renewal of the mandate of the statutory auditor**

*Proposal, on the recommendation of the Audit Committee and in accordance with Article 3:88 of the Companies and Associations Code, to renew the appointment of KPMG Réviseurs d'Entreprises SRL (B00001) as the company's statutory auditor, Luchthaven Brussel Nationaal 1K, 1930 Zaventem (Belgium) for a term of 3 years (audit of the statutory and consolidated accounts for 2026, 2027 and 2028; as well as the sustainability assurance engagement).*

*The auditor's term of office will expire at the close of the general meeting of shareholders called to approve the financial statements for the 2028 financial year.*

*KPMG Réviseurs d'Entreprises SRL will appoint Mr Grégory Gonzalez (IRE No. A02588), a certified public accountant, as its permanent representative for the audit of the statutory and consolidated accounts.*

*KPMG Réviseurs d'Entreprises SRL will appoint Mr Grégory Gonzalez (IRE No. A02588) and Mr Tanguy Legein (IRE No. A02651), company auditors, as permanent representatives for the sustainability assurance engagement.*

*The auditor's fees for the statutory audit of the annual and consolidated financial statements for the financial year ending 31 December 2026 will be EUR 255,000, excluding a flat-rate fee (8%) and VAT. These fees will be adjusted annually to reflect changes in the health index. Any direct costs incurred specifically with third parties as a result of the performance of services by KPMG Réviseurs d'Entreprises SRL are not included in the fees and will be invoiced separately, including variable contributions based on turnover (including the contribution per mandate) that KPMG Réviseurs d'Entreprises SRL is required to pay to the Institute of Company Auditors.*

*The auditor's fees for the sustainability-related assurance engagement for the financial year ending 31 December 2026 will be EUR 215,000, excluding a flat-rate fee (8%) and VAT. These fees will be adjusted annually to reflect changes in the health index. Any direct costs incurred specifically with third parties as a result of the performance of services by KPMG Réviseurs d'Entreprises SRL are not included in the fees and will be invoiced separately, including variable contributions based on turnover (including the contribution per mandate) that KPMG Réviseurs d'Entreprises SRL is required to pay to the Institute of Company Auditors.*

9. **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.*

**EXTRAORDINARY GENERAL MEETING**

**Agenda**

1. **Renewal of authorizations to the Board concerning capital defence mechanisms.**

*Proposal to renew (for a period of three years) the following authorizations to the Board of Directors:*

- a) *Authorization to increase the capital in the event of a public offer to acquire the Company's securities, in the circumstances and according to the methods provided for in the seventh paragraph of article 8bis of the articles of association;*
- b) *Authorization to acquire own shares to avoid serious and imminent damage to the Company, in the circumstances and according to the methods provided for in article 8ter of the articles of association.*

2. **Power of attorney for the coordination of the articles of association.**

*Proposal to confer all powers to the undersigned notary, or any other notary and/or collaborator of "Berquin Notaires" SRL, in order to draft the text of coordination of the articles of association of the Company, sign and deposit the coordinated text in the electronic database provided for this purpose, in accordance with the relevant legal provisions.*

3. **Power of attorney for formalities.**

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

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**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 it wishes to participate in the vote, on the **record date of Thursday, 14 May 2026 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 22 May 2026, at 4 pm**, of its intention to attend the Meetings and the number of shares for which it intends to vote:
  - for registered shareholders: by email to [financial.communication@dieterengroup.com](mailto: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 its intention 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](mailto:ebe.issuer@euroclear.com)

**Only persons who are shareholders on the record date of Thursday 14 May 2026 at midnight and who have expressed their wish to attend the Meetings by Friday 22 May 2026 at 4 pm 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](http://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 22 May 2026**.

### 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 agendas 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](mailto:financial.communication@dieterengroup.com) by **Wednesday 6 May 2026 at the latest**, setting out the items and proposals for resolutions. The Company will publish amended agendas, if any, by **Wednesday 13 May 2026 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 agendas of the Meetings, to [financial.communication@dieterengroup.com](mailto:financial.communication@dieterengroup.com) no later than **4 pm on Friday 22 May 2026**. 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](http://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](mailto: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