

REGULATED INFORMATION  
CONVENING NOTICE ORDINARY GENERAL MEETING

April 28, 2026

**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)**

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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 Company's registered office at 8830 Hooglede-Gits, Bruggesteeweg 360, on **Tuesday, April 28, 2026, at 4:00 p.m.**, with the following agenda and proposals for resolutions:

**AGENDA**

- 1. Presentation of the statutory and consolidated financial statements for the financial year ended December 31, 2025, of the annual reports of the Board of Directors, and the auditor's reports relating to the aforementioned financial statements**
- 2. Approval of the statutory financial statements for the financial year ended December 31, 2025, 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, 2025.*
- 2.2. The general meeting approves the result as proposed by the Board of Directors and sets the gross dividend at 0.09 euros per fully paid-up share.*

- 3. Approval of the remuneration report for the financial year ended December 31, 2025**

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 2025 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, 2025.*

- 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 of Companies and Associations, the general meeting grants discharge to the members of the Board of Directors for the mandate they fulfilled during the financial year ended December 31, 2025.*
- 5.2. *By separate vote and in accordance with Article 7:149 of the Code of Companies and Associations, the general meeting grants discharge to the auditor for the mandate fulfilled during the financial year ended December 31, 2025.*

## 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 Homeport Investment Management BV, with permanent representative Mr. Wilhelmus Hendrix, as independent director of the Company. The mandate runs for a period of four years. Homeport Investment Management BV, with permanent representative Mr. Wilhelmus Hendrix, meets the functional, family, and financial criteria for independence imposed by Article 7:87 of the Code of 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 2030.*
- 6.2. *On proposal of the Board of Directors and upon advice from the Remuneration and Nomination Committee, the general meeting decides to appoint P.O. Management BV, with permanent representative Mr. Koen Verhaert, as an independent director of the Company. The mandate runs for a period of four years. P.O. Management BV, with permanent representative Mr. Koen Verhaert, meets the functional, family, and financial criteria for independence imposed by Article 7:87 of the Code of 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 2030.*

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, 2025 at 534,500 euros and authorizes the Board of Directors to distribute the fees to the directors.*

## 8. Reappointment of the auditor

The general shareholders' meeting takes note of the expiration of the mandate of PwC Bedrijfsrevisoren BV as of the date of the general shareholders' meeting on April 28, 2026.

### Proposal for resolution:

*On proposal of the audit committee the general meeting reappoints BV PwC Bedrijfsrevisoren, with registered office at 1831 Diegem, Culliganlaan 5, as auditor for a term of three years for the audit of the Company's annual accounts for the following three financial years. This company has appointed Wouter Coppens BV, with permanent representative Mr. Wouter Coppens, auditor, as the representative authorized to represent it and charged with exercising the mandate in the name and on behalf of the BV. The mandate expires after the general shareholders' meeting held to deliberate on the financial statements as at December 31, 2028.*

*The remuneration for this assignment amounts to EUR 275,902 per year (excl. VAT).*

## 9. Reappointment of the auditor for limited assurance of the sustainability information

The general shareholders' meeting takes note of the expiration of the mandate of PwC Bedrijfsrevisoren BV as of the date of the general shareholders' meeting on April 28, 2026.

### Proposal for resolution:

*On proposal of the Board of Directors, acting on the recommendation of the audit committee and upon the nomination 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 company's sustainability information for a term of three 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 is required to approve the sustainability information as at December 31, 2028.*

*The remuneration for this assignment amounts to EUR 78,000 per year (excl. VAT).*

## **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 14, 2026, 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 22, 2026**. Ownership may also be established based on 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 no later than **Wednesday, April 22, 2026**.

### **Notification**

In addition to the registration mentioned above, shareholders whose securities are registered on the Record Date must **notify the Company** by no later than Wednesday, April 22, 2026, 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](mailto: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/and/shareholder-meetings.aspx>) and return it **to** the Company no later than Wednesday, April 22, 2026 (Deceuninck NV – Attn. Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits or by e-mail: [generalmeeting@deceuninck.com](mailto: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 request to have items **to be** discussed at the ordinary general meeting listed on the agenda and submit proposals for resolutions regarding items included or to be included on the agenda, no later than Monday, April 6, 2026 .

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](mailto:generalmeeting@deceuninck.com)).

The Company will acknowledge receipt of the requests by e-mail or letter within 48 hours of receipt. If applicable, the Company will publish a completed agenda no later than **Monday, April 13, 2026**.

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 22, 2026** (Deceuninck NV – Attn. Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits or by e-mail: [generalmeeting@deceuninck.com](mailto: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 Articles 7:129 and 7:132 of the Code on Companies and Associations, all documents relating to this general meeting that are required to be made available by law may be consulted as of today on the Deceuninck website ([www.deceuninck.com](http://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 may be contacted by email at [info@deceuninck.com](mailto:info@deceuninck.com).

The Board of Directors