

# Van de Velde

## **Notice convening the ordinary and extraordinary shareholders' meeting of Wednesday 26 April 2023**

The Board of Directors of the NV that has made a public offering "VAN DE VELDE" with registered office at Lageweg 4, 9260 Schellebelle, with company registration number 0448.746.744, register of legal entities Ghent, division Dendermonde, invites its shareholders on Wednesday 26 April 2023 at 5 pm, at the registered office to participate in the ordinary and extraordinary shareholders' meeting.

### **Agenda of the extraordinary shareholders' meeting of 26 April 2023**

**1. Authorisation to the Board of Directors to destroy acquired own shares and accordingly supplement point 2. 'Acquisition of the Company's own shares' under "TRANSITIONAL STIPULATIONS" of the articles of association.**

Proposed decision:

The Extraordinary Shareholders' Meeting authorises the Board of Directors of the Company and its direct subsidiaries to destroy acquired own shares of the Company, without requiring further approval or other intervention by the Shareholders' Meeting and without limitation in time.

The Extraordinary Shareholders' Meeting accordingly decides to supplement point 2. 'Acquisition of the Company's own shares' under "TRANSITIONAL STIPULATIONS" of the articles of association *in fine* with the following:

*"The Board of Directors of the Company is explicitly authorised to destroy the acquired own shares of the Company, without requiring further approval or other intervention of the Shareholders' Meeting and without limitation in time. This authorisation shall also apply to the destruction of acquired own shares of the Company by the direct subsidiaries of the Company within the meaning of article 7:221 of the Belgian Code on Companies and Associations, in accordance with the provisions stated therein."*

**2. Authorisation to the Board of Directors to dispose of acquired own shares to personnel, even if the own shares were to be disposed of more than twelve months after their acquisition, and accordingly supplement point 2. 'Acquisition of the Company's own shares' under "TRANSITIONAL STIPULATIONS" of the articles of association.**

Proposed decision:

The Extraordinary Shareholders' Meeting authorises the Board of Directors of the Company and its direct subsidiaries to dispose of acquired own shares of the Company to the Company's personnel or the personnel of its direct subsidiaries, even if the own shares were to be disposed of more than twelve months after their acquisition.

The Extraordinary Shareholders' Meeting accordingly decides to supplement point 2. 'Acquisition of the Company's own shares' under "TRANSITIONAL STIPULATIONS" of the articles of association *in fine* with the following:

*"The Board of Directors of the Company is explicitly authorised to dispose of acquired own shares to the Company's personnel, even if the own shares were to be disposed of more than twelve months after their acquisition. This authorisation shall also apply to the disposal of acquired own shares of the Company by the direct subsidiaries of the Company, within the meaning of article 7:221 of the Belgian Code on Companies and Associations, in accordance with the provision stated therein, to the personnel of the direct subsidiaries of the Company."*

### **3. Powers of attorney.**

#### **a. Power of attorney to the Board of Directors**

##### Proposed decision:

The Extraordinary Shareholders' Meeting authorises the Board of Directors to implement the decisions taken by the Extraordinary Shareholders' Meeting of 26 April 2023.

#### **b. Power of attorney for coordination of the articles of association**

##### Proposed decision:

The Extraordinary Shareholders' Meeting authorises (i) the instrumental notary and/or any employee of the instrumental notary and/or (ii) any notary and/or employee of "Berquin Notarissen", each with right of substitution, to, coordinate the articles of association as a consequence of the aforementioned changes, sign the coordinated articles of association and file them in the electronic database provided for this purpose, in accordance with the relevant legal provisions.

#### **c. Power of attorney for formalities**

##### Proposed decision:

The Extraordinary Shareholders' Meeting authorises, for as much as necessary, Mrs Lore Werbrouck, *General Counsel*, with right of substitution and without prejudice to other existing powers insofar as they are applicable, to fulfil any formality with the office of the clerk of the commercial court for the registration/adjustment of the company data in the Crossroads Bank for Enterprises, and, if necessary, with the Administration for Value Added Tax.

## **Agenda of the ordinary shareholders' meeting of 26 April 2023**

- 1. Reading, discussion and clarification of the consolidated annual financial statements and of the consolidated annual report for the financial year 2022.**
- 2. Cognizance of the statutory and consolidated audit report of the Statutory Auditor for the financial year 2022.**
- 3. Approval of the statutory annual financial statements and the statutory annual report of the financial year 2022.**

Proposed decision: *'The Shareholders' Meeting approves the statutory annual financial statements and the statutory annual report for the financial year ended on 31 December 2022.'*

- 4. Approval of the remuneration report as part of the annual report for the financial year 2022.**

Proposed decision: *'The Shareholders' Meeting approves the remuneration report as part of the annual report for the financial year ended on 31 December 2022.'*

- 5. Approval of the amended remuneration policy.**

Proposed decision: *'The Shareholders' Meeting approves the amended remuneration policy.'*

- 6. Approval of the proposed appropriation of result.**

Proposed decision: *'The Shareholders' Meeting approves the proposed appropriation of result for the financial year ended on 31 December 2022.'*

- 7. Discharge of the members of the Board of Directors and of the Statutory Auditor.**

Proposed decision: *'The Shareholders' Meeting grants discharge by special vote of the Directors and of the Statutory Auditor in post during the financial year 2022 with respect to the exercise of their duties during the financial year.'*

- 8. Appointment and reappointment of directors**

Proposed decision:

*"a) The Shareholders' Meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, Veronique Laureys, as non-executive director for a term of three years until the Ordinary Shareholders' Meeting in 2026;*

*b) The Shareholders' Meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, Greet Van de Velde, as non-executive director for a term of three years until the Ordinary Shareholders' Meeting in 2026;*

*c) The Shareholders' Meeting appoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, PARCinvest BV, permanently*

*represented by Christian Salez, as non-executive director for a term of three years until the Ordinary Shareholders' Meeting in 2026;*

*d) The Shareholders' Meeting appoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee and after a reading of the report of the works council, BVHX BV, permanently represented by Bruno Vanhoorickx, as independent director as described in article 7:87 of the Belgian Code on Companies and Associations, for a term of three years until the Ordinary Shareholders' Meeting in 2026;*

*e) The Shareholders' Meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee and after a reading of the report of the works council, YJC BV, permanently represented by Yvan Jansen, as independent director as described in article 7:87 of the Belgian Code on Companies and Associations, for a term of one year until the Ordinary Shareholders' Meeting in 2024;*

*f) The Shareholders' Meeting appoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee and after a reading of the report of the works council, Executive NV, permanently represented by Dirk Goeminne, as independent director as described in article 7:87 of the Belgian Code on Companies and Associations, for a term of one year until the Ordinary Shareholders' Meeting in 2024;*

*Non-executive directors will receive, for their duty as director, an annual remuneration of 20.000 EUR. Per mandate that these non-executive directors have in the Nomination- and Remuneration committee and/or in the Audit- and Risk committee, they will receive an additional annual remuneration of 5.000 EUR (or 7.500 in case of chairmanship of a committee).*

*g) The Shareholders' Meeting appoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, Karel Verlinde CommV (who was appointed as director by co-option to replace Vucastar BV starting 30 November 2022), permanently represented by Karel Verlinde, as director for a term of three years until the Ordinary Shareholders' Meeting in 2026."*

## **PRACTICAL PROVISIONS**

To attend the meeting, the stockholders of securities are requested to comply with the stipulations of Article 29 of the articles of association.

### **A. Registration and notification of participation**

The stockholders may participate in the Shareholders' Meeting and exercise their voting rights with respect to the securities they hold at midnight (Belgian time) on the Registration date, being **12 April 2023**, for registered shares by their listing in the companies' share register or for dematerialised shares by their registration on the account of a recognised account holder or a settlement institution for the shares this shareholder wishes to participate in the Shareholders' Meeting, regardless the amount of stocks they hold on the day of the Shareholders' Meeting.

For dematerialised shares the shareholder must request a certificate from its recognised account holder, settlement institution or financial intermediary proving the number of shares the shareholder held on the Registration Date and on which basis the shareholder has expressed the intention to participate in the Shareholders' Meeting. The holders of dematerialised shares who wish to attend the meeting must notify a recognised banking institution that they wish to participate in the Shareholders' Meeting and submit the abovementioned certificate no later than **20 April 2023** (before closing time).

The holders of registered stock listed in the share register on the Registration Date who wish to attend the meeting must notify the Board of Directors in writing no later than **20 April 2023** of their intention to attend this meeting and the number of shares on which basis they wish to participate in the Shareholders' Meeting – either by letter to Van de Velde NV, Lageweg 4, 9260 Schellebelle or by email ([sabine.hostens@vandevelde.eu](mailto:sabine.hostens@vandevelde.eu)).

Only individuals that are a shareholder of the company on the Registration Date and that have confirmed their participation as described above are permitted to participate in the Shareholders' Meeting and cast their vote. They will be provided with an attendance card to participate in the meeting.

#### **B. Representation by proxy**

The holders of securities may designate a proxy holder to represent them at the Shareholders' Meeting in accordance with the provisions of Article 30 of the articles of association and should use the proxy form available at the Company's registered office or on the Company website ([www.vandevelde.eu](http://www.vandevelde.eu) – [investor relations – corporate governance – shareholders meeting](#)). These proxy forms must be completed in full, signed and filed with a recognised banking institution or addressed to the company by **20 April 2023** – either by letter to Van de Velde NV, Lageweg 4, 9260 Schellebelle or by email ([sabine.hostens@vandevelde.eu](mailto:sabine.hostens@vandevelde.eu)).

The shareholders are asked to follow the instructions on the proxy form to ensure they are legally represented during the Shareholders' Meeting.

Any designation of a proxy holder must occur in accordance with the applicable Belgian legislation, particularly with regard to conflicts of interest and the keeping of a register.

The shareholders that wish to be represented must comply with the abovementioned registration and confirmation procedure.

#### **C. Adding agenda items**

In accordance with Article 7:130 of the Belgian Code on Companies and Associations, one or more shareholders who individually or jointly hold three per cent (3%) of the capital of the company can have one or more items put on the agenda of the Shareholders' Meeting and submit proposed resolutions with regard to the items on the agenda or to be added to the agenda. These agenda items and/or proposed resolutions must be addressed to the Board of Directors no later than 4 April 2023 – either by letter to Van de Velde NV, Lageweg 4, 9260 Schellebelle or by email ([sabine.hostens@vandevelde.eu](mailto:sabine.hostens@vandevelde.eu)). For more information about these rights and how they are

exercised, see the Company's website ([www.vandeveldede.eu](http://www.vandeveldede.eu) – investor relations – corporate governance – shareholders meeting).

The new agenda will be published at the Company's website no later than **11 April 2023**.

The proxies that are reported to the company prior to the announcement of the new agenda will remain valid for the items on the agenda to which they apply. The proxy holder can deviate from any instructions of the principal with regard to the items on the agenda for which new proposed resolutions have been formulated, if carrying out that instruction would damage the principal's interests. In such cases, the proxy holder must notify the principal of this.

#### ***D. Right to ask questions***

A question-and-answer session is scheduled during the Shareholders' Meeting. Shareholders have the opportunity to submit written questions prior to the Shareholders' Meeting. These questions will be discussed during the question and answer session. Questions should be addressed to the Board of Directors by **20 April 2023**. They can be submitted in writing to the address of the company or sent electronically to the following email address: [sabine.hostens@vandeveldede.eu](mailto:sabine.hostens@vandeveldede.eu).

#### ***E. Documents***

The annual brochure, the draft financial statements, the annual report, the remuneration report and the report of the Statutory Auditor, the remuneration policy and the other information as stated in Article 7:129, §3 of the Belgian Code on Companies and Associations are available at the registered office of the company and also at the Company website ([www.vandeveldede.eu](http://www.vandeveldede.eu) – investor relations – corporate governance – shareholder meeting).

#### ***F. Start***

To facilitate the smooth completion of the formalities, the stockholders are asked to present themselves for registration on the day of the Shareholders' Meeting no later than fifteen (15) minutes before the start of the Shareholders' Meeting.

### **DATA PROTECTION**

The company is the controller of personal data that it collects or receives from shareholders and the holders of a proxy in the context of the Ordinary Shareholders' meeting. The processing is based on a legal obligation, namely to support the organization and the proceedings of the Ordinary Shareholders' Meeting. The invitations, registration, presence and voting will be stored by us for a term of maximum 10 years after the concerned Ordinary Shareholders' Meeting. The data includes, among other things, identification data, the number and type of shares of a shareholder issued by the company, proxies and voting instructions. These data can also be transferred to third parties with the aim to support the company in relation to the above mentioned. We would like to refer you to our privacy policy for more information. You are free to consult our privacy policy on our website

[www.vandavelde.eu](http://www.vandavelde.eu). You have the right to access and correct your personal data at any given moment in accordance with the General Data Protection Regulation. You can contact us by e-mail ([privacy@vandavelde.eu](mailto:privacy@vandavelde.eu) ) if you have any questions or remarks in relation to this information or if you want to exercise your rights as an interested party.

The Board of Directors