

REGULATED INFORMATION  
CONVENING NOTICE EXTRAORDINARY GENERAL MEETING

18 December 2024

**“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 Bruggesteeweg 360 – 8830 Hooglede-Gits**  
**Register of Legal Entities Ghent, division Kortrijk VAT BE 0405.548.486**

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CONVENING NOTICE EXTRAORDINARY GENERAL MEETING

Since at the first extraordinary general meeting held on Thursday 28 November 2024, the legally required attendance quorum was not reached, the holders of shares, subscription rights and the auditor are invited by the board of directors to participate in the second extraordinary general meeting, which will be held at the company's registered office at 8830 Hooglede-Gits, Bruggesteeweg 360, on **Wednesday 18 December 2024 at 5 p.m.**, and which will be able to validly deliberate and decide, irrespective of the proportion of the capital represented by the shareholders present.

## AGENDA

### **1. Appointment of an additional director**

*Proposed resolution:*

On the proposal of the board of directors and following advice of the remuneration and nomination committee, the general meeting appoints the private limited liability company ‘STEFAN HASPELAGH’, with registered office at 9051 Ghent, Kortrijksesteenweg 1190, registered in the register of legal entities in Ghent, Division Ghent, with company number 1009.937.472, with permanent representative, Mr. Stefaan Haspesslagh, as director of the company.  
The appointment is for a term of 4 years ending at close of the ordinary General meeting of 2028.

A succinct CV of the proposed director is available on <http://www.deceuninck.com/en/shareholder-meetings.aspx>.

### **2. Renewal of the authorisation regarding the authorised capital - Amendment of the Articles of Association**

*Report*

Report of the board of directors prepared pursuant to Article 7:199 of the Code on Companies and Associations (CCA) in which the board specifies the special circumstances in which it will be able to make use of the authorised capital and the purposes for which it does so.

*Proposed resolution:*

On the proposal of the Board of Directors, the meeting decides to renew the authorisation granted to the Board of Directors to increase the subscribed capital of the company on one or more occasions by an amount of fifty-four million six hundred forty thousand two hundred and sixty euros and twenty-nine cents (€ 54,640,260.29), within a period of five (5) years from publication of this authorisation in the Annexes to the Belgian Official Gazette:

- in the manner and under the conditions to be determined by the board of directors, both by contribution in cash and by contribution in kind as well as by incorporation of reserves or of share premiums, with or without the issuance of new shares, as well as to issue in one or more times in shares, convertible bonds, bonds with subscription rights, or subscription rights attached to another security or not;

- also authorise the board of directors to restrict or cancel, in the interests of the company, within the limits and in accordance with the conditions prescribed by the CCA, the preferential right of existing shareholders or other securities entitling them to subscribe for new shares. This limitation or cancellation may also be done in favour of one or more specific persons or in favour of the personnel;
- to authorise the board of directors, under the conditions and within the limits of Article 7:202 of the CCA, to use the authorised capital in the event of notification by the "Financial Services and Markets Authority (FSMA)" of a public takeover bid for the company's shares and, accordingly, to adapt the text of Article 6: Authorised capital of the articles of association to these renewed authorisations so that it will read:

*"By resolution of the Extraordinary General Meeting of November 28, 2024, the Board of Directors was authorised within the legal limits, to increase the subscribed capital on one or more occasions, in the manner and under the conditions to be determined by the Board of Directors, both by contribution in cash and by contribution in kind as well as by incorporation of reserves or of share premiums, with or without the issue of new shares, as well as to issue on one or more occasions bonds convertible into shares, bonds with subscription rights or subscription rights attached to another security or not, all up to a maximum global amount of fifty-four million six hundred forty thousand two hundred and sixty euros and twenty-nine cents (€ 54.640.260,29), within the period of five (5) years from the date of publication of the relevant resolution in the Annexes to the Belgian Official Gazette.*

*However, the capital increase decided on by the Board of Directors may not be paid by shares without designation of nominal value issued below the par value of the old shares.*

*The board of directors was furthermore authorised by decision of the extraordinary general meeting of November 28, 2024 to use the authorised capital in the event of notification by the "Financial Services and Markets Authority (FSMA)" of a public takeover bid for the company's shares, under the conditions and within the limits of Article 7:202 of the CCA, for a period of three (3) years.*

*The board of directors determines the dates and conditions of the capital increases it orders in application of the preceding paragraphs, including the possible payment of issue premiums.*

*When use is made of the preceding paragraphs (and including when issuing convertible bonds or subscription rights), the board of directors shall determine, in accordance with Articles 7:191 to 7:194 of the CCA, the term and other conditions of the exercise by the shareholders of the preemptive right when the law grants them such right.*

*In accordance with the same articles 7:191 to 7:194 of the CCA, the board of directors may also limit or cancel the preemptive right of shareholders in the interest of the company and under the conditions determined by law, in favor of one or several specific persons he chooses, regardless of whether these persons are employees of the company or its subsidiaries.*

*When a issue premium is paid pursuant to this provision, it shall be transferred ipso jure to an unavailable account entitled "issue premiums" which may only be used under the conditions required for the capital reduction. However, the premium can always be incorporated into the capital; this decision may be taken by the board of directors in accordance with the first paragraph."*

### **3. Renewal of the authorisation regarding acquisition and alienation of own securities - Amendment of the Articles of Association**

#### Proposed resolution:

The meeting decides to renew the authorisation, in accordance with Article 7:215 et seq. of the CCA, to either the company itself or a subsidiary, or persons acting in their own name but on behalf of the company or a subsidiary, to issue twenty-seven million seven hundred and nine thousand and fifty-two (27,709,052) shares of the public limited liability company "DECEUNINCK", including its own shares previously acquired and held in portfolio by the company, amounting in total to a maximum of twenty percent (20%) of the issued capital, to acquire or pledge, for a consideration that is at least equal to one euro (€1.00) and at most equal to the arithmetic average of the closing price of the company's share during the last thirty trading days before the decision of the Board of Directors to acquire or pledge, respectively, increased by thirty percent (30%),

- for a period of five (5) years from the publication of this amendment to the articles of association in the Annexes to the Belgian Official Gazette,
- during a period of three (3) years from the publication of this resolution in the Annexes to the Belgian Official Gazette, to acquire or pledge securities of the public limited company "DECEUNINCK", without a decision of the general meeting being required, when such acquisition or pledging is necessary to prevent imminent serious harm to the company

- alienate without limitation in time and price;

and, accordingly, to replace the text of Article 13.2: "Acquisition and Alienation of Own Securities" of the Articles of Association with the following text:

**13.2.1. General**

*The board of directors may be authorised, in accordance with the provisions of articles 7:215 et seq. of the CCA, by prior resolution of the general meeting, taken in accordance with the attendance and majority requirements prescribed for an amendment to the articles of association, to acquire, to alienate and / or to pledge own shares, both by the company itself and by a directly controlled subsidiary or by a person acting in its own name but on behalf of such subsidiary, for a period of five (5) years from the publication of such authorisation in the annexes to the Belgian Official Gazette.*

**13.2.2. For offer to personnel**

*A resolution of the general meeting is not required if the company or a person acting in its own name but on behalf of the company obtains its securities to offer them to its staff or to the staff of its affiliated companies; these securities must be transferred to the personnel within twelve (12) months from the date of their acquisition.*

**13.2.3. Imminent serious harm**

*No resolution of the general meeting, as referred to in article 13.2.1 above, is required if the acquisition is necessary to prevent an imminent serious harm to the company. Such authorisation shall only be valid for three (3) years from the publication of the deed of authorisation; it may be renewed by the general meeting for the same periods of time with observance of the attendance and majority requirements prescribed for an amendment to the Articles of Association.*

**13.3. Applicable authorisation to acquire and alienate own shares and to prevent serious imminent harm**

*By resolution of the extraordinary general meeting of November 28, 2024, the Board of Directors was authorised:*

*(a) to acquire its own shares:*

*- up to an amount not exceeding twenty-seven million seven hundred and nine thousand and fifty-two (27,709,052) fully paid-up treasury shares, representing a maximum of twenty percent (20%) of the issued capital;*

*- both directly by the company itself, and by subsidiaries, or by persons acting in their own name but on behalf of the company, or of a subsidiary,*

*for a fee of not less than one euro (€1.00) and not more than the arithmetic average of the closing price of the company's share during the last thirty trading days before the decision of the board of directors to acquire or pledge, respectively, increased by thirty percent (30%);*

*- for a period of five (5) years from the publication of this resolution in the Annexes to the Belgian Official Gazette, or*

*- to prevent an imminent serious harm to the company for a period of three (3) years from the publication of this decision in the annexes to the Belgian Official Gazette;*

*b) to alienate the acquired treasury shares without limitation in time or price."*

**4. Appointment auditor for assurance of consolidated sustainability information - Change of permanent representative auditor**

**Proposed resolution:**

In view of Directive (EU) 2022/2464 of December 14, 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, with regard to sustainability reporting by companies, which requires an assurance engagement on the sustainability information to be carried out with limited assurance, the extraordinary general meeting decides to charge the auditing firm PwC Bedrijfsrevisoren BV with the assurance of the consolidated sustainability information of the company. The auditing firm PwC Bedrijfsrevisoren BV appoints Mr. Wouter Coppens BV, represented by Wouter Coppens, as its permanent representative. This assignment will be considered as the legal assignment as it will be provided by the law transposing CSRD as soon as it is promulgated.

The general meeting also takes note of the change in the permanent representative of the company PwC Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Culliganlaan 5, which, in accordance with Article 3:60 CCA, will be represented by Wouter Coppens BV with effect from 26 September 2024, with permanent representative Wouter Coppens in the exercise of the mandate of statutory auditor to replace Lien Winne BV, with permanent representative Lien Winne.

**5. Approval of change of control provisions in accordance with Article 7:151 of the Companies Code***Proposed resolution:*

The meeting approves in accordance with Art. 7:151 of the Companies and Associations Code, all provisions granting rights to third parties having an influence on the assets of the company, or creating a debt or an obligation at its expense, when the exercise of these rights depends on a public offer for the shares of the company or a change of control exercised over it, more specifically, the "Change of Control Provisions" provided for in the credit agreement of March 28, 2024, entered into by the company, with KBC Bank NV, ING Belgium SA/NV, Belfius Bank NV and BNP Paribas Fortis SA/NV, and/or the affiliates of these financial institutions, with a view to financing the company.

**6. Coordination of the Articles of Association - Publication formalities***Proposed resolution:*

The general meeting decides to confer on each director of the company, acting solely, with the right of substitution, and on the instrumenting notary public, the power to draw up the coordinated text of the articles of association in order to reflect the amendments in accordance with the previous resolutions.

**7. Power of attorney***Proposed resolution:*

The general meeting grants a power of attorney to Ann Bataillie and Eline Dujardin, acting solely, both with the right of substitution and electing domicile at the registered office of the Company, authorised to represent the company in respect of the fulfillment of the filing and disclosure obligations contained in the CCA. This power of attorney implies that the proxy holders can perform all necessary and useful acts and can sign any documents related to these filing and publication obligations, including, but not limited to, the filing of the aforementioned decision-making at the competent registry of the Commercial Court with a view to its publication in the Annexes to the Belgian Official Gazette.

**ATTENDANCE FORMALITIES**

In order to exercise their rights at this Extraordinary General Meeting the shareholders and holders of subscription rights must observe the following provisions:

**Registration Procedure**

Only persons that are shareholder on the Registration Date, i.e. **on Wednesday 4 December 2024 at twenty-four hours (Belgian time – GMT +1)**, are authorised to participate to and cast a vote at the Extraordinary General Meeting.

*For the holders of registered shares*

Holders of registered shares must be registered on the Registration Date in the register of registered shares of Deceuninck NV for the number of shares they intend to attend the Extraordinary General Meeting with.

*For the holders of dematerialised shares*

The dematerialised shares with which the shareholders wish to attend the Extraordinary General Meeting, need to be registered on the Registration Date on their accounts of an approved account holder or clearing institution. The property of the number of dematerialised shares on the Registration Date will be fixed on basis of the confirmation given by the approved account holder or clearing institution to Degroof Petercam, at the latest on **Thursday 12 December 2024**. The property can also be established on basis of the certificate which the shareholder has obtained from the approved account holder or clearing institution and which he/she remits to Degroof Petercam at the latest on **Thursday 12 December 2024**.

**Notification**

In addition to the above registration, the shareholders whose securities are registered on the Registration Date must notify the company on **Thursday 12 December 2024** at the latest, that they intend to attend the Extraordinary General Meeting (Deceuninck NV - Attn. Legal Department - Bruggesteeweg 360 – 8830 Hoogdele or by e-mail:

generalmeeting@deceuninck.com). The holders of dematerialised shares may, if they wish, request the approved account holder or clearing institution to notify the confirmation of their attendance together with the confirmation of their registration.

**Only persons who are shareholders on the Registration Date and have confirmed their attendance to the Extraordinary General Meeting to the company within the prescribed time limit, have the right to attend the Extraordinary General Meeting and vote. Holders of subscription rights and bondholders may attend, but only have an advisory vote at the Extraordinary General Meeting.**

#### Proxies

Each shareholder that has the right to vote can participate in the Extraordinary General Meeting in his own name or can be represented by a proxy holder, subject to compliance with the Articles of Association and applicable legal conditions. Shareholders who wish to be represented at the Extraordinary General Meeting must complete and return the proxy form (available at the registered office of the company, at Degroof Petercam or on <http://www.deceuninck.com/en/shareholder-meetings.aspx>) on **Thursday 12 December 2024** at the latest. (Deceuninck NV – Attn: Legal Department - Bruggesteeweg 360 – 8830 Hooglede-Gits or by e-mail: [generalmeeting@deceuninck.com](mailto:generalmeeting@deceuninck.com)).

Each appointment of a proxy holder is to take place in conformity with the applicable Belgian legislation, i.e. concerning conflicts of interest and the keeping of a register of the vote instructions.

#### Right to ask questions

Shareholders who comply with the formalities to be admitted to the Extraordinary General Meeting can both orally (during the meeting) and in writing (before the Extraordinary General Meeting) ask questions to the Directors and/or the Auditor.

Written questions can be submitted as from the publication of the convening notice and must be delivered to the company on **Thursday 12 December 2024** at the latest (Deceuninck NV – Attn. Legal Department – Bruggesteeweg 360 – 8830 Hooglede or by e-mail: [generalmeeting@deceuninck.com](mailto:generalmeeting@deceuninck.com)). Only written questions submitted by shareholders who comply with the formalities that must be fulfilled in order to be admitted to the meeting, and who thus have proven to have the status of shareholder on the Registration Date and have confirmed their attendance to the Extraordinary General Meeting within the prescribed timeframe to the company, will be answered during the meeting.

#### Availability of documents

All documents relating to this Extraordinary General Meeting and to be made available in accordance with the law, can be consulted as of today on the website of Deceuninck ([www.deceuninck.com](http://www.deceuninck.com)).

During office hours, the shareholders, the holders of subscription rights and the bondholders may obtain a copy of these documents free of charge at the registered office (Bruggesteeweg 360, 8830 Hooglede). Each deadline mentioned in this convening notice means the final date on which the concerned notification must be received by the company.

#### DATA PROTECTION

The company is responsible for the processing of personal data it receives from, or collects about, shareholders, the holders of warrants and stock options issued by the company, and proxy holders in the context of the general meetings. The processing of such data will be carried out for the purpose of the organization and conduct of the general meetings. The data include, amongst others, identification data, the number and type of shares, warrants and stock options issued by the company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of 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 <http://www.deceuninck.com/en/terms-of-use.aspx>. For more information or complaints regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at [eline.dujardin@deceuninck.com](mailto:eline.dujardin@deceuninck.com).

The Board of Directors.