

BOARD OF DIRECTORS OF 18 FEBRUARY 2025

The meeting of the board of directors takes place at the registered office of Gimv and is opened at 14h00 by its chairman, Filip Dierckx ⁱ. The following directors are present:

- Brigitte Boone ⁱⁱ
- Johan Deschuyffeleer ⁱⁱⁱ
- Manon Janssen ^{iv} (via video)
- Luc Missorten ^v
- Marc Valentiny ^{vi}
- Robert Van Goethem ^{vii}
- Frank Verhaegen ^{viii}
- An Vermeersch ^{ix}
- Hilde Windels ^x
- Koen Dejonckheere, managing director

The following persons are also present in the meeting:

- Kristof Vande Capelle, chief financial officer
- Edmond Bastijns ^{xi}, secretary

All directors have been validly convened. The chairman determines that the meeting can validly deliberate and decide on the agenda.

1. Agenda

This meeting of the board of directors was convened with as its agenda:

1. Approval of share purchase plan 2025
2. Power of attorney to sign share sale agreements in the name and on behalf of Gimv.
3. Decision to repurchase own shares and determination of the modalities within which it will take place.
4. Appointment of financial intermediary to implement the procurement program.

2. Deliberation and decisions

1. Approval of the 2025 share purchase plan

The remuneration committee decided on 17 December 2025 to propose to the board of directors to repeat the share purchase plan in 2025 and to extend the allocation to the members of the board of directors.

On the one hand, with the proposed share purchase plan, Gimv aims to partly facilitate the build-up of the minimum required shareholding for members of the board of directors and the executive committee by offering them the opportunity to purchase Gimv shares in 2025 at an illiquidity discount of 16.67% compared to the closing price of the day prior to the offer up to the required minimum shareholding of (i) 222,500 EUR for non-executive directors (other than the chairman), (ii) 612,500 EUR for the chairman, (iii) 1,600,000 EUR for the managing director, and (iv) 800,000 EUR per other members of the executive committee.

The illiquidity discount of 16.67% reflects the impact of the mandatory lock-up of these shares for three years. This means that the shares are transferred at market value and, consequently, there is no financial advantage on the part of the beneficiaries, which is also why no taxes or social security contributions are due on this illiquidity discount.

On the other hand, the board of directors approved management's proposal to offer this share purchase plan again also to all employees in order to further nurture the equity culture within the broader organization. To this end, all employees will be given the possibility to purchase in 2025 up to 1,000 Gimv shares per person at an illiquidity discount of 16.67%.

Decision

On the proposal of the remuneration committee, the board of directors decides to offer in 2025 to the members of the board of directors, the members of the executive committee and all employees the opportunity to purchase Gimv shares from the Company under the following terms:

- **Belgian, Dutch and German beneficiaries:**
 - **Maximum 1,000 shares per beneficiary, except for:**
 - **non-executive directors (other than the chairman): up to maximum 222,500 EUR;**
 - **chairman of the board of directors: up to maximum 612,500 EUR;**
 - **managing director: up to maximum 1,600,000 EUR;**
 - **other members of the executive committee: up to maximum 800,000 EUR;****for the members of the board of directors and the executive committee each time after deduction of the purchase value of their existing shareholding;**
 - **Sales price equal to**
 - **for the Belgian and German beneficiaries: the closing share price of the day prior to the day of the offer to sell, with an illiquidity discount of 16.67%, in exchange for a three-year lock-up commitment.**
 - **for the Dutch beneficiaries: the closing price of the share on the day prior to the day of the offer to sell, with an illiquidity discount of 16%, in exchange for a four-year lock-up commitment.**
- **French beneficiaries will receive a number of free Gimv shares corresponding to an illiquidity discount of 16.67% (taking into account the same parameters, i.e.**

maximum 1,000 shares per person and the closing price of the Gimv share the day before the day of offer to sell), with a lock-up commitment of 3 years.

- **In principle, shares should be held in registered form.**

The board of directors further decided to instruct Koen Dejonckheere, Kristof Vande Capelle and Edmond Bastijns to execute the agreements with the beneficiaries, incorporating these terms of the share purchase program and related documents.

2. Power of attorney to sign share sale agreements in the name and for the account of Gimv

The board of directors decides to grant power of attorney to Koen Dejonckheere, Kristof Vande Capelle and Edmond Bastijns, acting in pairs, to sign these agreements and documents in the name and on behalf of the Company, with the exception of the agreement with the managing director, which will be signed by the chairman of the board of directors and the chairman of the remuneration committee.

3. Decision to repurchase own shares and determination of the modalities within which it will take place.

Decision

The Board of Directors decides to proceed with a repurchase of up to 160,000 of its own shares in order to implement the approved share purchase plan. This repurchase, will be done through a buyback program under the following conditions:

- **commencement of the repurchase program on or about 19 February 2025;**
- **execution through purchases on the exchange;**
- **purchase volume may not exceed 25% of the daily volume of shares traded on the regulated market, subject to any available blocks;**
- **price limit of minimum 30 EUR and maximum 45 EUR per share.**

The Board of Directors further resolves to instruct and authorize Koen Dejonckheere, Kristof Vande Capelle and Edmond Bastijns, acting in pairs, to prepare all documents, forms and communications required or useful in the context of the repurchase program, including special notifications to the FSMA, and more generally, to perform all acts that are, or may be, necessary or useful in the context of, or in connection with, the preparation, realization and settlement of this repurchase and the acts resulting therefrom.

4. Appointment of financial intermediary to implement procurement program

The Board of Directors unanimously decides to instruct and authorize Koen Dejonckheere, Kristof Vande Capelle and Edmond Bastijns, acting in pairs, to appoint a financial intermediary to carry out the buyback program in the name and on behalf of the Company. In this context, they may negotiate and sign all necessary and customary agreements.

Having completed the agenda, the meeting was closed at 14h30. These minutes were discussed and approved at the next meeting of the board of directors and subsequently signed by the chairman, the directors present and the secretary.

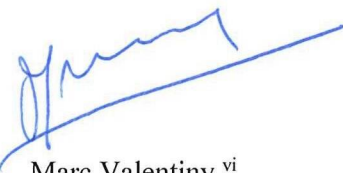


Brigitte Boone ⁱⁱ



Johan Deschuyffeleer ⁱⁱⁱ

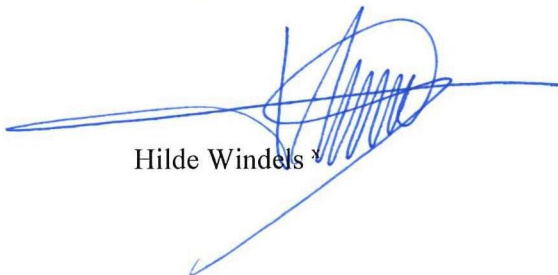
Manon Janssen ^{iv}



Marc Valentiny ^{vi}



Frank Verhaegen ^{viii}



Hilde Windels ^x



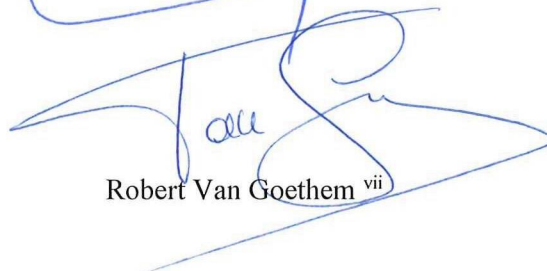
Koen Dejonckheere



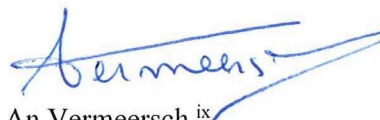
Filip Dierckx ⁱ



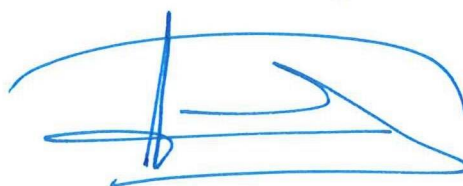
Luc Missorten ^v



Robert Van Goethem ^{vii}



An Vermeersch ^{ix}



Edmond Bastijns ^{xi}

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- ⁱ Any reference to Filip Dierckx is meant to refer to Filip Dierckx, acting in his capacity as permanent representative of Ginkgo Associates CommV, director.
- ⁱⁱ Any reference to Brigitte Boone is meant to refer to Brigitte Boone, acting in her capacity as permanent representative of 2BE Projects BV, director.
- ⁱⁱⁱ Any reference to Johan Deschuyffeleer is meant to refer to Johan Deschuyffeleer, acting in his capacity as permanent representative of The House of Value – Advisory and Solutions BV, director.
- ^{iv} Any reference to Manon Janssen is meant to refer to Manon Janssen, acting in her capacity as permanent representative of MJA Consulting BV, director.
- ^v Any reference to Luc Missorten is meant to refer to Luc Missorten, acting in his capacity as permanent representative of Lubis BV, director.
- ^{vi} Any reference to Marc Valentiny is meant to refer to Marc Valentiny, acting in his capacity as permanent representative of YX Partners BV, director.
- ^{vii} Any reference to Robert Van Goethem is meant to refer to Robert Van Goethem, acting in his capacity as permanent representative of RGFIn BV, director.
- ^{viii} Any reference to Frank Verhaegen is meant to refer to Frank Verhaegen, acting in his capacity as permanent representative of ValHaeg BV, director.
- ^{ix} Any reference to An Vermeersch is meant to refer to An Vermeersch, acting in her capacity as permanent representative of eMajor BV, director.
- ^x Any reference to Hilde Windels is meant to refer to Hilde Windels, acting in her capacity as permanent representative of Hilde Windels BV, director.
- ^{xi} Any reference to Edmond Bastijns is meant to refer to Edmond Bastijns, acting in his capacity as permanent representative of Edmond Bastijns BV, member of the executive committee.

