

REGULATED INFORMATION
CONVENING NOTICE ORDINARY GENERAL MEETING

27 April 2021

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

CONVENING NOTICE ORDINARY GENERAL MEETING

The Board of Directors has the honour to invite the shareholders, holders of subscription rights, bondholders and the statutory auditor to attend the ordinary general meeting to be held on **Tuesday 27 April 2021, at 4:00 p.m.**, with the following agenda and proposals for resolution:

IMPORTANT NOTICE TO SHAREHOLDERS - COVID-19 MEASURES

Based on the current coronation measures in force until 1 April 2021, physical meetings are not allowed. It is uncertain at the date of this publication whether the measures imposed by the Belgian government, such as the ban on gathering and the obligation to guarantee a distance of 1.5 metres between each person, will still be in force on 27 April 2021, date of the general meeting. Therefore, there may not be a physical general assembly on 27 April 2021. Should the corona measures change and physical meetings be allowed again, the company will communicate about the further organisation via its website.

Nevertheless, and in order to guarantee the health of the individual shareholders, employees and directors of the company, the Board of Directors kindly requests the individual shareholders not to physically participate in the general meeting, but to, as much as possible:

- to give a proxy with voting instructions to a proxy holder (whereby we propose that Mr Marcel Klepfisch, Chairman of the Executive Board, is designated as proxy holder). The proxy form with voting instructions can be downloaded from the website as further indicated below.*
- exercise the right to ask questions in writing as further indicated below.*

All shareholders who have completed the registration and participation formalities as set out below, will be invited to follow the general meeting via a Microsoft Teams meeting, for which purpose they will receive a link on the e-mail address they have provided to the company. At present, the company does not have an electronic means of communication at its disposal that would make it possible to ask questions to the directors at a distance and to vote at the general meeting itself.

Any additional measures as a result of the corona pandemic will always be announced on the website of the company <http://www.deceuninck.com/en/shareholder-meetings.aspx>.

A G E N D A

1. Presentation of the reports of the board of directors and the statutory auditor on the financial year ended 31 December 2020.

2. Presentation of the consolidated annual accounts and of the consolidated reports of the Board of Directors and the statutory auditor on the financial year ended 31 December 2020.
3. Presentation and approval of the 2020 remuneration report.
Proposal for resolution: The general meeting approves the remuneration report as included in the Corporate Governance Statement in the annual report of the board of directors on the financial year ended 31 December 2020.
4. Presentation and approval of the 2021 remuneration policy.
Proposal for resolution: The general meeting approves the remuneration policy with respect to the directors, the persons in charge of the daily management and the other members of the executive management, drawn up in accordance with article 7:89/1 of the Companies and Associations Code.
5. Approval of the annual accounts with regard to the financial year ended 31 December 2020 and profit or loss appropriation.
Proposal for resolution:
 - 5.1. *The general meeting approves the annual accounts with regard to the financial year ended 31 December 2020.*
Proposal for resolution:
 - 5.2. *The general meeting approves the profit appropriation as proposed by the board of directors and sets the gross dividend at 0.05 euros per fully paid share.*
6. Discharge to the members of the board of directors and the statutory auditor.
Proposal for resolution:
 - 6.1 *The general meeting grants discharge to the members of the board of directors for exercising their mandate during the financial year ended 31 December 2020.*
Proposal for resolution:
 - 6.2 *The general meeting grants discharge to the statutory auditor for exercising her mandate during the financial year ended 31 December 2020.*
7. Resignation and appointment of directors.
Proposal for resolution:
 - 7.1 *On proposal of the board of directors and on advice from the remuneration and nomination committee, the general meeting reappoints Marcel Klepfisch SAS, with permanent representative Mr. Marcel Klepfisch, as an independent director of the company. Marcel Klepfisch SAS, with permanent representative Mr. Marcel Klepfisch, meets the requirements of functional, family and financial independence defined by article 7:87 of the Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020. The appointment is for a term of four years ending at close of the General Meeting of 2025.*
 - 7.2 *On proposal of the board of directors and on advice from the remuneration and nomination committee, the general meeting reappoints Alchemy Partners BV, with permanent representative Ms Anouk Lagae, as an independent director of the company. Alchemy Partners BV, with permanent representative Ms Anouk Lagae, meets the requirements of functional, family and financial independence defined by article 7:87 of the Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020. The appointment is for a term of four years ending at close of the General Meeting of 2025.*
 - 7.3 *On proposal of the board of directors and on advice from the remuneration and nomination committee, the general meeting appoints HumbleBee Partners BV, with permanent representative Mr. Bruno Humblet, as an independent director of the company. HumbleBee Partners BV, with permanent representative Mr. Bruno Humblet, meets the requirements of functional, family and financial independence defined by article 7:87 of the Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020. The appointment is for a term of four years ending at close of the General Meeting of 2025.*
 - 7.4 *The general meeting acknowledges the resignation of Bene Invest BV, with permanent representative Ms Benedikte Boone, as a director of the company as of 1 January 2021.*

The general meeting definitively confirms the appointment of the co-opted director, Venture Consult BV, with permanent representative Ms Benedikte Boone, as a non-executive director of the company. The appointment ends at the close of the general meeting of 2025.

A succinct CV of the proposed directors is available on <http://www.deceuninck.com/en/shareholder-meetings.aspx>.

8. Determination of the remuneration of directors and grant of subscription rights to non-executive directors.

Proposal for resolution:

8.1 The general meeting sets the total amount of the fixed remuneration for non-executive directors for the financial year ended 31 December 2020 at 296,833.00 euros and authorizes the board of directors to distribute said remuneration amongst the directors.

Proposal for resolution:

8.2 The general meeting approves the grant, on the basis of the Warrant Plans issued by the company, of 30,000 subscription rights to the chairman and of 15,000 subscription rights to each other non-executive member of the board of directors.

9. Approval compensation of a member of executive management.

Proposal for resolution: *The general meeting approves the compensation following the retirement of Filip Geeraert, former CEO USA, which exceeds 12 months of remuneration, in accordance with Article 7:92 of the Companies and Associations Code.*

ATTENDANCE FORMALITIES

In order to exercise their rights at this Ordinary General Meeting the shareholders and holders of subscription rights must observe the following provisions:

Registration Procedure

Only persons that are shareholder on the Registration Date, i.e. **on Tuesday 13 April 2021 at twenty-four hours (Belgian time – GMT +1)**, are authorized to participate to and cast a vote at the Ordinary General Meeting.

For the holders of registered shares

Holders of registered shares must be registered on the Registration Date in the register of registered shares of Deceuninck NV for the number of shares they intend to attend the Ordinary General Meeting with.

For the holders of dematerialised shares

The dematerialised shares with which the shareholders wish to attend the Ordinary General Meeting, need to be registered on the Registration Date on their accounts of an approved account holder or clearing institution. The property of the number of dematerialised shares on the Registration Date will be fixed on basis of the confirmation given by the approved account holder or clearing institution to Degroof Petercam, at the latest on **Wednesday 21 April 2021**. The property can also be established on basis of the certificate which the shareholder has obtained from the approved account holder or clearing institution and which he/she remits to Degroof Petercam at the latest on **Wednesday 21 April 2021**. The certificate must explicitly state the shareholder's e-mail address.

Notification

In addition to the above registration, the shareholders whose securities are registered on the Registration Date must notify the company on **Wednesday 21 April 2021** at the latest, that they intend to attend the Ordinary General Meeting with the explicit mention of their e-mail address (Deceuninck NV - Attn. Legal Department - Bruggesteeweg 360 – 8830 Hoogdele or by e-mail: generalmeeting@deceuninck.com). The holders of dematerialised shares may, if they wish, request the approved account holder or clearing institution to notify the confirmation of their attendance together with the confirmation of their registration.

Only persons who are shareholders on the Registration Date and have confirmed their attendance to the Ordinary General Meeting to the company within the prescribed time limit, have the right to attend the Ordinary General Meeting and vote. Holders of subscription rights and bondholders may attend, but only have an advisory vote at the Ordinary

General Meeting. The e-mail address provided will allow the security holder to participate electronically in the general meeting.

Proxies

Each shareholder that has the right to vote can participate in the Ordinary General Meeting in his own name or can be represented by a proxy holder, subject to compliance with the Articles of Association and applicable legal conditions. Shareholders who wish to be represented at the Ordinary General Meeting must complete and return the proxy form (available at the registered office of the company, at Degroof Petercam or on <http://www.deceuninck.com/en/shareholder-meetings.aspx>) on **Wednesday 21 April 2021** at the latest. (Deceuninck NV – Attn: Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits and by e-mail: generalmeeting@deceuninck.com).

Each appointment of a proxy holder is to take place in conformity with the applicable Belgian legislation, i.e. concerning conflicts of interest and the keeping of a register of the vote instructions.

Right to add agenda items and to submit proposals for resolution

One or more shareholders who together possess at least 3% of the capital of the company may, not later than on **Monday 5 April 2021** request to have items listed on the agenda of the Ordinary General Meeting and submit proposals for resolution regarding items listed or to be listed on the agenda.

Shareholders who exercise this right have to fulfil the following two conditions:

- They have to be able to demonstrate that they possess above-mentioned percentage at the date of request; and
- They have to be able to demonstrate that they are still shareholders representing at least 3% of the capital of the company.

(whether by means of a registration certificate of the shares in the register of registered shares of Deceuninck NV, or by means of a certificate drawn up by an approved account holder or clearing institution showing that the number of dematerialized shares concerned has been registered in account in their names).

Questions or proposals for resolution may be sent in writing (Deceuninck NV - Attn. Legal Department – Bruggesteeweg 360 – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com).

The company will confirm the receipt of requests per e-mail or per letter within a timeframe of 48 hours. Should the case arise, the company will publish a completed agenda on **Monday 12 April 2021** at the latest.

Nevertheless, proxies that the company was provided with before the disclosure of an additional agenda remain valid for the agenda items that are to be discussed and for which the proxies apply. Exceptionally, during the Ordinary General Meeting, the proxy holder can deviate from the possible instructions of the shareholder regarding the agenda items that are to be discussed and for which new proposals for resolution were presented, in case the obedience of these instructions could harm the shareholder's interests. The proxy holder is to notify the shareholder thereof.

Right to ask questions

Shareholders who comply with the formalities to be admitted to the Ordinary General Meeting can in writing (before the ordinary general meeting) ask questions to the Directors and/or the Auditor.

Written questions can be submitted as from the publication of the convening notice and must be delivered to the company on **Wednesday 21 April 2021** at the latest (Deceuninck NV – Attn. Legal Department – Bruggesteeweg 360 – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com). Only written questions submitted by shareholders who comply with the formalities that must be fulfilled in order to be admitted to the meeting, and who thus have proven to have the status of shareholder on the Registration Date and have confirmed their attendance to the Ordinary General Meeting within the prescribed timeframe to the company, will be answered during the meeting.

Availability of documents

All documents relating to this Ordinary General Meeting and to be made available in accordance with the law, can be consulted as of today on the website of Deceuninck (www.deceuninck.com).

During office hours, the shareholders, the holders of subscription rights and the bondholders may obtain a copy of these documents free of charge at the registered office (Bruggesteeweg 360, 8830 Hooglede). Each deadline mentioned in this convening notice means the final date on which the concerned notification must be received by the company.

DATA PROTECTION

The company is responsible for the processing of personal data it receives from, or collects about, shareholders, the holders

of warrants and stock options issued by the company, and proxy holders in the context of the general meetings. The processing of such data will be carried out for the purpose of the organization and conduct of the general meetings. The data include, amongst others, identification data, the number and type of shares, warrants and stock options issued by the company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of services to the company in connection with the foregoing. The processing of such data will be carried out, mutatis mutandis, in accordance with Deceuninck's privacy policy, available <http://www.deceuninck.com/en/terms-of-use.aspx>. For more information or complaints regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at eline.dujardin@deceuninck.com.

The Board of Directors.