

## BANQUP GROUP SA

Limited liability company ("*société anonyme*")

Avenue Reine Astrid 92 A

1310 La Hulpe

VAT: BE. 0886.277.617

RLE Brabant Wallon

(the **Company**)

---

Minutes of the annual general meeting held on 20 May 2025 (the **AGM**)

---

On May 20, 2025, the AGM of the Company was held at Buzzy Nest, Avenue Reine Astrid 92A, 1310 La Hulpe, Brussels.

### **OPENING OF THE AGM – PRELIMINARY REMARKS**

The AGM opens at 07:00 P.M. (CET) under the chairmanship of the chairman of the board of directors of the Company, in accordance with article 40 of the Company's articles of association, Sofias BV, permanently represented by Mr. Hans Leybaert (hereafter the **Chairman**).

The Chairman welcomes all shareholders to this AGM of the Company. The Chairman states that the board of directors of the Company (the **Board of Directors**) has decided to hold the AGM physically in the presence of the holders of securities of the Company, their proxy holders or others who have the right to attend this AGM.

### **A. FORMALITIES**

---

### **COMPOSITION OF THE BUREAU AND PRESENCE OF THE BOARD**

In accordance with article 40 of the Company's articles of association, the Chairman appoints Mathias Baert as secretary and of the AGM (the **Secretary**). The Secretary will assist the Chairman with technical matters and will be responsible for counting the votes cast by the shareholders at the occasion of this AGM. The Chairman proposes to also Mathias Baert appoint as scrutineer (the **Scrutineer**), which is approved by the shareholders. The Chairman, the Secretary and the Scrutineer together constitute the bureau of the AGM.

The Chairman indicates that the following members of the Board are present:

- Sofias BV, permanently represented by Hans Leybaert;
- Risus Sports BV, permanently represented by Katrien Meire;

- Marie-Ange Marx;
- Crescemus BV, permanently represented by Pieter Bourgeois.

### **CONVENING NOTICE**

The convening notice with respect to the present AGM was published in accordance with article 7:128 and 7:129 of the Belgian Code on Companies and Associations thirty days in advance by means of:

- an announcement in the Belgian Official Gazette ("*Belgisch Staatsblad*") dated April 18, 2025;
- an announcement in the national newspaper De Tijd/L'Echo dated April 18, 2025;
- an announcement on the Company's website dated April 18, 2025.

Copies of the initial publications are submitted to the bureau and initialled by the members of the bureau. These will be kept in the files of the Company.

The holders of registered shares, holders of subscription rights and the statutory auditor were convened. The directors waived all notice periods and notice requirements in respect of the AGM, as well as the right to receive the above-mentioned reports and documents, in accordance with articles 7:128 and 7:132 of the Belgian Code on Companies and Associations and the articles referring thereto.

In addition, as from April 18, 2025, the following documentation has been made available to the public and the holders of securities issued by the Company on the Company's website ([www.unifiedpost.com](http://www.unifiedpost.com)):

- a proxy form to allow holders of shares issued by the Company to be represented at the AGM by a proxyholder; and
- the documents to be submitted to the AGM as referred to in the agenda.

### **COMPOSITION OF THE AGM – ATTENDANCE LIST**

The registration date of the AGM was 6 May 2025, at 23:59:59 (CET). In accordance with article 7:134 of the Belgian Code on Companies and Associations and article 33 of the Company's articles of association, only persons owning securities issued by the Company on the aforementioned registration date were entitled to participate and, as the case may be, vote at the present AGM. In a register designated by the Board of Directors, (i) the name and address or registered office of each security holder who has notified the Company of its intention to participate in the AGM, (ii) the number of securities such security holder possessed on the registration date, as well as (iii) a description of the documents which indicate that such security holder owned the securities on the registration date, were registered.

In addition, an attendance list has been prepared indicating (i) the identity of the security holders who participate in the AGM, (ii) the domicile or registered office of such security holders, (iii) if applicable, the identity of the proxyholders of such security holders, and (iv) the number of shares with which such security holders are participating in the voting.

The attendance list and the register are submitted to the bureau, and are subsequently closed, initialled and signed by the members of the bureau. The attendance list and the register will be kept in the files of the Company together with the minutes of this AGM.

All holders of securities issued by the Company who are represented at the AGM, included in the aforementioned lists, have complied with the formalities in order to participate in the present AGM in

accordance with the Company's articles of association and the Belgian Code on Companies and Associations and as set out in the convening notice.

The certificates which have been filed with respect to dematerialized shares, the letters or emails submitted with respect to registered shares (as the case may be), and the proxies that have been submitted by the shareholders, will be kept in the files of the Company together with the minutes of this AGM.

The Company's share capital amounts to EUR 329.237.715,82 and is represented by 37.131.654 shares, without nominal value, each representing the same fraction of the Company's share capital. Based on the aforementioned attendance list and the verification of the admission to the AGM, it appears that 23.660.532 shares in total or 63.72% of the outstanding and existing shares, are present or represented at the AGM.

Are also present to the AGM and have signed a separate attendance list:

- the statutory auditor, BDO Réviseurs D'Entreprises SRL (CBE0431.088.289), represented by Mrs. Ellen Lombaerts;
- with the approval of the AGM, certain employees and members of the Company's management who participate in organizing the meeting;
- with the approval of the AGM, Nathalie Van Den Haute, representing Quilaudem BV (candidate director);

#### **QUORUM**

According to the Belgian Code on Companies and Associations, there is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the AGM.

#### **VOTING RIGHTS – MAJORITY**

Each of the proposed resolutions under the respective items included in the aforementioned agenda shall be passed if it is approved by a simple majority of the votes validly cast. Each share is entitled to one (1) vote.

#### **AGENDA**

The Chairman recalls that the present AGM has the following agenda items:

**1. Communication of the Board of Directors' annual report and the statutory auditor's report on the statutory financial statements for the financial year closed on 31 December 2024.**

Comment of the Board of Directors: pursuant to articles 3:5 and 3:6 of the Belgian Code on Companies and Associations, the Board of Directors has drafted an annual report in which it accounts for its management. Furthermore, the statutory auditor has drafted a detailed report in accordance with articles 3:74 and 3:75 of the Belgian Code on Companies and Associations. Both reports are available for consultation on the website as from the date of the convening notice. These reports do not need to be approved by the shareholders.

**2. Approval of the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements closed on 31 December 2024.**

Proposed resolution: approval of the remuneration report for the financial year closed on 31 December 2024.

**3. Approval of the statutory financial statements closed on 31 December 2024 including the proposed allocation of the result.**

Proposed resolution: approval of the statutory financial statements closed on 31 December 2024 showing a profit in the amount of EUR 37.288.229,77 and of the proposed allocation of the result of EUR 72.931.775,84 as losses carried forward.

**4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2024 as well as the annual report of the Board of Directors and the statutory auditor's report on those consolidated financial statements.**

Comment of the Board of Directors: pursuant to article 3:32 of the Belgian Code on Companies and Associations, the Board of Directors has drafted a report on the 2024 consolidated financial statements. Furthermore, the statutory auditor has drafted a detailed report pursuant to article 3:80 of the Belgian Code on Companies and Associations. Both reports are available for consultation on the website as from the date of the convening notice. These reports do not need to be approved by the shareholders.

**5. Ratification of the appointment and nomination of Company directors.**

Comment of the Board of Directors: in accordance with Article 7:88 of the Companies and Associations Code and Article 16 of the Company's Articles of Association, and after advise of the Nomination and Remuneration Committee, the Board of Directors unanimously decided to accept:

- (i) the co-option of Crescemus BV, with company number 0521.873.163, permanently represented by Pieter Bourgeois, as non-executive director, following the resignation of AS Partners BV, permanently represented by Stefan Yee. The co-option took effect on 23 October 2024 and will end immediately after the Ordinary General Meeting of 2026.
- (ii) the co-option of PDMT Investments LLC, with company number 45-2043440, permanently represented by Peter Mulroy, as non- executive, independent director, following the resignation of Sopharth BV, permanently represented by Philippe De Backer. The co-option took effect on 23 October 2024 and will end immediately after the Ordinary General Meeting of 2026. The Board of Directors confirms that, based on the information available to the Company, PDMT Investments LLC, permanently represented by Peter Mulroy, qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter.

Proposed resolutions:

- (i) the General Meeting decides to ratify the appointment by co-optation of Crescemus BV, with company number 0521.873.163, permanently represented by Pieter Bourgeois, as non-executive director of the Company as of 23 October 2024. In accordance with article 7:88 §1 of the Companies and Associations Code, the General Meeting decides to deviate from the default rule that the mandate of a co-opted director ends when the original mandate would have ended, and instead decides to appoint Crescemus BV, with company number 0521.873.163, permanently represented by Pieter Bourgeois as non- executive director of the Company for a term that will end immediately after the Ordinary General Meeting of 2029. The curriculum vitae of Mr. Pieter Bourgeois is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy.

- (ii) the General Meeting decides to ratify the appointment by co-optation of PDMT Investments LLC, with company number 45-2043440, permanently represented by Peter Mulroy, as non-executive and independent director of the Company as of 23 October 2024. In accordance with article 7:88 §1 of the Companies and Associations Code, the General Meeting decides to deviate from the default rule that the mandate of a co-opted director ends when the original mandate would have ended, and instead decides to appoint PDMT Investments LLC, with company number 45-2043440, permanently represented by Peter Mulroy as non- executive, independent director of the Company for a term that will end immediately after the Ordinary General Meeting of 2029. The Board of Directors confirms that, based on the information available to the Company, PDMT Investments LLC, permanently represented by Peter Mulroy, qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The curriculum vitae of Mr. Peter Mulroy is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy.

## **6. Nomination of Company directors.**

### Proposed resolutions:

- (i) the General Meeting decides to appoint Quilaudem BV, with company number 0795.086.135, permanently represented by Nathalie Van Den Haute, as non-executive director of the Company, for a term of 4 years, that will end immediately after the Ordinary General meeting of 2029. The curriculum vitae of Mrs. Nathalie Van Den Haute is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy.
- (ii) the General Meeting decides to appoint Ahok BV, with company number 0457.927.595, permanently represented by Koen Hoffman, as non- executive, independent director of the Company, for a term of 4 years, that will end immediately after the Ordinary General Meeting of 2029. The Board of Directors confirms that, based on the information available to the Company, Ahok BV, permanently represented by Koen Hoffman qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The curriculum vitae of Mr. Koen Hoffman is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy.
- (iii) the General Meeting decides to appoint Leanne Kemp, as non- executive, independent director of the Company, for a term of 4 years, that will end immediately after the Ordinary General Meeting of 2029. The Board of Directors confirms that, based on the information available to the Company, Leanne Kemp qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Companies and Associations Code, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The curriculum vitae of Mrs. Leanne Kemp is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy.
- (iv) the General Meeting decides to appoint Beco Global Consulting LLC, with company number 33-1666922, permanently represented by Nicolas de Beco, as executive director of the Company, for a term of 4 years, that will end immediately after the Ordinary General Meeting of 2029. The curriculum vitae of Mr. Nicolas de Beco is available for consultation on the website.

The director will receive an annual remuneration in accordance with the approved remuneration policy

**7. Approval of the updated Remuneration Policy.**

Proposed resolution: approval of the updated Remuneration Policy which is available for consultation on the website.

**8. Discharge to all members of the Board of Directors of the Company that were in charge for the execution of their mandate in 2024. Approval to grant discharge to the members of the Board of Directors.**

Proposed resolution: approval to grant discharge to all individual members of the Board of Directors that were in charge in 2024 for the execution of their mandate for the financial year closed on 31 December 2024.

**9. Discharge to the statutory auditor.**

Proposed resolution: approval to grant discharge to BDO Réviseurs D'Entreprises SCRL (CBE 0431.088.289), represented by Mrs. Ellen Lombaerts, for the execution of its mandate as statutory auditor of the Company during the financial year closed on 31 December 2024.

**10. Approval of the re-nomination of BDO as statutory auditor of the Company from the date of this General Meeting until the General Meeting of 2028.**

Proposed resolution: approval of the re-nomination of BDO Réviseurs D'Entreprises SCRL, represented by Mrs. Ellen Lombaerts, as statutory auditor of the Company as of the date of this General Meeting until the General Meeting of 2028. The fee for this assignment amounts to EUR 400.000,00 per year (excluding VAT, expenses, and IBR contribution). This fee includes the audit of the statutory annual accounts, the consolidated annual accounts, and the review of the company's half-year figures (statutory and consolidated).

**11. Appointment of the commissioner responsible for the "assurance" of the CSRD sustainability report for the year 2025.**

Proposed resolution: in accordance with the recommendation by the Board of Directors and upon recommendation of the Audit Committee, the appointment of BDO Réviseurs D'Entreprises SRL (CBE 0431.088.289), represented by Mrs. Ellen Lombaerts, responsible for the "assurance" of the sustainability report of the CSRD, for a period of one year. The fee amounts to EUR 70.000,00 per year (excluding VAT, expenses, IBR contribution and any flat- rate expense allowance for technology and compliances costs) for this assignment.

**12. Power of Attorney.**

Proposed resolution: granting of a power of attorney to Mr. Mathias Baert and Mrs. Hilde Debontridder, choosing as address Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium, as extraordinary proxy holders, with the right to act individually and with powers of sub-delegation, to

whom they grant the power, to represent the Company regarding the fulfilment of the filing and disclosure obligations as set out in the Belgian Code on companies and associations and all other applicable legislation. This power of attorney entails that the aforementioned extraordinary proxy holders may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to file the aforementioned decisions with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Official Gazette.

## **VALIDITY OF THE CONVENING AND THE COMPOSITION OF THE AGM**

The aforementioned statements by the Chairman are verified and approved by the AGM. Subsequently, the AGM declares and confirms that it has been validly convened and is validly constituted, and that it is authorized to deliberate and vote on the items on the agenda of the AGM.

## **B. PRESENTATIONS AND QUESTION**

---

### **PRESENTATIONS**

Before the deliberations and voting commence, CEO Nicolas de Beco and CFO Koen De Brabander present an overview of the business and key financial figures related to the annual report and statutory financial statements. Additionally, Mrs. Ellen Lombaerts, representing the statutory auditor BDO Réviseurs D'Entreprises, provides her feedback. These presentations are attached in full to these minutes.

### **QUESTIONS**

In accordance with article 6,§3 of the Belgian Royal Decree dated 9 April 2020, shareholders who complied with the above conditions for admission, had the right to submit questions in writing by email with respect to the agenda items to the directors and/or the statutory auditor prior to this AGM no later than 14 May 2025, as set forth in the convening notice with respect to this present AGM. No questions from shareholders were received.

In addition, the shareholders also have the right to ask some questions during the AGM. The following questions are asked:

- **Question 1.** Could someone during the meeting provide more details on the factoring services offered by UPG? How significant will this be for the company in 2025?
- **Answer CEO:** The impact this year will be minimal, as these services are only in the initial stages of launch.
- **Question 2.** When searching for 'e-invoicing software' on Google, companies such as Billit, Exact, Teamleader, Odoo, EasyPost, Accountable, and others appear prominently. Is Unifiedpost sufficiently focused on SEO strategies? Additionally, I have noticed radio advertisements for Billit and billboards for Odoo, but Banqup does not seem to have a similar level of visibility. Could you please address this?

- **Answer CEO:** We will not engage in this type of advertising, as our target audience consists of accountants and partnerships.
- **Question 3.** In a press release in De Tijd on March 19, 2025, CEO Nicolas De Beco said, 'Our sales activity this year is ten times higher than last year. Ten times! This will translate into contracts in the last quarter, leading to at least 25% growth in subscriptions, the most important metric for a software company. And from 2026 onwards, the real acceleration will begin.' Are you still confident in this projection? Is everything progressing as planned? Could you also clarify what is specifically meant by 'sales activity' in this context, is that 10 times more leads created in the sales funnel compared to last year, or 10 times more potential sales revenue, or 10 times more questions for demos,...?"
- **Answer CEO:** We are unable to comment on this until tomorrow evening. However, we are seeing positive traction. For example, the market in Germany is growing, which is a strong indicator for future potential. By sales activity, we mean a tenfold increase in engagement for the sales team.

### C. DELIBERATIONS AND RESOLUTIONS

---

Upon proposal by the bureau, the AGM starts with the deliberation on the items on the agenda.

#### SUBMISSION OF DOCUMENTATION

The Secretary of the AGM submits to the AGM the following documentation that has been mentioned in the items on the agenda of the AGM:

- the annual report of the Board of Directors on the statutory financial statements for the financial year ended on 31 December 2024;
- the statutory auditor's report on the statutory financial statements for the financial year ended on 31 December 2024;
- the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements for the financial year ended on 31 December 2024;
- the statutory financial statements closed on 31 December 2024 including the proposed allocation of the result;
- the consolidated financial statements of the Company for the financial year closed on 31 December 2024;
- the annual report of the Board of Directors on the consolidated financial statements for the financial year ended on 31 December 2024;
- the statutory auditor's report on the consolidated financial statements for the financial year ended on 31 December 2024;
- The updated Remuneration Policy;
- The CV's of Koen Hoffman, Leanne Kemp, Nicolas de Beco, Peter Mulroy, Pieter Bourgeois and Nathalie Van Haute.

The Secretary states that these documents have been made available to the directors, the statutory auditor and the holders of securities issued by the Company in accordance with the Company's articles of association and the Belgian Code on Companies and Associations. The documents concerned will



be kept in the files of the Company together with the minutes of this AGM. The AGM releases the Secretary from reading the documentation that has been submitted.

### **DELIBERATION AND VOTING**

**1. Communication of the Board of Directors' annual report and the statutory auditor's report on the statutory financial statements for the financial year closed on 31 December 2024.**

This agenda item requires no further resolution.

**2. Approval of the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements closed on 31 December 2024.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 98,09% as follows:

- |                       |            |
|-----------------------|------------|
| ▪ votes approving:    | 23.208.740 |
| ▪ votes disapproving: | 450.491    |
| ▪ abstentions:        | 1.301      |

Resolution: the remuneration report for the financial year closed on 31 December 2024 is approved by the AGM.

**3. Approval of the statutory financial statements closed on 31 December 2024 including the proposed allocation of the result.**

Submission of the statutory financial statements closed on 31 December 2024.

After deliberation, the approval with respect to this agenda item is passed with a majority of 100,00% as follows:

- |                       |            |
|-----------------------|------------|
| ▪ votes approving:    | 23.660.031 |
| ▪ votes disapproving: | 1          |
| ▪ abstentions:        | 500        |

Resolution: approval of the statutory financial statements closed on 31 December 2024 showing a profit in the amount of EUR 37.288.229,77 and of the proposed allocation of the result of EUR 72.931.775,84 as losses carried forward.

**4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2024 as well as the annual report of the Board of Directors and the statutory auditor's report on those consolidated financial statements.**

This agenda item requires no further resolution.

**5. Ratification of the appointment and nomination of Company directors.**

- (i) **Co-optation of Crescemus BV, with company number 0521.873.163, represented by its permanent representative, Pieter Bourgeois, as a non-executive director of the Company, for a term of 4 years that will end immediately after the ordinary general meeting of 2029.**

After deliberation, the agenda item has passed with a majority of 95,02% .This decision is made as follows:

▪ votes approving:	22.483.407
▪ votes disapproving:	1.888
▪ abstentions:	1.175.237

Resolution: The co-optation of Crescemus BV, with company number 0521.873.163, with permanent representative Pieter Bourgeois as non-executive director of the company is approved.

- (ii) **Co-optation of PDMT Investments LLC, with company number 45-2043440, represented by its permanent representative, Peter Mulroy, as non-executive director of the Company for a term of 4 years that will end immediately after the ordinary general meeting of 2029.**

After deliberation, the agenda item has passed with a majority of 100,00%. This decision is made as follows:

▪ votes approving:	23.659.354
▪ votes disapproving:	1
▪ abstentions:	1.177

Resolution: The co-optation of PDMT Investments LLC, with company number 45-2043440 with permanent representative, Peter Mulroy, as non-executive director of the company is approved.

## **6. Nomination of Company directors.**

- (i) **Nomination of Quilaudem BV, with company number 0795.086.135, represented by its permanent representative, Nathalie Van Den Haute, as non-executive director of the Company, for a term of 4 years that will end immediately after the ordinary general meeting of 2029.**

After deliberation, the agenda item has passed with a majority of 99.68%. This decision is made as follows:

▪ votes approving:	23.585.672
▪ votes disapproving:	0
▪ abstentions:	74.860

Resolution: The appointment of Quileudem BV, with company number 0795.086.135 with permanent representative, Nathalie Van Den Haute, as non-executive director of the company is approved.

- (ii) **Nomination of Ahok BV, with company number 0457.927.595, represented by its permanent representative, Koen Hoffman, as non-executive and independent director of the Company, for a term of 4 years that will end immediately after the ordinary general meeting of 2029.**

After deliberation, the agenda item has passed with a majority of 91,81%. This decision is made as follows:

▪ votes approving:	21.722.740
▪ votes disapproving:	450.492
▪ abstentions:	1.487.300

Resolution: The appointment of Ahok BV, with company number 0457.927.595 with permanent representative, Koen Hoffman, as non-executive and independent director of the company is approved.

- (iii) **Nomination of Leanne Kemp as a non-executive and independent director of the Company, for a term of 4 years that will end immediately after the ordinary general meeting of 2029.**

After deliberation, the agenda item has passed with a majority of 100,00%. This decision is made as follows:

▪ votes approving:	23.660.531
▪ votes disapproving:	0
▪ abstentions:	1

Resolution: The appointment of Leanne Kemp as non-executive and independent director of the company is approved.

- (iv) **Nomination of Beco Global Consulting LLC, with company number 33-1666922, represented by its permanent representative, Nicolas de Beco, as executive director of the Company, for a term of 4 years that will end immediately after the ordinary general meeting of 2029.**

After deliberation, the agenda item has passed with a majority of 100,00%. This decision is made as follows:

▪ votes approving:	23.660.531
▪ votes disapproving:	1
▪ abstentions:	0

Resolution: The appointment of Beco Global Consulting LLC, with company number 33-1666922 with permanent representative, Nicolas de Beco, as executive director of the company is approved.

## **7. Approval of the updated Remuneration Policy.**

After deliberation, the agenda item has passed with a majority of 98.09%. This decision is made as follows:

▪ votes approving:	23.209.241
▪ votes disapproving:	450.491
▪ abstentions:	800

Resolution: The updated Remuneration Policy which is available for consultation on the website is approved.

**8. Discharge to all members of the Board of Directors of the Company that were in charge for the execution of their mandate in 2024.**

After deliberation, the agenda item has passed with a majority of 100,00%. This decision is made as follows:

▪ votes approving:	23.659.731
▪ votes disapproving:	1
▪ abstentions:	800

Resolution: The AGM grants discharge to all members of the Board of the Company for the execution of their mandate for the financial year closed on 31 December 2024.

**9. Discharge to the statutory auditor.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 100,00% as follows:

▪ votes approving:	23.660.531
▪ votes disapproving:	1
▪ abstentions:	0

Resolution: The AGM grants discharge to BDO Réviseurs D'Entreprises SRL (CBE0431.088.289), represented by Mrs. Ellen Lombaerts, for the execution of its mandate as statutory auditor of the Company during the financial year closed on 31 December 2024.

**10. Approval of the re-nomination of BDO as statutory auditor of the Company from the date of this General Meeting until the General Meeting of 2028.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 100,00% as follows:

▪ votes approving:	23.659.354
▪ votes disapproving:	1
▪ abstentions:	1.117

Resolution: The AGM approves the re-nomination of BDO Réviseurs D'Entreprises SCRL, represented by Mrs. Ellen Lombaerts, as statutory auditor of the Company as of the date of this General Meeting until the General Meeting of 2028. The fee for this assignment amounts to EUR 400.000,00 per year (excluding VAT, expenses, and IBR contribution). This fee includes the audit of the statutory annual accounts, the consolidated annual accounts, and the review of the company's half-year figures (statutory and consolidated).

#### **11. Appointment of the commissioner responsible for the “assurance” of the CSRD sustainability report for the year 2025.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 100,00% as follows:

- votes approving: 23.659.354
- votes disapproving: 1
- abstentions: 1.177

Resolution: The AGM approves the appointment of BDO Réviseurs D’Entreprises SRL (CBE 0431.088.289), represented by Mrs. Ellen Lombaerts, responsible for the "assurance" of the sustainability report of the CSRD, for a period of one year. The fee amounts to EUR 70.000,00 per year (excluding VAT, expenses, IBR contribution and any flat- rate expense allowance for technology and compliances costs) for this assignment.

#### **12. Power of Attorney.**

After deliberation, the approval with respect to this agenda item is passed with a majority of 100,00% as follows:

- votes approving: 23.660.531
- votes disapproving: 1
- abstentions: 0

Resolution: The AGM resolves to grant a power of attorney to Mr. Mathias Baert and Mrs. Hilde Debontridder, choosing as address Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium, as extraordinary proxy holders, with the right to act individually and with powers of sub-delegation, to whom they grant the power, to represent the Company regarding the fulfilment of the filing and disclosure obligations as set out in the Belgian Code on companies an associations and all other applicable legislation. This power of attorney entails that the aforementioned extraordinary proxy holders may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to file the aforementioned decisions with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Official Gazette.

### **D. CLOSING OF THE AGM – SIGNATURE**

---

The AGM is closed at 8:30 P.M. (CET).

The Chairman concluded by mentioning that the minutes of this meeting will be finalised in the coming days and will be signed by the members of the bureau as well as by any shareholder who wants to sign the minutes in accordance with article 43 of the Company’s articles of association. No shareholder makes any request in this respect.

These minutes will be kept in the files of the Company.

.

Signed by the members of the bureau:

**THE CHAIRMAN**

Signed By: Hans Leybaert  
26/05/2025 13:36:31 CEST  
ID: 31002ac5-5a84-4da8-aeeb-92a09400cda  
Auth: Scribble



---

Sofias SRL  
permanently represented by  
Hans Leybaert

**THE SECRETARY/SCRUTENEER**

Signed By: Mathias Baert  
26/05/2025 12:05:49 CEST  
ID: 31002ac5-5a84-4da8-aeeb-92a09400cda  
Auth: Scribble



---

Mathias Baert

**ATTENDANCE LIST**

<b>Name securities holder</b>	<b>No. Shares</b>	<b>Proxy holder</b>
Michel Delloye	1.037.369	<u>NA</u>
Bert Vingerhoets	1.100	N/A
Nico Van Bosstraeten	1.120	N/A
Wout Maes	10.000	N/A
Laurent Marcelis	52.200	N/A
David Vanbiervliet	136.024	N/A
Jan Boon	800	N/A
Fivanco NV	650.613	David Vanbierliet