

“Deceuninck”
A Public Limited Company
Listed company in the sense of article 1:11 of the CCA
Established in the Flemish Region
Having its registered office at Bruggesteeweg 360, 8830 Hooglede-Gits
Register of Legal Entities Ghent, division Kortrijk, VAT BE 0405.548.486

PROXY
EXTRAORDINARY GENERAL MEETING OF DECEUNINCK NV (the “Company”)
dated Friday 23 December 2022 at 9.30 p.m.

The undersigned (the “Principal”):

NAME AND GIVEN NAME .....

ADDRESS .....

Or

COMPANY NAME .....

LEGAL FORM .....

REGISTERED SEAT .....

COMPANY NUMBER .....

REPRESENTED BY .....

Owner of .....

(number) shares of the Public Limited Company DECEUNINCK NV, making or having made a public appeal on savings, with registered seat at Bruggesteeweg 360, 8830 Hooglede-Gits, and with company number (Register of Legal Entities Ghent, division Kortrijk) 0405.548.486,

appoints as his/her special proxy (the “Proxy holder”),

Name, given names: .....

Address: .....



**I. to whom the Principal grants all powers in order to:**

- (a) represent him/her at the Extraordinary General Meeting of shareholders of Deceuninck NV to be held on **Friday 23 December 2022 at 9.30 a.m.** at 8830 Hooglede-Gits, Bruggesteeweg 360;
- (b) participate in all deliberations concerning the agenda below, and
- (c) to vote on the proposed resolutions as set out in the following agenda and in accordance with the voting instructions given below.

The undersigned instructs the Proxyholder to vote as follows on the items on the agenda below (tick as appropriate):

**1. Renewal of the authorization to use the Authorized Capital in the event of a public takeover bid for the Company's securities – Modification of the articles of association.**

For                       Against                       Abstain

**2. Extension of authorization to acquire own securities to prevent imminent serious harm to the company - Amendment of articles of association**

For                       Against                       Abstain

**3. Issue of subscription rights (Warrant plan 2022) – Adjustment of terms of issue of the existing warrant plans****1) Examination of the special report of the Board of Directors – Examination of the special report of the auditor – Approval of Warrant plan 2022**

This agenda item does not require a vote by the general meeting

**2) Issue of subscription rights and definition of issue conditions**

For                       Against                       Abstain

**3) Resolution to increase the capital under the condition precedent that the subscription rights are exercised and such exercise is recorded in a notarial deed (insofar as the Board of Directors does not resolve to distribute treasury shares) and by the issue of a number of ordinary shares of the Company with the same rights as the existing shares**

For                       Against                       Abstain

**4) Cancellation of the existing shareholders' preferential right in favor of the company, to offer the subscription rights to certain staff members of the company and its subsidiaries**

For                       Against                       Abstain

5) Grant of subscription rights

For                   Against                   Abstain

6) Power of attorney to the Board of Directors

For                   Against                   Abstain

7) Resolution to amend the terms of issue of the Warrant Plans 2011 (II), 2013, 2015, 2017, 2018, 2020 and 2021, in order to modify the exercise periods

For                   Against                   Abstain

**4. Grant of subscription rights to the chairman of the board of directors and non-executive directors**

For                   Against                   Abstain

**5. Appointment of a director**

For                   Against                   Abstain

**6. Coordination of the articles of association - Publication formalities**

For                   Against                   Abstain

**7. Power of attorney**

For                   Against                   Abstain

In the absence of instructions from the Principal with respect to the exercise of the voting rights or if, for whatever reason, the voting instructions given by the Principal are unclear, the Proxy holder is deemed to abstain from voting on the relevant agenda item.

This proxy also valid for subsequent meetings convened with the same agenda.

**II. The Principal also grants all powers to the Proxy holder** (i) to sign all deeds, minutes and attendance lists, (ii) to make all declarations, including a declaration of renunciation of terms and formalities of convening, as provided for in Articles 7:128 and 7:132 of the Companies and Associations Code, (v) to generally do everything that is necessary or useful, even without being stated explicitly.

Signed on ....., at .....

.....  
Name + signature

(Signature must be preceded by the handwritten words "Good for proxy").



**IMPORTANT NOTICES**

I. In order to be valid, this proxy form, together with any proxy or any other authorization under which this form is signed, must be deposited at Deceuninck NV (Attn. Legal Department, Bruggesteeweg 360, 8830 Hooglede or via e-mail: [generalmeeting@deceuninck.com](mailto:generalmeeting@deceuninck.com)) on **Saturday 17 December 2022** at the latest.

Shareholders who wish to be represented must conform to the admission formalities of prior registration and notification as described in the convening notice published by Deceuninck. For the calculation of the instructions with regard to quorum and majority, only the proxies that were filed by shareholders who meet the formalities determined in Article 7:134, §2 of the Companies and Associations Code, which are to be met in order to be authorised to attend the meeting, are taken into account.

Shareholders of a company the shares of which are allowed to be traded on a market as determined in Article 1:11 of the Companies and Associations Code, are only allowed to appoint one single person as proxy holder for a determined General Meeting.

II. Without prejudice to Article 7:145, paragraph two of the Companies and Associations Code, the proxy holder can cast his vote in conformity with the possible instructions received by the shareholder. The proxy holder is to keep a register of the voting instructions for at least a year, and is to confirm at the shareholder's request that he abided by the voting instructions.

The proxy forms transmitted to the Company before the publishing of a completed agenda, as may be the case, remain valid for the initial items listed on the agenda for which they are valid.

Contrary hereto, the proxy holder may deviate during the General Meeting from the possible voting instructions given by the shareholder, if any, for items listed on the agenda for which new proposals for resolution have been entered, in the event that executing the voting instructions could harm the shareholder's interests. The proxy holder must inform the principal thereof.

III. It is pointed out to the shareholders that in the event the shareholder appoints any of the hereafter mentioned categories of proxy holders, the provisions of article 7:143, §4 of the Companies and Associations Code will be applicable : (i) the company itself, an entity controlled by the company, a shareholder who controls the company or any other entity that is controlled by such shareholder; (ii) a member of the Board of Directors, of a management body of the company, of a shareholder who controls the company or any other controlled entity referred to under (i); (iii) an employee or a company auditor of the company or of the shareholder who controls the company or of any other controlled entity referred to under (i); (iv) a person who has a parental bond with a natural person mentioned under (i) to (iii) or who is the spouse of or is legally cohabiting with such person or with a relative of such person.

Article 7:143, §4 of the Companies and Associations Code determines that in any such case the proxy holder - is to give notice of the exact facts that are of importance for the shareholder to judge whether or not the danger exists that the proxy holder pursues any interest other than the interests of the shareholder; - can only vote on behalf of the shareholder under the condition that he has received specific voting instructions for every item on the agenda.

Proxy forms provided to the Company without designation of a proxy holder will be considered addressed to Deceuninck's General Counsel, creating a potential conflict of interest.

IV. In order to be admitted to the meeting, the proxy holder must prove his / her identity