



26.03.2021 – 07:30 – Regulated information

Notice convening the Ordinary Shareholders' Meeting of Wednesday 28 April 2021

The Board of Directors invites the shareholders to participate in the Ordinary Shareholders' Meeting of the Company to be held at the registered office at 5pm on 28 April 2021.

As is stated in the notice convening document, the Company shall not organize a physical general meeting. The Board of Directors closely follows the evolution of the sanitary measures and reserves the right, if permitted, to organize the general meeting in a physical manner. Any communication regarding this topic will be given via press release.

On March 26, 2021 the share capital of Van de Velde NV is represented by 13.322.480 shares of which 13.215.647 shares have a voting right.

The full notice convening document is made available through the [following link](#).

- 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 [remuneration policy](#).
- The [proxy form](#).
- [Right to place items on the agenda of the Shareholders' Meeting or to submit proposed decisions](#).

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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 28th of April 2021 at 5pm, at the registered office to participate in the Ordinary Shareholders’ Meeting.

At the time this notice is sent to the press bodies, it appears that it is not possible, taking into account the mandatory rules issued by the government via the Ministerial Decree of 28 October 2020 on urgent measures to limit the spread of the coronavirus COVID-19, to organize a physical general meeting. It is impossible to estimate whether these measures will still apply on 28 April 2021.

Shareholders will be able to follow the general meeting directly via a digital communication platform. This platform will not provide for the possibility to vote and therefore does not qualify as a remote participation in accordance with Article 7:137 of the Belgian Code on Companies and Associations. Shareholders who wish to exercise their vote will have to do so by proxy.

The Board of Directors closely follows the evolution of the sanitary measures and reserves the right, if permitted, to organize the general meeting in a physical manner. Any communication regarding this topic will be given via press release.

Agenda of the Ordinary Shareholders’ Meeting of 28 April 2021

- 1. Reading, discussion and clarification of the consolidated annual financial statements and of the consolidated annual report for the financial year 2020.**
- 2. Cognizance of the statutory and consolidated audit report of the Statutory Auditor for the financial year 2020.**
- 3. Approval of the statutory annual financial statements and the statutory annual report of the financial year 2020.**

Proposed decision: ‘*The Shareholders’ Meeting approves the statutory annual financial statements and the statutory annual report for the financial year ended on 31 December 2020.*’

- 4. Approval of the remuneration report as part of the annual report for the financial year 2020.**

Proposed decision: ‘*The Shareholders’ Meeting approves the remuneration report as part of the annual report for the financial year ended on 31 December 2020.*’

5. Approval of the remuneration policy.

Proposed decision: *'The Shareholders' Meeting approves the remuneration policy.'*

6. 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 2020.'*

7. Discharge of the members of the Board of Directors and of the Statutory Auditor.

Proposed decision: *'The Shareholders' Meeting grants discharge by special vote of the Directors and of the Statutory Auditor in post during the financial year 2020 with respect to the exercise of their duties during the financial year.'*

8. 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, Herman Van de Velde NV, permanently represented by Herman Van de Velde, as non-executive director for a term of three years until the Ordinary Shareholders' Meeting in 2024;

b) The Shareholders' Meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, Bénédicte Laureys as non-executive director for a term of three years until the Ordinary Shareholders' Meeting in 2024;

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, Fidigo NV, 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 2022;

For their duty as non-executive director Herman Van de Velde NV, Bénédicte Laureys and Fidigo NV 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- and Risk committee, they will receive an additional annual remuneration of 2.500 EUR.

PRACTICAL PROVISIONS

A. Manner of participation

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Because of the Covid-19 situation, the company will not organize a physical general meeting.

Shareholders will only be able to exercise their voting rights by proxy. For practical reasons this proxy is given to the Chairman of the Board of Directors by means of the form that is available on ([www.vandevelde.eu/investor relations/shareholder information/convocations of the shareholders](http://www.vandevelde.eu/investor%20relations/shareholder%20information/convocations%20of%20the%20shareholders)). The proxies must reach the company completed and signed at the latest by 22 April 2021. This can be done by any means possible, including an e-mail to sabine.hostens@vandevelde.eu with a scanned or a photographed copy of the completed and signed proxy form. The shareholders who wish to be represented, must comply with the registration- and confirmation procedure as set out in part B.

The shareholders who comply with the participation formalities in a timely and valid manner as set out in part B, will be able to participate in the meeting via videoconference. The link of the relevant internet-based meeting tool shall be sent to the e-mail address they provide.

B. Registration and notification of participation

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 14 April 2021, 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, the shareholder must request a certificate from his recognised account holder, settlement institution or financial intermediary, 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 by proxy. The holders of dematerialised shares who wish to attend the meeting (by proxy and perhaps also digitally), must no later than 22 April 2021 (before closing time) notify a recognised banking institution that they wish to participate in the Shareholders' Meeting by proxy, provide a valid e-mail address and send the abovementioned certificate.

The holders of registered stock listed in the share register on the Registration Date who wish to attend the meeting by proxy and perhaps also digitally, must submit to the Board of Directors in writing no later than 22 April 2021 their proxy and a valid e-mail address, either by letter to Van de Velde NV, Lageweg 4, 9260 Schellebelle, or by e-mail (sabine.hostens@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 digital Shareholders' Meeting and cast their vote by proxy.



C. Adding agenda items

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 6 April 2021 – either by letter to Van de Velde NV, Lageweg 4, 9260 Schellebelle or by email (sabine.hostens@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 13 April 2021.

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.

D. Right to ask questions

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 22 April 2021. They can be submitted in writing to the address of the company or sent electronically to the following email address: sabine.hostens@vandevelde.eu. The company shall answer the questions in writing or orally during the video conference. Written answers shall where appropriate be made public on the company website.

E. Documents

The annual brochure, the draft financial statements, the annual report, the remuneration report and the report of the Statutory Auditor, the remuneration policy 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/convocations.

DATA PROTECTION

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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.vandeverde.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@vandeverde.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