

# Van de Velde

SHAREHOLDER PROXY FORM

Undersigned:

**Surname** : .....  
**First name** : .....  
**Address** : .....

Or

**Company name:** .....  
**Company type:** .....  
**Registered office:** .....

Holder of ..... shares of Van de Velde NV, with registered office at Lageweg 4, 9260 Schellebelle, listed in the Dendermonde register of legal entities under the number 0448.746.744.

Hereby designates as proxy holder, with right of substitution:

**Surname** : .....  
**First name:** .....  
**Address** : .....

To represent him/her/it at the **ordinary shareholders' meeting of Van de Velde NV**, which will be held at **5 pm on Wednesday 24 April 2024** at the registered office, with regard to the number of shares on which basis the shareholder wishes to vote, limited to the number of shares the shareholder is registered for on the Registration Date, 10 April 2024 at midnight (Belgian time).

On behalf of the undersigned the proxy is hereby authorised:

1. To attend this meeting and, where applicable, to vote on its postponement;
2. To participate in any meeting with the same agenda, if the first meeting is adjourned or postponed or is not lawfully convened;

# Van de Velde

3. To vote or to abstain in the vote on all proposals regarding the agenda points in accordance with the instructions given to the proxy holder in any way prior to the meeting;
4. To sign all minutes, attendance lists, registers, deeds or documents regarding the aforementioned; and,
5. In general to do everything that is necessary or useful to the performance of this proxy.

If proxy forms are returned to Van de Velde without the designation of a proxy holder, Van de Velde shall designate the Chairman of the Board of Directors as proxy holder.

The undersigned acknowledges to be aware of the potential conflict of interest of the proxy holder in the sense of article 7:143, §4 of the Belgian Code on Companies and Associations and accepts that the following rules shall apply:

- The proxy holder must report the precise facts that are important to the shareholder in order to judge whether there is a threat that the proxy holder pursues any other interest than the interest of the shareholder (article 7:143, §4, 1° of the Belgian Code on Companies and Associations).
- The proxy holder may only vote on behalf of the shareholder if the proxy holder holds specific voting instructions for every agenda item (article 7:143, §4, 2° of the Belgian Code on Companies and Associations).

Only proxies wherein a specific voting instruction is issued for each agenda item by checking the corresponding box for each agenda item can be taken into account. If the shareholder does not issue a specific voting instruction for a given agenda item stated on this form, no vote will be issued for the given agenda item.

## **Voting instructions for existing agenda items**

The proxy holder will vote or abstain on behalf of the undersigned shareholder in accordance with the voting instructions below.

# Van de Velde

## Agenda and proposed decisions of the ordinary shareholders' meeting

1. Reading, discussion and clarification of the consolidated annual financial statements and of the consolidated annual report for the financial year 2023.
2. Cognizance of the statutory and consolidated audit report of the Statutory Auditor for the financial year 2023.
3. Approval of the statutory annual financial statements and the statutory annual report of the financial year 2023.

### PROPOSED DECISION:

*'The shareholders' meeting approves the statutory annual financial statements and the statutory annual report for the financial year ended on 31 December 2023.'*

(-----) For	(-----) Against	(-----) Abstain
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4. Approval of the remuneration report as part of the annual report for the financial year ended on 31 December 2023.

### PROPOSED DECISION:

*'The shareholders' meeting approves the remuneration report as part of the annual report for the financial year ended on 31 December 2023.'*

(-----) For	(-----) Against	(-----) Abstain
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5. Approval of the amended remuneration policy.

### PROPOSED DECISION:

*'The shareholders' meeting approves the amended remuneration policy.'*

# Van de Velde

(-----) For	(-----) Against	(-----) Abstain
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## 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 2023.'*

(-----) For	(-----) Against	(-----) Abstain
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## 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 in office during the financial year 2023, with respect to the exercise of their duties during the financial year.'*

(-----) For	(-----) Against	(-----) Abstain
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*'The shareholders' meeting grants discharge by special vote of the Statutory Auditor in office during the financial year 2023, with respect to the exercise of his duties during the financial year.'*

(-----) For	(-----) Against	(-----) Abstain
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## 8. Appointment and reappointment of directors

# Van de Velde

## PROPOSED DECISION:

*'a) The shareholders' meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, **Herman Van de Velde NV**, permanently represented by Herman Van de Velde, as non-executive director for a term of three years until the ordinary shareholders' meeting in 2027.*

*A non-executive director will receive, for his duty as director, an annual remuneration of 20.000 EUR. Per mandate that this non-executive director has in the Nomination- and Remuneration committee and/or in the Audit- and Risk committee, he will receive an additional annual remuneration of 5.000 EUR (or 7.500 EUR in case of chairmanship of a committee).'*

(-----) For	(-----) Against	(-----) Abstain
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*'b) The shareholders' meeting reappoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, **Benedicte Laureys**, as non-executive director for a term of three years until the ordinary shareholders' meeting in 2027.*

*A non-executive director will receive, for his duty as director, an annual remuneration of 20.000 EUR. Per mandate that this non-executive director has in the Nomination- and Remuneration committee and/or in the Audit- and Risk committee, he will receive an additional annual remuneration of 5.000 EUR (or 7.500 EUR in case of chairmanship of a committee).'*

(-----) For	(-----) Against	(-----) Abstain
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*'c) The shareholders' meeting appoints at the proposal of the Board of Directors assisted by the Nomination- and Remuneration committee, **Liesbeth Van de Velde**, as non-executive director for a term of three years until the ordinary shareholders' meeting in 2027.*

*A non-executive director will receive, for his duty as director, an annual remuneration of 20.000 EUR. Per mandate that this non-executive director has in the Nomination- and Remuneration committee and/or in the Audit- and Risk committee, he will receive an additional annual remuneration of 5.000 EUR (or 7.500 EUR in case of chairmanship of a committee).'*

# Van de Velde

(-----) For	(-----) Against	(-----) Abstain
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*'d) 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 2025.*

*A non-executive director will receive, for his duty as director, an annual remuneration of 20.000 EUR. Per mandate that this non-executive director has in the Nomination- and Remuneration committee and/or in the Audit- and Risk committee, he will receive an additional annual remuneration of 5.000 EUR (or 7.500 EUR in case of chairmanship of a committee).'*

(-----) For	(-----) Against	(-----) Abstain
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## 9. Appointment Statutory Auditor

### PROPOSED DECISION:

*'The maximum legal term of the mandate of Statutory Auditor, executed by EY Bedrijfsrevisoren BV, would be exceeded from book year 2024. As a result, on 25 February 2024, the Statutory Auditor, EY Bedrijfsrevisoren BV represented by Francis Boelens, formally notified the Audit- and Risk committee and the Board of Directors of its resignation as Statutory Auditor at the general meeting of 24 April 2024. The general meeting takes note of the resignation of EY Bedrijfsrevisoren BV as the company's Statutory Auditor from the ordinary general meeting of 24 April 2024.*

*The shareholders' meeting appoints PwC Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Culliganlaan 5, as Statutory Auditor for a term of three years. This company appoints Lien Winne BV (B00989), auditor, in conformity with article 3:60 of the Belgian Code on Companies and Associations, to carry out the mandate, with Lien Winne, also auditor, as its permanent representative. The mandate lapses after the general shareholders' meeting which must approve the annual account as at 31 December 2026.*

# Van de Velde

*The remuneration for this assignment is EUR 165.000 per year (plus VAT, expenses, IBR contribution and lump-sum allowances for technology and compliance expenses) subject to annual adjustments depending of the evolution of the index of consumer prices or as agreed between the parties.*

*The Directive (EU) 2022/2464 of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting requires a limited assurance engagement to be carried out on the sustainability information. Pending the transposition of this European Directive into national law, the general shareholders' meeting appoints the auditing firm PwC Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Culliganlaan 5, to carry out this assignment on the sustainability information. The auditing firm PwC Bedrijfsrevisoren BV appoints Lien Winne BV (B00989), auditor, as permanent representative, with Lien Winne, also auditor, as its permanent representative. This assignment shall be considered as the legal assignment as it will be stipulated by the law transposing CSRD, once promulgated.'*

(-----) For	(-----) Against	(-----) Abstain
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## **Voting instructions regarding additional agenda items and/or new/alternative proposed resolutions subsequently added to the agenda**

If additional agenda items and/or new/alternative proposed resolutions are added to the agenda in a valid way, in accordance with article 7:130 §3 of the Belgian Code on Companies and Associations, the company shall make a new proxy form available to the shareholders supplemented with the additional items and the corresponding proposed decisions and/or new/alternative proposed decisions, to ensure that the shareholder can give the proxy holder specific voting instructions in this regard.

The following voting instructions will therefore apply if no new specific voting instructions are sent in a valid way to the proxy holder after the date of this proxy.

1. If, after the date of this proxy, in accordance with article 7:130, §1 of the Belgian Code on Companies and Associations, new items are added to the agenda, the proxy holder shall **(check the applicable box)**:

# Van de Velde

- Abstain from new agenda items and the corresponding proposed decision.
- Vote on or abstain from new agenda items and the corresponding proposed decisions as the proxy holder deems appropriate, taking into account the interests of the shareholder.

If the shareholder does not make a choice above, the proxy holder shall abstain from the new agenda items and the corresponding proposed resolutions.

In the event of a conflict of interest, the proxy holder will not participate in the vote on the new agenda items and the corresponding proposed decisions.

2. If, after the date of this proxy, in accordance with article 7:130, §1 of the Belgian Code on Companies and Associations, new/alternative resolutions are proposed with regard to agenda points, the proxy holder shall **(check the applicable box)**:

- Abstain from the new/alternative proposed decisions and vote on or abstain from the existing proposed decisions in accordance with the instructions given above (under “Voting instructions regarding existing agenda items”).
- Vote on or abstain from new/alternative proposed decisions as the proxy holder deems appropriate, taking into account the interests of the shareholder.

If the shareholder does not make a choice above, the proxy holder shall abstain from the new/alternative proposed decisions and vote on or abstain from the existing proposed decisions in accordance with the instructions given above (under “Voting instructions regarding existing agenda items”);

However, during the shareholders’ meeting the proxy holder can deviate from the voting instructions given above (under “Voting instructions regarding existing agenda items”) if following these instructions would damage the interests of the shareholder. The proxy holder exercising this option must notify the shareholder of this.

In the event of a conflict of interest the proxy holder will not participate in the vote on the new/alternative proposed resolutions.



# Van de Velde

Done at ..... on ..... 2024

Name: .....

Position: .....

.....  
Shareholder's signature

Preceded by the handwritten words 'proxy approved'. Please initial the preceding pages.

This signed proxy form must be filed with a recognised banking institution or be received by the company by post or email at the same address as stated in the practical agreements enclosed with the notice convening the shareholders' meeting by midnight on **April 18, 2024**. Legal entities must state the first name, surname and position of the natural person or individuals signing this proxy form on their behalf. If the principal is not a natural person able to sign this proxy form, the undersigned states and guarantees the company that he/she is authorised to sign this proxy form in the name and on behalf of the principal.