



16.04.2020 – 18:00

Regulated information

Additional information on the convocation for the Ordinary Shareholders' Meeting on Wednesday 29 April 2020

We refer to the convocation for the Ordinary Shareholders' Meeting dated 29 April 2020 as sent to the registered shareholders and as appeared in the Belgian Official Journal and De Tijd on 27 March 2020, in which The Board of Directors invited the shareholders to participate in the Ordinary Shareholders' Meeting of the Company to be held at the registered office at 5pm on 29 April 2020.

Because of the Coronavirus Covid-19, it seems appropriate to the company to avoid shareholders physically attending this General Meeting.

Therefore, the company will use the opportunity offered by Article 6 of the Royal Decree Number 4 of 9 April 2020 laying down various provisions on co-ownership and the company and association law in the context of the fight against the Covid-19 pandemic and will prohibit all persons entitled to attend the general meeting or their proxy physical access to the meeting. The organization of the general meeting will therefore take place as follows:

- Shareholders will only be able to exercise their right
 - (i) either by voting remotely *before* the general meeting via the form available for that purpose on <https://www.vandeverde.eu/en/convocations-shareholders>. This form must reach the company fully completed and signed by **25 April 2020** at the latest. This can be done by any means, including by e-mail to legal@vandeverde.eu with a scanned or photographed copy of the completed and signed voting form. For the remainder, they should continue to comply with the participation requirements as explained in the convocation.
 - (ii) or by granting power of attorney to the Chairman of the Board of Directors *before* the general meeting via the form available on <https://www.vandeverde.eu/en/convocations-shareholders>. Only proxies with specific voting instructions will be taken into account during the vote. These proxies must reach the company fully completed and signed by **25 April 2020** at the latest. This can be done by any means, including by e-mail to legal@vandeverde.eu with a scanned or photographed copy of the completed and signed power of attorney form. For the remainder, they should continue to comply with the participation requirements as explained in the convocation.
- The specific voting instructions in valid proxies already received by the company, but of which the proxy holder is not the Chairman of the Board of Directors, will be taken into account, without the proxy holder being able to attend the meeting.
- The exercise of the right to ask questions is only done in writing in the manner indicated in the convocation. These questions should reach the company by 25 April 2020 at the latest by all means possible, including by e-mail to legal@vandeverde.eu. The company will answer the questions in writing or orally during the videoconference. Written replies will be published on the company's website where appropriate.
- Shareholders who completed the participation formalities in a timely and valid manner will be able to participate remotely in the meeting which will take place via videoconference. The link of the internet-based meeting tool provided for this will be sent to them. As far as possible, they are therefore requested to provide a valid e-mail address upon registration to which this link can be sent.
- As mentioned in our convocation of 27 March 2020, only the formal agenda items will be discussed and therefore no management presentation will be given.

Van de Velde

On March 27, 2020 the share capital of Van de Velde NV is represented by 13.322.480 shares of which 13.294.302 shares have a voting right.

The full notice convening document is made available through the [following link](#). The notice convening document and herein included agenda are unchanged with respect to the convocation as published on the 27th of March 2020. However, shareholders need to take into account the modified formalities for participation as set out above.

- The [annual report](#) (including the consolidated financial statements and the Auditor's report on the consolidated financial statements).
- The [statutory financial statements and statutory annual report](#) of Van de Velde NV.
- The [Auditor's report](#) on the statutory financial statements (Dutch).
- The [remuneration report](#).
- The [proxy form as modified on 16.04.2020](#).
- The [voting form added on 16.04.2020](#).
- [Right to place items on the agenda of the Shareholders' Meeting or to submit proposed decisions](#).
- [Resume Greet Van de Velde](#) (Dutch).



Van de Velde is the powerhouse of world class brands PrimaDonna, Marie Jo and Andres Sarda. Our mission is to deliver the ultimate personalized consumer experience. As a leading player in the luxury and fashionable women's lingerie, swimwear and sportswear sector, Van de Velde bases its long-term strategy on developing and expanding brands upon Lingerie Styling. This proprietary concept combines fit, style and fashion. Our key markets are in Europe and North America and we work closely together with 5,000 on- & offline specialty lingerie stores worldwide. We run our own premium retail chains, under the names Rigby & Peller, Lincherie and Private Shop, in which we exemplify the principles of Lingerie Styling. Van de Velde is listed on Euronext Brussels.

CONTACTS

For more information, contact:

Van de Velde NV - Lageweg 4 - 9260 Schellebelle - +32 (0)9 365 21 00 - www.vandevelde.eu

Marleen Vaesen
Chief Executive Officer
as permanent representative of
Mavac BV

Karel Verlinde
Financial Director
as permanent representative of
Karel Verlinde CommV

Van de Velde

Notice convening the Ordinary Shareholders' Meeting of Wednesday 29 April 2020

Note: Due to the Coronavirus Covid 19, the Board of Directors has decided to exceptionally only deal with the formal agenda points during the shareholders' meeting and therefore not to organize a management presentation and subsequent reception. We also call on the shareholders to vote by proxy as much as possible in order to minimize the number of shareholders who must be physically present. Thank you for your understanding.

The Board of Directors of the NV that has made a public offering "VAN DE VELDE" with registered office at Lageweg, 4, 9260 Schellebelle, with company registration number 0448.746.744, Dendermonde register of legal entities, invites its shareholders on Wednesday 29th of April 2020 at 5pm, at the registered office to participate in the Ordinary Shareholders' Meeting.

Agenda of the Ordinary Shareholders' Meeting

- 1. Reading, discussion and clarification of the consolidated annual financial statements and of the consolidated annual report for the financial year 2019.**
- 2. Cognizance of the statutory and consolidated audit report of the Statutory Auditor for the financial year 2019.**
- 3. Approval of the statutory annual financial statements and the statutory annual report of the financial year 2019.**

Proposed decision: 'The Shareholders' Meeting approves the statutory annual financial statements and the statutory annual report for the financial year ended on 31 December 2019.'

- 4. Inspection and approval of the remuneration report for the financial year 2019, including the therein mentioned remuneration policy.**

Proposed decision: 'The Shareholders' Meeting approves the remuneration report for the financial year ended on 31 December 2019, including the therein mentioned remuneration policy.'

- 5. Approval of the proposed appropriation of result.**

Proposed decision: 'The Shareholders' Meeting approves the proposed appropriation of result for the financial year ended on 31 December 2019.'

- 6. Discharge of the members of the Board of Directors and of the Statutory Auditor.**

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Proposed decision: *'The Shareholders' Meeting grants discharge by special vote of the Directors and of the Statutory Auditor in post during the financial year 2019 with respect to the exercise of their duties during the financial year.'*

- 7. Cognizance of the resignation as director of Phillip Vandervoort, as from 31 December 2019.**
- 8. Cognizance of the resignation as director of Emetico nv, permanently represented by Yvan Jansen, as from 29 April 2020.**
- 9. Appointment and reappointment of directors**

Proposed decision:

'a) The Shareholders' Meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee Veronique Laureys as non-executive director for a term of three years until the Ordinary Shareholders' Meeting in 2023;

b) The Shareholders' Meeting appoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee Greet Van de Velde as non-executive director for a term of three years until the Ordinary Shareholders' Meeting in 2023;

c) The Shareholders' Meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee and after a reading of the report of the works council, Dirk Goeminne BV, permanently represented by Dirk Goeminne, as independent director as described in article 7:87 of the Belgian Code on Companies and Associations, for a term of one year until the Ordinary Shareholders' Meeting in 2021;

d) The Shareholders' Meeting appoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee and after a reading of the report of the works council, YJC BV, permanently represented by Yvan Jansen, as independent director as described in article 7:87 of the Belgian Code on Companies and Associations, for a term of three years until the Ordinary Shareholders' Meeting in 2023;

For their duty as non-executive director Veronique Laureys, Greet Van de Velde, Dirk Goeminne BV and YJC BV will receive an annual remuneration of 15.000 EUR. Per mandate that these non-executive directors have in the Nomination- and Remuneration committee and/or in the Audit committee, they will receive an additional annual remuneration of 2.500 EUR.

PRACTICAL PROVISIONS

To attend the meeting, the stockholders of securities are requested to comply with the stipulations of Article 29 of the articles of association.

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The stockholders may participate in the Shareholders' Meeting and exercise their voting rights with respect to the securities they hold at midnight (Belgian time) on the registration date, being 15 April 2020, for registered shares by their listing in the companies' share register or for dematerialised shares by their registration on the account of a recognised account holder or a settlement institution for the shares this shareholder wishes to participate in the Shareholders' Meeting, regardless the amount of stocks they hold on the day of the Shareholders' Meeting.

For dematerialised shares a recognised account holder, settlement institution or financial intermediary shall provide the shareholder with a certificate proving the number of shares the shareholder held on the Registration Date and on which basis the shareholder has expressed the intention to participate in the Shareholders' Meeting. The holders of dematerialised shares who wish to attend the meeting must notify a recognised banking institution that they wish to participate in the Shareholders' Meeting and submit the abovementioned certificate no later than 23 April 2020 (before closing time).

The holders of registered stock listed in the share register on the Registration Date who wish to attend the meeting must notify the Board of Directors in writing no later than 23 April 2020 of their intention to attend this meeting and the number of shares on which basis they wish to participate in the Shareholders' Meeting – either by letter or by fax (+ 32(0)9 365 21 70) Van de

Velde NV, Lageweg 4, 9260 Schellebelle or by email (legal@vandevelde.eu).

Only individuals that are a shareholder of the company on the Registration Date and that have confirmed their participation as described above are permitted to participate in the Shareholders' Meeting and cast their vote. They will be provided with an attendance card to participate in the meeting.

The shares will not be blocked if the abovementioned procedure is followed by the shareholders. Shareholders can dispose of their shares after the Registration Date.

The holders of securities may designate a proxy holder to represent them at the Shareholders' Meeting in accordance with the provisions of Article 30 of the articles of association and should use the proxy form available at the Company's registered office or at www.vandevelde.eu/investorrelations/shareholdersinformation/convocations. These proxy forms must be completed in full, signed and filed with a recognised banking institution or addressed to the company by 23 April 2020 – either by letter or by fax (+ 32(0)9 365 21 70) Van de Velde NV, Lageweg 4, 9260 Schellebelle or by email (legal@vandevelde.eu).

The shareholders are asked to follow the instructions on the proxy form to ensure they are legally represented during the Shareholders' Meeting.

Any designation of a proxy holder must occur in accordance with the applicable Belgian legislation, particularly with regard to conflicts of interest and the keeping of a register.

The shareholders that wish to be represented must comply with the abovementioned registration and confirmation procedure.

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In accordance with Article 7:130 of the Belgian Code on Companies and Associations, one or more shareholders who individually or jointly hold three per cent (3%) of the capital of the company can have one or more items put on the agenda of the Shareholders' Meeting and submit

proposed resolutions with regard to the items on the agenda or to be added to the agenda. These agenda items and/or proposed resolutions must be addressed to the Board of Directors no later than 7 April 2020 – either by letter or by fax (+ 32(0)9 365 21 70) Van de Velde NV, Lageweg 4, 9260 Schellebelle or by email (legal@vandevelde.eu). For more information about these rights and how they are exercised, see the company's website at www.vandevelde.eu/investorrelations/shareholdersinformation/convocations.

The new agenda will be published at the Company's website no later than 14 April 2020.

The proxies that are reported to the company prior to the announcement of the new agenda will remain valid for the items on the agenda to which they apply. The proxy holder can deviate from any instructions of the principal with regard to the items on the agenda for which new proposed resolutions have been formulated, if carrying out that instruction would damage the principal's interests. In such cases, the proxy holder must notify the principal of this.

The annual brochure, the draft financial statements, the annual report, the remuneration report and the report of the Statutory Auditor, and the other information as stated in Article 7:129, §3 of the Belgian Code on Companies and Associations are available at the registered office of the company and also at www.vandevelde.eu/investorrelations/shareholdersinformation/convo-cations.

A question and answer session is scheduled during the Shareholders' Meeting. Shareholders have the opportunity to submit written questions prior to the Shareholders' Meeting. These questions will be discussed during the question and answer session. Questions should be addressed to the Board of Directors by 23 April 2020. They can be submitted in writing or by fax (+ 32(0)9 365 21 70) to the address of the company or sent electronically to the following email address: legal@vandevelde.eu.

To facilitate the smooth completion of the formalities, the stockholders are asked to present themselves for registration on the day of the Shareholders' Meeting no later than fifteen (15) minutes before the start of the Shareholders' Meeting.

DATA PROTECTION

The company is the controller of personal data that it collects or receives from shareholders and the holders of a proxy in the context of the Ordinary Shareholders' meeting. The processing is based on a legal obligation, namely to support the organization and the proceedings of the Ordinary Shareholders' Meeting. The invitations, registration, presence and voting will be stored by us for a term of maximum 10 years after the concerned Ordinary Shareholders' Meeting. The data includes, among other things, identification data, the number and type of shares of a shareholder issued by the company, proxies and voting instructions. These data can also be transferred to third parties with the aim to support the company in relation to the above mentioned. We would like to refer you to our privacy policy



for more information. You are free to consult our privacy policy on our website www.vandavelde.eu. You have the right to access and correct your personal data at any given moment in accordance with the General Data Protection Regulation. You can contact us by e-mail (privacy@vandavelde.eu) if you have any questions or remarks in relation to this information or if you want to exercise your rights as an interested party.

The Board of Directors