

**“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**

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**PROXY**  
**ORDINARY GENERAL MEETING OF DECEUNINCK NV (the “Company”)**  
**dated Tuesday 25 April 2023 at 4 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**, a listed company in the sense of art. 1:11 BCA, 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 Ordinary General Meeting of shareholders of Deceuninck NV to be held on **Tuesday 25 April 2023 at 4 p.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. Presentation of the reports of the board of directors and the statutory auditor on the financial year ended 31 December 2022**

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

**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 2022**

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

**3. Presentation and approval of the 2022 remuneration report**

For                       Against                       Abstain

**4. Presentation and approval of the 2023 remuneration policy**

For                       Against                       Abstain

**5. Approval of the annual accounts with regard to the financial year ended 31 December 2022 and profit or loss appropriation**

(i) Approval of the annual accounts  
For                       Against                       Abstain

(ii) Approval of the profit appropriation and the proposal set the gross dividend at € 0.07  
For                       Against                       Abstain

**6. Discharge to the members of the board of directors and the statutory auditor**

(i) Discharge to the members of the board of directors  
For                       Against                       Abstain

(ii) Discharge to the statutory auditor  
For                       Against                       Abstain

**7. Reappointment and appointment of directors**

(i) Reappointment of Beneconsult BV, with permanent representative Mr. Francis Van Eeckhout, as non-executive director  
For                       Against                       Abstain

- (ii) Confirmation of the mandate of PVO Advisory BV, with permanent representative Mr. Paul Van Oyen, as independent director  
For                       Against                       Abstain

**8. Reappointment of BV PwC Bedrijfsrevisoren as statutory auditor**

For                       Against                       Abstain

**9. Determination of the remuneration of directors and grant of warrants to non-executive directors**

- (i) Remuneration of directors  
For                       Against                       Abstain

- (ii) Grant of subscription rights to non-executive directors: President: 30,000 – other non-executive directors: 15,000  
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 **Wednesday 19 April 2023** 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