

REGULATED INFORMATION  
CONVENING NOTICE ORDINARY GENERAL MEETING

23 April 2024

**“Deceuninck”**  
**A Public Limited Company**  
**Listed company in the sense of article 1:11 of the BCA**  
**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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## CONVENING NOTICE ORDINARY GENERAL MEETING

The Board of Directors has the honour to invite the shareholders, holders of subscription rights and the statutory auditor to attend the ordinary general meeting to be held at the registered office of the company in 8830 Hooglede-Gits, Bruggesteeweg 360, on **Tuesday 23 April 2024, at 4:00 p.m.**, with the following agenda and proposals for resolution:

**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 2023.
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 2023.
3. Presentation and approval of the 2023 remuneration report.  
*Proposal for resolution: The general meeting approves the remuneration report relating to the board members, persons in charge of the daily management and other members of executive management, as included in the Corporate Governance Statement in the annual report of the board of directors on the financial year ended 31 December 2023.*
4. Presentation and approval of the 2024 remuneration policy.  
*Proposal for resolution: The general meeting approves the remuneration policy with respect to the board members, 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 BCA.*
5. Approval of the annual accounts with regard to the financial year ended 31 December 2023 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 2023.*
  - 5.2. *The general meeting approves the profit appropriation as proposed by the board of directors and sets the gross dividend at 0.08 euros per fully paid share.*
6. Resignation of a director - discharge  
*Proposal for resolution:*  
*The general meeting takes note of the resignation of Mr Bruno Humblet, permanent representative of HumbleBee Partners BV, as a director of the company with effect from 29 February 2024. The general meeting grants discharge to Mr Bruno Humblet, permanent representative of HumbleBee Partners BV, for exercising his mandate during the financial year ended 31 December 2023.*

7. Discharge to the members of the board of directors and the statutory auditor.  
Proposal for resolution:  
7.1 The general meeting grants discharge to the members of the board of directors for exercising their mandate during the financial year ended 31 December 2023.  
Proposal for resolution:  
7.2 The general meeting grants discharge to the statutory auditor for exercising her mandate during the financial year ended 31 December 2023.
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 2023 at 490,000.00 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.

## 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 9 April 2024 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 or the company, at the latest on **Wednesday 17 April 2024**. 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 or the company at the latest on **Wednesday 17 April 2024**.

### Notification

In addition to the above registration, the shareholders whose securities are registered on the Registration Date must notify the company on **Wednesday 17 April 2024** at the latest, that they intend to attend the Ordinary General Meeting (Deceuninck NV - Attn. Legal Department - Bruggesteeweg 360 – 8830 Hooglede or by e-mail: [generalmeeting@deceuninck.com](mailto: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 may attend, but only have an advisory vote at the Ordinary 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 17 April 2024** at the latest. (Deceuninck NV – Attn: Legal Department - Bruggesteeweg 360 – 8830 Hoogdele-Gits or by e-mail: [generalmeeting@deceuninck.com](mailto:generalmeeting@deceuninck.com)).

Each appointment of a proxy holder shall be done in conformity with the applicable Belgian legislation, in particular regarding concerning conflicts of interest and the keeping of a register of the voting 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 1 April 2024** 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 Hoogdele or by e-mail: [generalmeeting@deceuninck.com](mailto: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 8 April 2024** 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 both orally (during the meeting) and 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 17 April 2024** at the latest (Deceuninck NV – Attn. Legal Department – Bruggesteeweg 360 – 8830 Hoogdele or by e-mail: [generalmeeting@deceuninck.com](mailto: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](http://www.deceuninck.com)).

During office hours, the shareholders, the holders of subscription rights may obtain a copy of these documents free of charge at the registered office (Bruggesteeweg 360, 8830 Hoogdele). 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 subscription rights 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, subscription rights 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](mailto:eline.dujardin@deceuninck.com).

The Board of Directors.