

**FAGRON**

Listed company  
(*Genoteerde vennootschap*)  
Venecoweg 20a  
9810 Nazareth, Belgium  
VAT BE 0890.535.026  
RLE Gent (division Gent)

**CONVOCAATION**

The board of directors of Fagron NV (the **Company**) has the honor of inviting the holders of shares and subscription rights in the Company's capital to attend (i) the Company's annual general meeting of shareholders which will be held at the statutory seat of the Company (Venecoweg 20a, 9810 Nazareth, Belgium) and via audio/video conference on **Monday 13 May 2024 at 3 p.m. CET** and, following immediately thereafter (ii) the extraordinary general meeting of shareholders in the presence of associated civil-law notary Stijn Raes, and if the quorum required by law to validly deliberate and vote is not reached at this meeting, to attend a second extraordinary general meeting of shareholders with the same agenda containing the same motions to vote which will take place on **3 June 2024 at 4.30 p.m. CET** at the office of associated civil-law notary Stijn Raes, or at such other place as will be indicated at that place at that time, each time with the following agenda, containing proposed resolutions.

**I. Agenda of the annual general meeting of shareholders**

1. Reading, discussion, and explanation of the board of directors' annual report and the statutory auditor's report on the 2023 financial statements of the Company.

*Notes to the agenda item: The board of directors requests the general meeting to review the board of directors' annual report and the statutory auditor's report on the Company's 2023 financial statements . Both reports are available on the Company's [website](#).*

2. Discussion and approval of the financial statements for the financial year closed on 31 December 2023.

*Proposed resolution: Approval of the Company's financial statements for the financial year closed on 31 December 2023.*

3. Allocation of the result of the financial year closed on 31 December 2023.

*Proposed resolution: Approval of the allocation of the result, including payment of a dividend of 0.30 euro per share, as included in the Company's 2023 financial statements.*

4. Discussion and approval of the remuneration report as included in the board of directors' annual report.

***Proposed resolution: Approval of the remuneration report as included in the board of directors' annual report.***

5. Discussion and approval of the remuneration policy.

***Proposed resolution: Upon proposal of the board of directors and recommendation by the nomination and remuneration committee, approval of the remuneration policy available on the Company's [website](#).***

6. Announcement of the consolidated financial statements and the consolidated reports.

***Notes to the agenda item: The board of directors requests the general meeting to take note of the Company's consolidated financial statements and the consolidated reports over the financial year 2023 available on the Company's [website](#).***

7. Granting discharge to the members of the board of directors and their permanent representatives.

***Proposed resolution: Granting discharge by separate vote (for each individual board member) to the Company's board members and their permanent representatives in charge during the financial year 2023 for their mandate fulfilled during the financial year.***

8. Granting discharge to the statutory auditor and her permanent representative.

***Proposed resolution: Granting discharge by separate vote to the Company's statutory auditor in charge during the financial year 2023 and her permanent representative for her mandate fulfilled during the financial year.***

9. Explanation and discussion of the Company's Corporate Governance.

***Notes to the agenda item: The board of directors will discuss the Company's Corporate Governance policy pursued during the financial year 2023. In this context, the board of directors refers to (i) the Company's Corporate Governance Charter available on the Company's [website](#) (only available in Dutch) and (ii) the Corporate Governance Statement as included in the 2023 annual report, which is also available on the Company's [website](#).***

10. Approval of the remuneration of the non-executive directors over the financial year 2023.

***Proposed resolution: Approval of the remuneration of the Company's non-executive directors over the financial year 2023 as included in the board of directors' annual report.***

**11. Approval to grant the annual remuneration for the non-executive directors.**

***Notes to the agenda item: Upon proposal of the board of directors and recommendation by the nomination and remuneration committee, approval to adjust the annual remuneration for non-executive directors with effect from the financial year 2024 to:***

- a. Chairman of the board of directors: 110,000 euro (including participation committees)***
- b. Members of the board of directors: 40,000 euro***
- c. Chairman of the audit and risk committee: 12,000 euro (including participation committee)***
- d. Chairman of the nomination and remuneration committee: 10,000 euro (including participation committee)***
- e. Members of the audit and risk/nomination and remuneration committee: 7,200 euro***

***Proposed resolution: Upon proposal of the board of directors and recommendation by the nomination and remuneration committee, approval of the adjustment of the yearly remuneration for non-executive directors with effect from the financial year 2024.***

**12. Approval of the remuneration of the statutory auditor over the financial year 2023.**

***Notes to the agenda item: Upon proposal by the audit and risk committee, the board of director proposes to approve the remuneration for the audit of the Company (including consolidation and half-year review) for the 2023 financial year by Deloitte Bedrijfsrevisoren CVBA, with registered office at Brussels National Airport 1, Bus 1J, 1930 Zaventem and registered in the K.B.O. under number 0429.053.863, represented by Ms. Ine Nuyts, as included in the annual report.***

***Proposed resolution: Approval of the remuneration of the statutory auditor for auditing the Company over the financial year 2023, as included in the annual report.***

**13. Reappointment of an independent non-executive director.**

***Notes to the agenda item: Upon advice of the nomination and remuneration committee, the board of directors proposes to reappoint Robert ten Hoedt, as independent non-executive director of the Company within the meaning of and meeting all independence criteria provided for in article 7:87 §1 BCC and associations and/or prescribed by the Belgian Corporate Governance Code (the Code) for a period of 4 years. Robert ten Hoedt's mandate will end immediately after the annual meeting of 2028 and will be remunerated in accordance with the Company's remuneration policy for non-executive directors.***

***Robert ten Hoedt's expertise and experience have been of great value to the Company in recent years. The board of directors would like to retain its knowledge, experience and***

*expertise and make it further available to the company. Robert ten Hoedt's director profile is available on the Company's [website](#).*

*Proposed resolution: Reappointment of Robert ten Hoedt as independent non-executive director for a period of 4 years.*

**14. Power of attorney.**

*Proposed resolution: Grant power of attorney (with possibility of substitution) to Mr. Johan Verlinden, choosing as residence Venecoweg 20a, 9810 Nazareth, Belgium, authorized to act independently and to represent the Company regarding fulfilment of the filing and disclosure obligations pursuant to the BCC. This power of attorney entails that the authorized person may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to filing the aforementioned decision making with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Bulletin of Acts, Orders and Decrees.*

**15. Miscellaneous.**

**II. Agenda of the extraordinary general meeting**

The agenda, the comments from the board of directors and the motions to vote of the Company's extraordinary general meeting of shareholders are the following:

**1. Authorization for the acquisition and disposal of treasury shares - Amendment of Article 52 of the coordinated articles of association**

*Notes to the agenda item: The authorization granted by the extraordinary general meeting of shareholders of 13 May 2019 to the board of directors to acquire or dispose of treasury shares for a period of 5 years from the moment of authorization will expire on 13 May 2024.*

*The authorization of the board of directors to acquire treasury shares for a period of 5 years from the moment of authorization, for a maximum of 10% of the issued share capital, by purchase or exchange, directly or through a person acting in his/her/its own name but for the company's account, at a price no lower than 1.00 euro and not higher than the average of the closing quotation prices for the 10 working days prior to the date of the purchase or exchange, plus 10%, in such a way that the company at no time shall hold treasury shares whose accounting par value is higher than 20% of the issued capital of the company must be renewed accordingly.*

*In addition, the board of directors shall also be authorized to dispose of these shares without being bound by the above-mentioned price and time restrictions. These authorizations may*

*also be used for the possible acquisition or disposal of shares of the company by direct subsidiaries in the sense of Article 7:215 of the Belgian Code on Companies and Associations.*

*Article 52 of the coordinated articles of association must be amended accordingly.*

*Proposed resolution: Approval of the resolution to authorize the board of directors for the acquisition and disposal of treasury shares and consequently to amend Article 52 of coordinated articles of association as follows:*

*Delete “13 May 2019” in paragraph 1 and replace it with either “13 May 2024” or “3 June 2024”.*

**2. Coordination of the articles of association – Publication formalities.**

*Proposed resolution: Approval of the assignment to each director of the Company individually, with the right of substitution, and to the notary public of the powers to coordinate, deposit and publish the articles of association of the Company in order to reflect the changes and amendments in accordance with the foregoing resolutions.*

**3. Power of attorney.**

*Proposed resolution: The extraordinary general meeting of shareholders grants (i) authority to the board of directors to execute the foregoing resolutions, (ii) power of attorney to associated civil-law notary Stijn Raes, with the possibility of substitution, choosing as address Kortrijksesteenweg 1147, 9051 Gent, Belgium to act individually in representing the Company regarding all powers to adjust the coordinated articles of association of the Company and the fulfilment of the related filing and disclosure obligations as set out in the Belgian Companies Code, and (iii) power of attorney to Mr. Johan Verlinden, with the possibility of substitution, choosing as address Venecoweg 20a, 9810 Nazareth, all power to execute the foregoing resolutions to fulfill the related formalities with the competent registry of the commercial court, and the competent tax authorities.*

**Quorum**

According to the BCC, a quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary general meeting of shareholders for the deliberation and voting on the item 1 referred to in the aforementioned agenda of the extraordinary general meeting of shareholders. If this quorum is not reached, a second extraordinary general meeting of shareholders will be convened for these agenda items, unless, as the case may be, decided otherwise on behalf of the board of directors, and the quorum requirement will not apply to the second meeting.

### **Voting and majority**

Each share shall have one vote. The proposed resolutions on the agenda of the annual meeting shall be passed if they are approved by a simple majority of the votes validly cast on behalf of the shareholders. The proposal of agenda item 1 of the extraordinary general meeting of shareholders shall only be adopted if the proposal is approved by 80% of the present or represented votes. The proposal of the other agenda items of the extraordinary general meeting of shareholders shall be adopted if approved by a simple majority of the votes validly cast on behalf of the shareholders.

### **Admission conditions**

The right to attend the annual meeting and the extraordinary general meeting of shareholders and to exercise voting right shall be granted only pursuant to the administrative registration of the shares in the shareholder's name at midnight CET on **29 April 2024** (the registration date), (i) through the registration of the registered shares in the Company's shares register, or (ii) in the event of dematerialized shares, by registration in the accounts of a certified account holder or intermediary, irrespective of the number of shares that the shareholder holds on the actual date of the annual meeting.

The certified account holder or intermediary shall provide the shareholder with a certificate stating the number of dematerialized shares that were registered in its accounts in the shareholder's name at the registration date, that the shareholder has expressed to participate with in the annual meeting.

Shareholders shall indicate no later than **7 May 2024** that they wish to participate in the annual meeting and the extraordinary general meeting of shareholders. This can be done via the shareholders portal of ABN AMRO, which is available on [www.abnamro.com/evoting](http://www.abnamro.com/evoting), by email ([johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com)) or by letter to the attention of Johan Verlinden, Venecoweg 20a, 9810 Nazareth, Belgium, stating the contact details (phone number and e-mail).

Representatives or proxy holders of shareholders wishing to attend the annual meeting and the extraordinary general meeting of shareholders must confirm their attendance to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), by email ([johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com)) or by letter to the attention of Johan Verlinden, Venecoweg 20a, 9810 Nazareth, Belgium, no later than at midnight CET on **7 May 2024**, indicating the number of Company shares (i) held by the represented shareholder on the registration date (29 April 2024), and (ii) registered to vote at the annual meeting and the extraordinary general meeting of shareholders, including the name of the representative or proxy holder and its contact details (phone number and e-mail).

Holders of bonds, subscription rights, warrants or certificates issued with the Company's cooperation are permitted to attend the annual meeting and the extraordinary general meeting of shareholders subject to compliance with the admission conditions applicable to shareholders.

The shareholders, their representatives or proxy holders, and holders of bonds, subscription rights, warrants or certificates issued with the Company's cooperation, who have fulfilled the

registration requirements and who have indicated to participate via audio/video conference, will receive the dial-in details for the audio/video conference no later than **8 May 2024** by phone or e-mail to access the annual meeting on **Monday 13 May 2024** at 3PM CET. The audio/video conference shall be opened at 2:30PM CET on **13 May 2024** to enable processing of the registration formalities.

Shareholders who are not familiar with attending an audio/video conference or who have practical questions regarding the organization of the annual meeting can e-mail [johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com). The Company shall provide practical and technical support for shareholders requiring such support.

#### **The possibility of submitting agenda items and/or motions for voting**

In accordance with article art. 7:130 of the BCC, one or more shareholders that jointly hold at least 3% of the Company's share capital shall have the right to have items put on the agenda of the meeting and to submit motions to vote concerning the items on the agenda or to be put on the agenda. Such requests must be submitted by email to [johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com), no later than **21 April 2024**. More detailed information on the conditions for making use of this option is available on the Company's [website](#).

If applicable the agenda with any such additions, will be published on the Company's [website and](#) in the Belgian Official Gazette and a national newspaper, no later than on **26 April 2024**.

#### **Right to ask questions**

At the meeting, directors shall only answer questions submitted by shareholders by email ([johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com)) or by phone (+31 88 33 11 223) no later than **7 May 2024**, or asked at the meeting and regarding the board report or items on the agenda in accordance with the relevant applicable legislation. The statutory auditor shall also answer questions asked by shareholders regarding her report.

More detailed information on the right to ask questions is available at the Company's [website](#). Questions submitted in writing and the answers to those questions will be published at the Company's [website](#) before the annual meeting.

#### **Proxies and voting instructions**

Shareholders who wish to be represented by a proxy at the annual meeting and the extraordinary general meeting of shareholders can indicate this via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than **7 May 2024** at 24:00 CET Alternatively, shareholders can give voting instructions to Johan Verlinden via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Shareholders can also use the written proxy form as prepared by the board of directors. A copy is available at the Company's registered office. The proxy form is also available at the Company's [website](#). Other proxy forms will not be accepted. The written proxy form must be deposited at the Company's registered office, at the attention of the board of directors, or sent by email to [johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com), no later than **7 May 2024** at 24:00 CET.

### **Availability of documents**

As from **12 April 2024**, on working days and during the normal opening hours of the office, shareholders and holders of subscription rights, warrants, bonds and certificates issued with the Company's cooperation may review the documents to be presented to the general meeting, the motions to vote or, if the item does not require any resolution, comments from the board of directors for each agenda item to be discussed, and the forms to be used for voting by proxy, at the Company's registered office.

Any further information that must be made available in accordance with art. 7:129 BCC shall be made available at the Company's [website](#) or via the ABN AMRO portal ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) on **12 April 2024**.

### **Data protection**

The Company is responsible for the processing of the personal data which it receives from shareholders and proxy holders in relation to the annual meeting. The Company will use those data for the registration and voting procedures at the annual meeting, in accordance with the applicable legislation and in its interest to analyze the results of the votes. The Company may share such data with related entities and with third party service providers that are assisting the Company for this purpose. The data are stored no longer than necessary for this purpose (in particular the proxies, the votes by letter, the attendance registrations and the attendance register are being kept as long as the minutes of the annual meeting must be kept complying with Belgian law).

Shareholders and proxy holders can find more information regarding the processing of their personal data, including their rights, in the Company's Privacy Policy which is available at the Company's [website](#) and they can contact the competent privacy authority or the Company via [privacy@fagron.com](mailto:privacy@fagron.com).

The annual shareholders meeting and the extraordinary general meeting of shareholders will be held in the Dutch language. The original Dutch version of this document is available. In the event of differences between the English translation and the Dutch original, the latter prevails.

The board of directors  
**12 April 2024**