

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”)

Convocation
Annual General Shareholders’ meeting
to be held on Wednesday 22 May 2024 at 15:00 CEST

The board of directors invites the shareholders of the Company to attend the annual general shareholders’ meeting of the Company (the “Meeting”).

General information

- **Date, hour and venue:** the Meeting will be held on Wednesday 22 May 2024 at 15:00 CEST at the registered office of the Company, PassPort Building, Luchthaven Brussel Nationaal, Gebouw 1K, 1930 Zaventem. The annual shareholders’ meeting will validly deliberate and decide on the items on its agenda, regardless of the number of shares present or represented.
- **Opening of the doors:** in order to facilitate the keeping of the attendance list on the day of the Meeting, the shareholders and/or their representatives are invited to register as of 14:00 CEST.
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Agenda of the annual shareholders’ meeting

1. Reports on the statutory financial statements

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.

2. Approval of the statutory financial statements, allocation of the result and setting of dividend

Approval of the statutory financial statements for the financial year ended on 31 December 2023, and of the proposed allocation of the result.

Proposed resolution: 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.

** For information purposes only, the net dividend will be EUR 0.721 per share in case of 30% Belgian withholding tax.*

3. Reports on the consolidated financial statements

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.

4. Consolidated financial statements

Submission of, and discussion on, the consolidated financial statements for the financial year ended on 31 December 2023.

5. Discharge from liability to the directors

Proposed resolution: 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.

6. Discharge from liability to the statutory auditor

Proposed resolution: 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.

7. Re-appointment of JoVB BV (represented by its permanent representative Mr. Johan Van Biesbroeck) as independent director

Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:

Proposed resolution: 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.

8. Re-appointment of ARGALI CAPITAL BV (represented by its permanent representative Mr. Pascal Emsens) as director

Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:

Proposed resolution: 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.

9. Re-appointment of CT IMPACT BV (represented by its permanent representative Mrs. Caroline Thijssen) as director

Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:

Proposed resolution: 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.

10. Re-appointment of Tee&Tee BV (represented by its permanent representative Mr. Thierry Vanlancker) as director

Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:

Proposed resolution: 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.

11. Appointment of OSICS BV (represented by its permanent representative Mr. Fabrice Le Garrec) as director

Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:

Proposed resolution: 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.

12. Appointment of FFGP Holding BV (represented by its permanent representative Mr. Gabriel de l'Escaille) as director

Taking into account the advice of the Company's People Committee, the board of directors recommends adopting the following resolution:

Proposed resolution: 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.

13. Appointment of the statutory auditor

Taking into account the advice of the Company's Risk and Audit Committee, the board of directors recommends adopting the following resolution:

Proposed resolution: 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 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.

14. Filing – Powers

Proposed resolution: 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.

No quorum: *There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual shareholders' meeting.*

Voting and majority: *Each share shall have one vote except for shares meeting the conditions set out in article 7:53 BCCA which will have double voting rights compared to other shares representing the same share of the capital (pursuant to article 30 of the Articles of Association of the Company). In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the annual shareholders' meeting shall be passed if they are approved by a simple majority of votes validly cast by the shareholders.*

Conditions of admission to the Meeting

Shareholders who wish to participate to the Meeting of the Company should take into account the conditions of admission described below:

Holders of registered shares

Holders of registered shares must ensure that the Company by the latest on Wednesday 15 May 2024 (24:00 CEST) receives a confirmation of their intention to participate to the Meeting of the Company by sending the completed and signed notification of participation by e-mail to shareholders@etexgroup.com or by mail to the

registered office of the Company (c/o Company Secretary).

Holders of dematerialised shares

Holders of dematerialised shares must ensure that the Company by the latest on Wednesday 15 May 2024 (24:00 CEST) receives a certificate issued by the recognised account holder or by the settlement institution stating the unavailability of the shares until the date of the Meeting either by e-mail to shareholders@etexgroup.com, by mail to the registered office of the Company (c/o Company Secretary) or at an agency of any of the following institutions: Belfius Bank or Degroof Petercam Bank.

How to vote by letter?

The shareholders who wish to vote by means of a letter are requested to use the Voting Letter Form established by the board of directors and that is made available on the website (www.etexgroup.com).

The fully completed and signed Voting Letter Form must be received by the Company at the latest on Wednesday 15 May 2024 (24:00 CEST) either by e-mail to shareholders@etexgroup.com or by mail to the registered office of the Company (c/o Company Secretary).

How to vote by proxy?

The shareholders who wish to be represented by means of a proxy are requested to use the Proxy Form established by the board of directors and that is made available on the website (www.etexgroup.com).

The fully completed and signed Proxy Form must be received by the Company at the latest on Wednesday 15 May 2024 (24:00 CEST) either by e-mail to shareholders@etexgroup.com or by mail to the registered office of the Company (c/o Company Secretary).

The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest.

Access to the meeting room

The individuals who attend the Meeting in their capacity as owners of shares or as holders of proxies or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room.

Right to ask questions

Shareholders who attend the Meeting in person have the right to raise questions to the directors or the statutory auditor of the Company with respect to the items on the agenda at the Meeting. Shareholders who wish to submit written questions to the directors or the statutory auditor of the Company with respect to the items on the agenda must ensure that the written questions are received by the Company at the latest on Wednesday 15 May 2024 (24:00 CEST) either by e-mail to shareholders@etexgroup.com or by mail to the registered office (c/o Company Secretary).

Available information

The documents to be submitted to the Meeting as referred to in the agenda of the Meeting are available, free of charge, at the registered office of the Company and on the Company's website (www.etexgroup.com).

Data Protection

The Company is responsible for processing the personal data it receives from shareholders and proxyholders in the context of the Meeting, in accordance with applicable law, including the General Data Protection Regulation (GDPR). Such data will be used for the purposes of analysing and administering the attendance and voting process in connection with the Meeting. For more information, please consult the Privacy Notice for Shareholders which is available on the Company's website (www.etexgroup.com).

You can receive information about the processing of your personal data or exercise your rights by sending a request to the Company to the following e-mail address: shareholders@etexgroup.com.

Practical information

Shareholders wishing to obtain more information about the manner of participation in the Meeting are requested to contact the Company:

ETEX NV
Shareholders' Meeting Administration
PassPort Building
Luchthaven Brussel Nationaal, Gebouw 1K
1930 Zaventem
E-mail: shareholders@etexgroup.com

The board of directors