

Gimv
Limited Liability Company
Karel Oomsstraat 37
2018 Antwerp
Company number 0220.324.117
VAT-number: BE0220.324.117

The board of directors of Gimv NV (the 'Company') invites all shareholders to attend the extraordinary general meeting that will take place on Tuesday 12 May 2020 at 10:00 am at the registered office of the Company at Karel Oomsstraat 37, 2018 Antwerp.

Please be informed that, based on past experience, **the required quorum of at least 50% of the capital will most probably not be met and that the meeting consequently will not be able to validly deliberate and resolve on the proposed agenda.**

You will be notified thereof and be invited to attend the general, special and extraordinary general meetings of the Company on Wednesday 24 June 2020, which will be able to validly deliberate and resolve, irrespective of the number of present and represented shares.

Finally, we would like to draw attention to the recent measures to prevent the further spread of COVID-19, which may entail the impossibility of physical participation in the general meeting. We therefore recommend that you always consult the Gimv website (<https://www.gimv.com/en/investors/shareholder-meetings>) for the most recent information regarding participation in the general meeting.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. Amendment of the object of the company

Acknowledgement of the special report of the board of directors in accordance with article 7:154 of the Belgian Companies and Associations Code, concerning the amendment of the object.

Proposed resolution: After prior consultation of the report of the board of directors, the text of the object of the Company is amended as included in the new text of the articles of association.

2. The authorised capital

2.1. Report

Report of the board of directors in accordance with article 7:199 of the Belgian Companies and Associations Code in which the board of directors proposes authorisations relating to the authorised capital, stating the special circumstances under which the board of directors shall have the power to exercise these authorisations and the objectives pursued in this respect.

2.2. Authorisation in respect of authorised capital

Proposed resolution: The existing authorisations of the board of directors in respect of the authorised capital, as included in the present article 8 of the articles of association, shall be revoked as soon as the new authorisations below come into force.

In addition, the widest possible powers shall be granted to the board of directors to increase the capital of the Company one or more times to the following extent, subject to the conditions and within the limits of the provisions of the Belgian Companies and Associations Code

- an amount which may not exceed the capital before capital increases, under application of the preferential subscription rights of the existing shareholders;

- an amount that may not exceed twenty percent (20%) of the capital before capital increases, with the cancellation of the preferential subscription rights of the existing shareholders,

These capital increases may be made in cash or in kind, as per the further description of these powers in the new text of the articles of association and in the report of the board of directors referred to above in this agenda item under clause 2.1.

The board of directors shall be entitled to exercise this power for a period of 5 years from the publication of this decision.

The articles of association shall be amended accordingly as will be apparent from the new text of the articles of association.

3. Renewal of authorisation to acquire own securities

Proposed resolution: The existing authorisations relating to the acquisition and disposal of own securities, granted to the board of directors by decision of the extraordinary general meeting of 29 June 2016, will be revoked as soon as the new authorisations below, come into force.

The meeting then grants the board of directors a new authorisation under article 7:215 et seq. of the Belgian Companies and Associations Code, to acquire or pledge, for the account of the Company, its own securities up to a maximum of twenty percent (20%) of the capital, at a unit price which may not be less than twenty percent (20%) below the average closing price of the last twenty trading days preceding the transaction, and which may not be more than twenty percent (20%) above the average closing price of the last twenty trading days preceding the transaction, for a period of five years as from the publication of this decision in the Annexes to the Belgian Official Gazette.

The articles of association shall be amended accordingly as will be apparent from the new text of the articles of association.

4. Amendment of the articles of association under application of article 39, §1, 3 of the Law of 23 March 2019 introducing the Belgian Companies and Associations Code and containing various provisions

Proposal to maintain the legal form of a limited liability company under the Belgian Companies and Associations Code, with a one-tier board.

Proposed resolution: Pursuant to article 39, §1, 3 of the aforementioned law, the meeting decides to amend the articles of association of the Company according to the provisions of the Belgian Companies and Associations Code as will be evidenced by the new text of the articles of association of the Company that shall be adopted hereafter as proposed in agenda item 6, while maintaining the legal form of a limited liability company whereby the meeting opts to continue the one-tier board structure.

5. Various amendments to the articles of association as a result of previous agenda items

5.1 Deletion of the address of the registered office of the Company, addition of the Region and amendment of the provisions relating to the transfer of registered office.

5.2 Addition of the website and e-mail address of the Company in connection with the disclosure thereof.

5.3 Addition of rules on the indivisibility of shares.

5.4 Amendment of the transparency obligation.

5.5 Amendment of the remuneration scheme for directors.

5.6 Deletion of all provisions relating to the executive committee throughout the text of the articles of association.

5.7 Addition of arrangements for meetings of the board of directors by tele- and videoconferencing.

5.8 Amendment of the rules relating to unanimous written approval of the board of directors.

5.9 Amendment of the rules relating to signing minutes and copies of the minutes of the board of directors.

5.10 Amendment of the rules relating to the daily management.

5.11 Amendment of the rules governing advisory committees.

5.12 Amendment of the rules governing external representation of the Company.

5.13 Amendment of the rules governing the convening of general meetings.

5.14 Amendment of the rules on admission conditions and conditions for exercising voting rights at general meetings.

5.15 Deletion of the voting rules on appointments of directors.

5.16 Amendment of the rules on minutes and copies of general meeting minutes.

5.17 Modification of the regulation on interim dividends.

5.18 Amendment of the arrangements relating to early winding-up and liquidation and the distribution of the liquidation balance.

5.19 Deletion of the provision relating to applicable law.

5.20 Deletion of transitional provisions on bearer shares.

5.21 Integral terminological adaptation of the text of the articles of association to the terminology of the Belgian Companies and Associations Code.

5.22 Adaptation and replacement of the existing references in the articles of association to the (old) Companies Code by the corresponding articles in the Belgian Companies and Associations Code.

Proposed resolution: *The meeting decides to approve the previous agenda items in their entirety as will be evidenced by the new text of the articles of association that will be adopted below.*

6. Approval of new text of the articles of association

Adaptation of the articles of association to the current applicable legislation and more specifically to the Belgian Companies and Associations Code, complete revision, rewriting and renumbering and adoption of new text of the Company's articles of association with the rights attached to the shares, composition and operation of the board of directors, daily management, external representation, control, division of powers between the corporate bodies, functioning of the general meeting and distribution of the profit and liquidation balance.

Proposed resolution: *The Chairman reminded the meeting that the full text of the new articles of association of the Company was available at the registered office of the Company or via the Company's website at www.gimv.com. All shareholders declare that they have had sufficient and timely access to this text.*

Subsequently, the meeting resolves that the existing articles of association of the Company shall be fully annulled and replaced by the aforementioned new text of the articles of association, which shall be the only text of the articles of association of the Company that is in force.

7. Authorisations to complete formalities

Proposed resolution: *The meeting decides to grant an authorisation:*

- *to the chairman of the board of directors, the managing director and Mr. Edmond Bastijns, each of them individually authorised and holding the right of substitution, the widest powers that are necessary or useful for the execution of the decisions taken;*
- *to the notary who shall execute the deed, all the powers required for the publication and filing of the deed.*

PARTICIPATION TO THE GENERAL MEETING

General – Shareholders of the Company who wish to attend the general shareholders' meeting must take into account the below admission requirements and procedures.

Registration date – Only the persons holding shares on the registration date, are entitled to participate in and to vote at the general meeting, regardless of the number of shares they hold on the actual day of the general meeting. In accordance with article 29 of the articles of association, the registration date is **Tuesday 28 April 2020** (the fourteenth day prior to the general meeting) at midnight (Belgian time).

Admission requirements – To be able to participate in the general meeting, each shareholder must comply with the following requirements: (a) being registered as a shareholder on the registration date and (b) having notified the Company of its intention to attend the general meeting.

(a) Registration

- (i) Holders of registered shares:** their shares need to be registered in the Company's shareholders' register on the registration date.
- (ii) Holders of dematerialised shares:** their shares need to be registered in the accounts of a recognized account holder or settlement institution on the registration date.

(b) Notice

- (i) Holders of registered shares:** must inform the Company in writing of their intention to attend the meeting no later than **Wednesday 6 May 2020**. This notification can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). A model of notification letter is available at the registered office of the Company and on its website (www.gimv.com).
- (ii) Holders of dematerialised shares:** must (i) request a certificate issued by their financial intermediary or recognised account holder, which sets forth the number of dematerialised shares registered in their name on the registration date and the

number of shares with which they wish to participate in the general meeting and (ii) deliver this certificate at an office of KBC Bank no later than **Wednesday 6 May 2020**.

Participation in the general meeting – Shareholders who have fulfilled the aforesaid admission requirements, can participate in the meeting in the three following ways:

(a) Personally attending the meeting

Each shareholder is entitled to personally attend the general meeting.

(b) Voting by proxy

Shareholders can also be represented by a proxyholder of their own choice, whether or not a shareholder of the Company. In order to validly vote in this manner, the shareholder must ensure that the Company receives the proxy form no later than **Wednesday 6 May 2020**. This proxy can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). A model proxy form is available at the registered office of the Company and on its website (www.gimv.com).

(c) Voting by letter

Finally, each shareholder has the right to vote by letter on the items on the agenda. The voting form should contain the shareholder's full and precise identity, the number of shares he participates with in the voting process and the decision of the shareholder on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decisions. In order to validly vote in this manner, the shareholder must ensure that the Company receives the proxy form no later than **Wednesday 6 May 2020**. The voting form can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). A model voting form is available at the registered office of the Company and on its website (www.gimv.com).

Information at the shareholders' disposal – The special reports of the board of directors in accordance with article 7:154 and 7:199 of the Belgian Companies and Associations Code, the convening notice (possibly with revised agenda), the notification forms for participation, the proxy forms and the forms for voting by letter and the text of the new articles of association are available at the registered office of the Company and on its website (<https://www.gimv.com/en/investors/shareholder-meetings>). Taking into account recent measures to prevent the further spread of COVID-19, we invite you to consult these documents only on the Company's website.

Additions to the agenda and proposed resolutions – Shareholders who independently or jointly hold 3% of the Company's share capital have the right to add items on the agenda of the general meeting and to introduce proposed resolutions. To use this right, the shareholders should ensure that the Company receives the additional agenda items or proposed resolutions at the latest by **Monday 20 April 2020**. These additional agenda items or proposed resolutions can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). The additional agenda items or proposed resolutions, if any, will be published as soon as possible on the Company's website, at the latest by **Monday 27 April 2020**.

More detailed information relating to article 7:130 of the Belgian Companies and Associations Code can be found on the Company's website.

Written questions – Shareholders who meet with the conditions to participate in the general meeting, have the right to address the board of directors with their questions relating to its report and the items on the agenda. These inquiries can also, at the latest by **Wednesday 6 May 2020**, be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com).

More detailed information relating to article 7:139 of the Belgian Companies and Associations Code can be found on the Company's website.

The Board of Directors

For more information please contact:

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