

REGULATED INFORMATION
CONVENING NOTICE ORDINARY GENERAL MEETING

April 22, 2025

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 8830 Hooglede-Gits, Bruggesteeweg 360
Register of Legal Entities Ghent, division Kortrijk VAT BE 0405.548.486
(the Company)

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 at 8830 Hooglede-Gits, Bruggesteeweg 360, on **Tuesday, April 22, 2025, at 4:00 p.m.**, with the following agenda and proposals for resolution:

A G E N D A

- 1. Presentation of the statutory and consolidated financial statements for the financial year ended December 31, 2024, of the annual reports of the Board of Directors and of the auditor's reports relating to the aforementioned financial statements**
- 2. Approval of the statutory financial statements for the financial year ended December 31, 2024, and allocation of the result**

Proposals for resolution:

- 2.1. The general meeting approves the financial statements relating to the financial year ended December 31, 2024.*
- 2.2. The general meeting approves the result as proposed by the Board of Directors and sets the gross dividend at EUR 0.08 per fully paid-up share.*

- 3. Approval of the remuneration report for the financial year ended December 31, 2024**

In accordance with the Code on Companies and Associations, the general meeting must approve the remuneration report each year by separate vote. This report includes a description of the remuneration policy applicable in 2024 and information on the remuneration of the members of the Board of Directors, the persons charged with day-to-day management and the other members of the executive management.

Proposal for resolution:

- 3.1. The general meeting approves the Company's remuneration report as included in the Corporate Governance Statement in the annual report of the Board of Directors for the financial year ended December 31, 2024.*

- 4. Approval of the remuneration policy**

In accordance with the Code on Companies and Associations, the Company must draw up a remuneration policy and submit it to the vote of the general meeting in the event of changes.

Proposal for resolution:

- 4.1. *The general meeting approves the remuneration policy with regard to the directors, the persons charged with the day-to-day management and the other members of the executive management, drawn up in accordance with Article 7:89/1 CCA.*

5. Discharge to the members of the Board of Directors and to the auditor

Proposals for resolution:

- 5.1. *By separate vote and in accordance with Article 7:149 of the Code on Companies and Associations, the general meeting discharges the members of the Board of Directors from the mandate they fulfilled during the financial year ended 31 December 2024.*
- 5.2. *By separate vote and in accordance with Article 7:149 of the Code on Companies and Associations, the general meeting discharges the auditor from the mandate he fulfilled during the financial year ended 31 December 2024.*

6. Appointment and reappointment of directors

Proposals for resolution:

- 6.1. *On proposal of the Board of Directors and upon advice from the Remuneration and Nomination Committee, the general meeting decides to reappoint Venture Consult BV, with permanent representative Mrs Benedikte Boone, as non-executive director of the Company. The mandate runs for a period of four years until the closing of the general meeting in 2029.*
- 6.2. *On proposal of the Board of Directors and upon advice from the Remuneration and Nomination Committee, the general meeting decides to reappoint Marcel Klepfisch SAS, with permanent representative Mr Marcel Klepfisch, as non-executive director of the Company. The mandate runs until the closing of the general meeting in 2029.*
- 6.3. *On proposal of the Board of Directors and upon advice from the Remuneration and Nomination Committee, the general meeting decides to appoint Ann Vereecke BV, with permanent representative Mrs Ann Vereecke, as independent director of the Company. Ann Vereecke BV, whose permanent representative is Mrs. Ann Vereecke, meets the functional, family and financial criteria of independence imposed by Article 7:87 of the Code on Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020. The mandate runs until the closing of the general meeting in 2029.*

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

7. Determination of the remuneration of directors

On the recommendation of the Remuneration and Nomination Committee, the Board of Directors proposes the following director remuneration:

Proposal for resolution:

- 7.1. *The general meeting sets the aggregate fixed directors' fees of the non-executive members of the Board of Directors for the financial year ended December 31, 2024, at 393,664 euros and authorizes the Board of Directors to distribute the fees to the directors.*

8. Appointment of auditor for limited assurance of sustainability information

Proposal for resolution:

- 8.1. *On the proposal of the board of directors, acting on the recommendation of the audit committee and on the proposal of the works council, the general meeting appoints the auditor PwC Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Culliganlaan 5, for the assignment related to the limited assurance on the sustainability information*

of the company for a term of two years. In accordance with Article 3:60 §2 CCA, this company appoints Wouter Coppens BV, with Wouter Coppens, auditor, as its permanent representative to exercise the mandate. The mandate expires after the general meeting that must approve the sustainability information as of December 31, 2025.

The general meeting confirms that PwC Bedrijfsrevisoren BV has been instructed to also report on the sustainability information as of December 31, 2024.

The remuneration for this assignment amounts to EUR 135,000 before December 31, 2024 (plus VAT, expenses and IBR contribution) subject to annual adjustments based on the evolution of the consumer price index or as agreed between the parties.

ATTENDANCE FORMALITIES

In order to exercise their rights at this ordinary general meeting, the holders of shares and the holders of subscription rights must comply with the following provisions, described in article 7:134, §2 of the Code on Companies and Associations and article 29 of the articles of association of the Company:

Registration procedure

Only persons who are shareholders on the Record Date, being **Tuesday, April 8, 2025 at midnight (Belgian time – GMT+1)**, are entitled to participate in and vote at the ordinary general meeting.

For holders of registered shares

The holders of registered shares must be registered on the Record Date in the register of registered shares of Deceuninck NV for the number of shares with which they wish to participate in the ordinary general meeting.

For holders of dematerialised shares

The dematerialised shares with which the shareholders wish to participate in the ordinary general meeting must be registered in their accounts with an accredited account holder or with a clearing institution on the Record Date. Ownership of the number of dematerialised shares on the Record Date will be determined on the basis of the confirmation transmitted to Degroof Petercam or the Company by the accredited account holder or clearing institution no later than **Wednesday, April 16, 2025**. Ownership can also be established on the basis of the certificate that the shareholder obtained from the accredited account holder or clearing institution and that he/she transfers to Degroof Petercam or the Company by **Wednesday, April 16, 2025** at the latest.

Notification

In addition to the registration mentioned above, shareholders whose securities are registered on the Record Date must notify the Company no later than **Wednesday, April 16, 2025** that they wish to participate in the ordinary general meeting (Deceuninck NV - Attn. Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits or by e-mail: generalmeeting@deceuninck.com). Holders of dematerialised shares may, if they wish, request the accredited account holder or the clearing institution to notify confirmation of their attendance at the same time as confirmation of their registration.

Only persons who are shareholders on the Record Date and who have notified the Company of their participation in the ordinary general meeting within the prescribed time limits are entitled to participate in the ordinary general meeting and to exercise their vote. Holders of subscription rights may attend the ordinary general meeting, but only with an advisory vote.

Proxies

In accordance with Article 7:143 of the Code on Companies and Associations and Article 31 of the Articles of Association of the Company, each shareholder with voting rights may participate in the meeting in his own name or may be represented by a proxy holder. Shareholders wishing to be represented at the ordinary general meeting must complete the proxy form (available at the Company's registered office, from Degroof Petercam or at <http://www.deceuninck.com/en/shareholder-meetings.aspx>) and return it to the Company no later than **Wednesday, April 16, 2025** (Deceuninck NV – Attn. Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits or by e-mail: generalmeeting@deceuninck.com).

Any appointment of a proxy holder must be made in accordance with the applicable Belgian legislation, in particular regarding conflicts of interest and the maintenance of a register of voting instructions.

The right to add agenda items and submit proposals for decisions

In accordance with Article 7:130 of the Code on Companies and Associations, one or more shareholders who together hold at least 3% of the Company's share capital may, not later than on **Monday, March 31, 2025**, request to have items listed on the agenda of the ordinary general meeting and submit proposals for resolutions regarding items included or to be included on the agenda.

The shareholder exercising this right must meet the following two conditions:

- be able to prove that he holds the aforementioned percentage on the date of his request; and
- be able to demonstrate that he is still a shareholder of at least 3% of the share capital on the Record Date (either on the basis of a certificate of registration of the shares in the register of registered shares of Deceuninck NV, or on the basis of a certificate drawn up by an approved account holder or clearing institution showing that the relevant number of dematerialised shares is registered in their name on account).

Requests can be sent in writing (Deceuninck NV – Attn. Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits or by e-mail: generalmeeting@deceuninck.com).

The Company will acknowledge receipt of the requests by e-mail or letter within 48 hours of receipt. Where appropriate, the Company will publish a completed agenda no later than **Monday, April 7, 2025**.

Nevertheless, proxies that were notified to the Company before the publication of a supplemented agenda shall remain valid for the agenda items to be discussed to which they apply. By way of exception to the foregoing, the proxy holder may, for the agenda items to be dealt with for which new proposals for resolution have been submitted, deviate during the ordinary general meeting from any instructions given by the shareholder, if the execution of those instructions could prejudice the interests of the shareholder. The proxy holder must notify the shareholder accordingly.

The right to ask questions

In accordance with Article 7:139 of the Code on Companies and Associations, shareholders who comply with the formalities to be admitted to the ordinary general meeting may ask questions to the directors and/or the auditor both orally (during the meeting) and in writing (before the ordinary general meeting).

Written questions may be submitted in accordance with Article 7:134 of the Code on Companies and Associations from the publication of the notice convening the ordinary general meeting and must be delivered to the Company no later than **Wednesday, April 16, 2025** (Deceuninck NV – Attn. Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits or by e-mail: generalmeeting@deceuninck.com). Only the written questions submitted by shareholders who have complied with the formalities to be fulfilled in order to be admitted to the meeting, and who have thus proven that they have the capacity of shareholders on the Record Date and have notified the Company of their participation in the ordinary general meeting within the prescribed period, will be answered at the meeting.

Availability of documents

In accordance with Article 7:129 of the Code on Companies and Associations, all documents relating to this general meeting and which must be made available in accordance with the law can be consulted from today on the Deceuninck website (www.deceuninck.com).

Shareholders and holders of subscription rights can also obtain a copy of these documents free of charge from today during office hours at the registered office (Bruggesteeweg 360, 8830 Hooglede-Gits).

Any deadline specified in this notice shall mean the deadline by which the relevant notice must be received by the Company.

DATA PROTECTION

The Company is responsible for the processing of personal data that it receives from, or collects about, shareholders, the holders of subscription rights issued by the Company, and proxies in the context of the general meeting. The processing of such data will be carried out for the purpose of organising and conducting the general meetings. The data include, among other things, identification data, the number and type of shares, subscription rights issued by the Company, proxies and voting instructions. This information may also be transferred to third parties for the purpose of providing certain 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 at <http://www.deceuninck.com/en/terms-of-use.aspx>. For further information or complaints regarding the processing of personal data by or on behalf of the Company, the Company can be contacted by email at eline.dujardin@deceuninck.com.

The Board of Directors