



ETEX NV
PassPort Building
Luchthaven Brussel Nationaal, Gebouw 1K
1930 Zaventem
Register of legal entities RPR 0400.454.404 (Brussels, Dutch-speaking division)
www.etexgroup.com
(the "Company")

**This form must be returned to shareholders@etexgroup.com
at the latest on 15 May 2024 (24:00 CEST)**

Proxy Form

Annual General Shareholders' meetings
to be held on Wednesday 22 May 2024 at 15:00 CEST

The undersigned (the "Undersigned"),

| SHAREHOLDER NATURAL PERSON OR SHAREHOLDER LEGAL PERSON / ENTITY | |
|---|--|
| Name and/or Legal form | |
| Address or Registered office | |
| Representative of the legal person or entity (name and capacity): | |

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| EMAIL ADDRESS | |
| For all correspondence, the Company will use this email address or, in the absence thereof, the last communicated e-mail address. | |

is shareholder of the following number of shares and voting rights issued by the Company:

| | Number of shares | | Voting rights | in joint ownership |
|---|------------------|----------------|---------------|--------------------------|
| | Registered | Dematerialised | | |
| <input type="checkbox"/> Full ownership | | | | <input type="checkbox"/> |
| <input type="checkbox"/> Usufructuary | | | | <input type="checkbox"/> |
| <input type="checkbox"/> Bare owner | | | | <input type="checkbox"/> |

APPOINTS hereby as his/her special proxyholder:

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| Mr./Mrs: In the absence of explicit appointment above, proxy is deemed to be given to the Chairman of the annual shareholders' meeting (with the possibility of sub-delegation and/or substitution) ¹ |
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who AGREES to be so appointed, and whom the Undersigned GRANTS full powers to:

- I. represent the shareholder at the annual shareholders' meeting of Etex NV to be held on Wednesday 22 May 2024 at 15:00 CEST at the offices of the Company or at such other place indicated at that place at that time, with the following agenda:

¹ The Chairman of the Company will only vote in execution of the proxy in accordance with the specific voting instructions set out in the proxy. In the absence of specific voting instruction, or if, for whatever reason, there is a lack of clarity with regards to the voting instructions given, he will vote "Abstain" on the proposed resolutions supported by the board of directors.

Agenda of the annual shareholders' meeting

| Voting instruction – (please tick the box of your choice) | |
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| 1. | <p>Reports on the statutory financial statements</p> <p>Submission of, and discussion on, the annual report of the board of directors and the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2023.</p> <p style="text-align: center;">No vote is required.</p> |
| 2. | <p>Approval of the statutory financial statements, allocation of the result and setting of dividend</p> <p>Approval of the statutory financial statements for the financial year ended on 31 December 2023, and of the proposed allocation of the result.</p> <p><i>Proposed resolution:</i> The shareholders' meeting approves the statutory financial statements for the financial year ended on 31 December 2023, including the allocation of the result as proposed by the board of directors and the distribution of a gross dividend of EUR 1.03 per share*. The dividend will be payable as of 1 July 2024.</p> <p><i>* For information purposes only, the net dividend will be EUR 0.721 per share in case of 30% Belgian withholding tax.</i></p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| 3. | <p>Reports on the consolidated financial statements</p> <p>Submission of, and discussion on, the annual report of the board of directors and the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2023.</p> <p style="text-align: center;">No vote is required.</p> |
| 4. | <p>Consolidated financial statements</p> <p>Submission of, and discussion on, the consolidated financial statements for the financial year ended on 31 December 2023.</p> <p style="text-align: center;">No vote is required.</p> |
| 5. | <p>Discharge from liability to the directors</p> <p><i>Proposed resolution:</i> The shareholders' meeting grants discharge from liability to each of the directors of the Company (including the permanent representative of the legal entities that are directors of the Company) who were in office during the financial year ended on 31 December 2023 for the performance of their duties during said financial year.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| 6. | <p>Discharge from liability to the statutory auditor</p> <p><i>Proposed resolution:</i> The shareholders' meeting grants discharge from liability to the statutory auditor of the Company who was in office during the previous financial year, for the performance of his mandate during that financial year.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |

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| <p>7.</p> | <p>Re-appointment of JoVB BV (represented by its permanent representative Mr. Johan Van Biesbroeck) as independent director</p> <p>Taking into account the advice of the Company’s People Committee, the board of directors recommends adopting the following resolution:</p> <p><i>Proposed resolution:</i> The shareholders’ meeting re-appoints JoVB BV with register of legal entities number 0631.735.759 and registered office at Trolieberg 16, 3010 Leuven, represented by its permanent representative Mr. Johan Van Biesbroeck, as independent director of the Company for a term up to and including the closing of the annual shareholders’ meeting to be held in 2027 which will have decided upon the statutory financial statements for the financial year ended on 31 December 2026. The mandate shall be remunerated in accordance with the resolutions of the shareholders’ meeting of 26 May 2021. JoVB BV meets the independence criteria of article 7:87 of the Belgian Code of Companies and Associations and Principle 3.5 of the Belgian Corporate Governance Code 2020. The board of directors is not aware of any element that could call this independence into question.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| <p>8.</p> | <p>Re-appointment of ARGALI CAPITAL BV (represented by its permanent representative Mr. Pascal Emsens) as director</p> <p>Taking into account the advice of the Company’s People Committee, the board of directors recommends adopting the following resolution:</p> <p><i>Proposed resolution:</i> The shareholders’ meeting re-appoints ARGALI CAPITAL BV with register of legal entities number 0688.846.488 and registered office at Louis Vercauterenlaan 25, 1160 Oudergem, represented by its permanent representative Mr. Pascal Emsens, as director of the Company for a term up to and including the closing of the annual shareholders’ meeting to be held in 2027 which will have decided upon the statutory financial statements for the financial year ended on 31 December 2026. The mandate shall be remunerated in accordance with the resolutions of the shareholders’ meeting of 26 May 2021.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| <p>9.</p> | <p>Re-appointment of CT IMPACT BV (represented by its permanent representative Mrs. Caroline Thijssen) as director</p> <p>Taking into account the advice of the Company’s People Committee, the board of directors recommends adopting the following resolution:</p> <p><i>Proposed resolution:</i> The shareholders’ meeting re-appoints CT IMPACT BV with register of legal entities number 0764.899.636 and registered office at avenue Louis Jasmin 69, 1150 Woluwe-Saint-Pierre, represented by its permanent representative Mrs. Caroline Thijssen, as director of the Company for a term up to and including the closing of the annual shareholders’ meeting to be held in 2027 which will have decided upon the statutory financial statements for the financial year ended on 31 December 2026. The mandate shall be remunerated in accordance with the resolutions of the shareholders’ meeting of 26 May 2021.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |

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| 10. | <p>Re-appointment of Tee&Tee BV (represented by its permanent representative Mr. Thierry Vanlancker) as director</p> <p>Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:</p> <p><i>Proposed resolution:</i> The shareholders' meeting re-appoints Tee&Tee BV with register of legal entities number 0798.401.060 and registered office at Pater Nuyenslaan 46, 2970 Schilde, represented by its permanent representative Mr. Thierry Vanlancker, as director of the Company for a term up to and including the closing of the annual shareholders' meeting to be held in 2027 which will have decided upon the statutory financial statements for the financial year ended on 31 December 2026. The mandate shall be remunerated in accordance with the resolutions of the shareholders' meeting of 26 May 2021.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| 11. | <p>Appointment of OSICS BV (represented by its permanent representative Mr. Fabrice Le Garrec) as director</p> <p>Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:</p> <p><i>Proposed resolution:</i> The shareholders' meeting appoints OSICS BV with register of legal entities number 0689.923.881 and registered office at Sijjeslaan 3, 3080 Tervuren, represented by its permanent representative Mr. Fabrice Le Garrec, as director of the Company for a term up to and including the closing of the annual shareholders' meeting to be held in 2027 which will have decided upon the statutory financial statements for the financial year ended on 31 December 2026. The mandate shall be remunerated in accordance with the resolutions of the shareholders' meeting of 26 May 2021.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| 12. | <p>Appointment of FFGP Holding BV (represented by its permanent representative Mr. Gabriel de l'Escaille) as director</p> <p>Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:</p> <p><i>Proposed resolution:</i> The shareholders' meeting appoints FFGP Holding BV with register of legal entities number 0768.469.533 and registered office at avenue Maréchal Ney 78, 1180 Uccle, represented by its permanent representative Mr. Gabriel de l'Escaille, as director of the Company for a term up to and including the closing of the annual shareholders' meeting to be held in 2027 which will have decided upon the statutory financial statements for the financial year ended on 31 December 2026. The mandate shall be remunerated in accordance with the resolutions of the shareholders' meeting of 26 May 2021.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| 13. | <p>Appointment of the statutory auditor</p> <p>Taking into account the advice of the Company's Risk and Audit Committee, the board of directors recommends adopting the following resolution:</p> <p><i>Proposed resolution:</i> The shareholders' meeting appoints the firm PwC Bedrijfsrevisoren BV/PwC Reviseurs d'Entreprises SRL, having its registered address at 1831 Diegem, Culliganlaan 5, as statutory auditor for a period of three years. In compliance with article 3:60 BCCA, the aforementioned firm designates Peter Van den Eynde BV (B00593), registered auditor, as</p> |

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| | <p>representative, to carry out the appointment, at its turn represented by Peter Van den Eynde, registered auditor as well. The appointment will expire at the end of the general meeting called to approve the annual accounts for the year ending 31 December 2026. The statutory auditor's annual fees, for the audit of the statutory and consolidated accounts of ETEX NV, add up to EUR 563.066 (plus VAT, out-of-pocket expenses, the IRE/IBR fee and lump sum expense as reimbursement for technology and compliance costs), and shall be adapted each year, based on the consumer price index or with the parties' agreement.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input type="checkbox"/></p> |
| <p>14.</p> | <p>Filing – Powers</p> <p><i>Proposed resolution:</i> The shareholders' meeting grants powers to the Company Secretary of the Company with power to substitute, for any publication formalities in relation to the above resolutions.</p> <p style="text-align: center;">For <input type="checkbox"/> Against <input type="checkbox"/> Abstention <input checked="" type="checkbox"/></p> |

The special proxy holder is also authorised to:

- II. in the name of and on behalf of the Undersigned, to sign the attendance list and minutes, to participate in all deliberations, to vote with respect to all decisions or items that can, pursuant to this agenda, be presented to said meeting.
- III. in general, to do all that appears necessary and/or useful for the exercise of this power of attorney.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxyholder.

In the absence of an explicit appointment of a special proxyholder, the chairman of the Company is appointed as special proxy holder. The Undersigned acknowledges that the chairman of the Company, in his capacity as a director and/or shareholder of the Company, may be in a situation of conflict of interest within the scope of the powers vested in him under this power of attorney. The Undersigned irrevocably waives any rights he/she would have under Article 1.8, §6 of the Civil Code, including the right to invoke the nullity of any act performed by the special proxyholder under this power of attorney due to the existence of a conflict of interest.

In (complete place), on.....2024 (complete date)

Signature(s)

Name: