

**MINUTES OF THE ORDINARY
SHAREHOLDERS' MEETING OF D'IETEREN GROUP SA/NV,
HELD IN BRUSSELS AT THE REGISTERED OFFICE
ON THURSDAY 28 MAI 2026 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 Jean-François Bourguignon and Mr Francis Deprez as tellers.

The Chairman explains that the convening notices with the agenda had been published, in accordance with article 25 of the Articles of Association, and the law, on the company's website and via a press release.

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 43,299,452 shares (82.44% of the capital) and 5,000,000 profit certificates, were represented or had voted by correspondence, for a total of 48,299,452 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 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 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.

* * *

Before discussing the agenda, the Chairman gives the floor to the management, who presented the results for the year 2025.

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 annual and consolidated accounts for 2024, and limited assurance report of the Statutory Auditor on the sustainability information for the financial year 2025, 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 2025, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 48,282,661 (99.98%)
- b. AGAINST : 11,309 (0.02%)
- c. ABSTENTION : 5,482

The Chairman confirms that the gross ordinary dividend of EUR 2.00 per share and EUR 0.25 per profit certificate will be payable against coupon no. 17 as from 11 June 2026.

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 : 37,836,120 (79.51%)
- b. AGAINST : 9,753,448 (20.49%)
- c. ABSTENTION : 709,884

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

- a. IN FAVOUR : 38,947,043 (81.84%)
- b. AGAINST : 8,642,108 (18.16%)
- c. ABSTENTION : 710,301

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

- a. IN FAVOUR : 42,864,409 (88.97%)
- b. AGAINST : 5,314,485 (11.03%)
- c. ABSTENTION : 120,558

Deciding on item 6 of the agenda concerning the .discharge of the directors in office in 2025, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 46,685,474 (96.73%)
- b. AGAINST : 1,576,535 (3.27%)
- c. ABSTENTION : 37.443

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 : 47,817,872 (99.08%)
- b. AGAINST : 444,740 (0.92%)
- c. ABSTENTION : 36.840

Deciding on item 7 of the agenda concerning the renewal of the mandate of Diligencia Consult SRL, represented by Mrs Diane Govaerts, as independent director, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 46,950,479 (97.35%)
- b. AGAINST : 1,277,878 (2.65%)
- c. ABSTENTION : 71,095

Deciding on item 8 of the agenda concerning the renewal of the mandate of the Statutory Auditor, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 43,930,650 (90.95%)
- b. AGAINST : 4,368,751 (9.05%)
- c. ABSTENTION : 51

Deciding on item 9 of the agenda concerning the proposal to confer full powers on Amélie Coens, Aurélie Cautaearts and Isabelle Stanson, in order to carry out the necessary formalities, the General Meeting adopts the proposed resolution as follows:

- a. IN FAVOUR : 48,262,886 (99.92%)
- b. AGAINST : 36,512 (0.08%)
- c. ABSTENTION : 54

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 4:36 pm.

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

Brussels, 28 May 2026.

The Secretary

The Tellers

The Chairman