

ANNUAL & SPECIAL GENERAL MEETING OF SHAREHOLDERS Dated 30 June 2021

Today, Wednesday 30 June 2021, the annual and special general meeting of shareholders of the limited liability company Gimv NV is being held at the Hotel Crowne Plaza, Gerard le Grellelaan 10, 2020 Antwerp.

The meeting is opened at 10.30 am and is chaired by Hilde Laga, chairman of the board of directors of Gimv. The chairman constitutes the bureau of the meeting she will chair. Mr. Edmond Bastijns, Chief Legal officer and Secretary General is appointed as secretary of the meeting. Together, they constitute the bureau.

In addition to the chairman and the secretary, the following persons are present:

- Koen Dejonckheere, Managing Director – CEO;
- Kristof Vande Capelle, Chief Financial Officer;
- Frank Verhaegen, chairman of the remuneration committee; and
- David Lenaerts, representative of the statutory auditor, BDO Bedrijfsrevisoren

The chairman opens the meeting by highlighting the most important milestones for the company during the past financial year, before setting out the agenda of the annual and special general meeting:

1. Presentation of the report of the board of directors on the financial year ending on 31 March 2021
2. Presentation of the auditor's report on the financial year ending on 31 March 2021
3. Presentation of the consolidated annual accounts and the consolidated reports of the board of directors and the auditor on the financial year ending on 31 March 2021
4. Presentation and approval of the remuneration policy
5. Presentation and approval of the remuneration report
6. Approval of the annual accounts of the financial year ending on 31 March 2021 and allocation of the result
7. Discharge to the directors
8. Discharge to the auditor
9. Resignation and appointment of directors
10. Approval of the global budget for the remuneration of the non-executive directors
11. Approval of the change of control clause contained in condition 5(b) of the terms and conditions of the information memorandum dated March 9th, 2021 with respect to the sustainable bond issued by Gimv NV on March 15th, 2021 for an amount of 100 million euros.

With regard to the annual general shareholders' meeting, the chairman announces that:

- the holders of registered shares were invited by mail on May 28th, 2021; the shareholders who agreed to receive an invitation by e-mail, were invited electronically by e-mail on May 28th, 2021; the notice of the meeting is initialed by the members of the bureau;
- the notifications were published in De Tijd as well as in the Belgian Official Gazette on May 28th 2021; a copy of these publications is initialed by the members of the bureau;
- the company also issued a press release relating to the annual and special general meeting on May 28th, 2021 and June 16th, 2021 regarding the possibility to yet physically participate in the general meeting;
- the company has not received requests from shareholders representing, alone or together, at least 3% of the share capital of the company to put additional items on the agenda and/or submit proposed resolutions with respect to the items on the agenda;
- the decisions of the general shareholders' meeting will be taken by a simple majority of votes.

The meeting accepts the statements of the chairman as correct.

The meeting confirms that all formalities in order to validly convene the meeting with a view to the deliberation and voting on the various agenda items have been fulfilled.

The shareholders who are present or represented (whether physically or digitally) are recorded on the attendance list signed by them before being admitted to the meeting. In addition, a separate list was prepared for the shareholders having duly casted their votes by paper vote. The attendance list and the list of shareholders who voted by paper vote is submitted to the bureau and closed.

The share capital of the company amounts to EUR 247,254,426.21 and is represented by 26,047,134 shares, without nominal value, each representing the same fraction of the share capital of the company. According to the attendance list and the verification of the admission to the general meeting, 11,300,767 shares in total, representing 43,39% of the voting shares of the company, are present or represented at the meeting.

Subsequently, the agenda of the general shareholders' meeting is discussed. For each item on the agenda requiring a decision, the bureau will present the voting results (by paper or by proxy).

Agenda item 1 – Presentation of the report of the board of directors on the financial year ending on 31 March 2021

The chairman is discharged from reading the annual report of the board of directors.

The CEO discusses the annual report, providing the meeting with a detailed overview of the company's activities, starting from a historical perspective. This agenda item requires no further resolution.

Agenda item 2 – Presentation of the auditor's report on the financial year ending on 31 March 2021

The company's auditor presents the audit report on the financial year ending on 31 March 2021, pertaining to the consolidated as well as the unconsolidated accounts.

After the presentation, the chairman states that the company's auditor has provided a clean opinion on the annual report. This agenda item requires no further resolution.

Agenda item 3 – Presentation of the consolidated annual accounts and the consolidated reports on the financial year ending on 31 March 2021

The meeting is provided with information and clarification of the consolidated annual accounts as per 31 March 2021 with total assets of rounded € 1,763 mio and a profit of € 205.7 mio. This agenda item requires no further resolution.

Agenda item 4 – Presentation and approval of the remuneration policy

In his capacity as chairman of the remuneration committee, Mr. Frank Verhaegen presents the remuneration policy which applies as from the financial year 2021-2022.

Resolution:

Approval of the remuneration policy which applies as from the financial year 2021-22.

This resolution is approved by 10,713,111 votes in favour, 199,741 votes against and 387,915 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 5 – Presentation and approval of the remuneration report

In his capacity as chairman of the remuneration committee, Mr. Frank Verhaegen presents the remuneration report, which is part of the report of the board of directors on the financial year ending on 31 March 2021.

Resolution:

Approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on 31 March 2021.

This resolution is approved by 11,098,495 votes in favour, 199,741 votes against and 2,531 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 6 – Approval of the annual accounts on the financial year ending on 31 March 2021 and allocation of the result

The annual accounts as per 31 March 2021 are presented to the meeting and discussed.

The result of the financial year amounts to a rounded profit of € 75.1 mio. Together with the retained results of the company of previous accounting periods, the result to be allocated amounts to a total rounded result of € 389.6 mio to be appropriated.

It is proposed to the meeting to distribute a rounded gross dividend of € 65.1 mio or € 2.50 per fully paid-up share. It is proposed to offer the shareholders the option to receive the dividend in cash or in shares of the company.

Resolution:

Approval of the annual accounts of the financial year ending on 31 March 2021, including the distribution of the results as proposed by the board of directors, in particular (i) the adoption of a gross dividend of EUR 2.50 per share and (ii) acknowledgment of the shareholders' option to have this dividend paid out in shares of the Company under the conditions and modalities as presented at the general meeting.

This resolution is approved by 11,287,658 votes in favour, 9,360 votes against and 3,749 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 7 – Discharge to the directors

Resolution:

Discharge to each of the directors for the performance of their mandate during the financial year ending on 31 March 2021.

This resolution is approved by 10,888,736 votes in favour, 394,744 votes against and 17,287 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 8 – Discharge to the auditor

Resolution:

Discharge to the auditor for the performance of his mandate during the financial year ending on 31 March 2021.

This resolution is approved by 10,885,473 votes in favour, 398,007 votes against and 17,287 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 9 – Resignation and appointment of directors

The chairman informs the annual general shareholders' meeting that three board memberships are ending with this general shareholders' meeting and that the meeting will be able to vote on the reappointment of these board members.

The meeting will vote on a reappointment of Mr. Koen Dejonckheere as director and Ms. An Vermeersch and Mr. Frank Verhaegen as independent directors for a new period of four years. The shareholders were given advance access to their curriculum vitae.

Agenda item 9a – Reappointment of Mr. Koen Dejonckheere

Resolution:

Appointment of Mr. Koen Dejonckheere as director of the Company. His mandate will run for a period of four years, until the end of the annual general meeting in 2025.

This resolution is approved by 11,154,514 votes in favour, 146,253 votes against and 0 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 9b – Reappointment of Ms. An Vermeersch

Resolution:

Appointment of Ms. An Vermeersch as independent director of the Company. Her mandate will run for a period of four years, until the end of the annual general meeting in 2025.

This resolution is approved by 11,287,015 votes in favour, 22,752 votes against and 0 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 9c – Reappointment of Mr. Frank Verhaegen

Resolution:

Appointment of Mr. Frank Verhaegen as independent director of the Company. His mandate will run for a period of four years, until the end of the annual general meeting in 2025.

This resolution is approved by 11,076,087 votes in favour, 224,680 votes against and 0 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 10 – Approval of the global budget for the remuneration of the non-executive directors

Resolution:

Approval of the global budget of the remuneration for the non-executive members of the board of directors of 900,000 EUR for the financial year 2021-2022 and authorisation to the board of directors, within this budget and in accordance with the principles set out in the remuneration policy, to remunerate the non-executive directors for the performance of their duties.

This resolution is approved by 11,297,473 votes in favour, 3,294 votes against and 0 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

Agenda item 11 – Approval of the change of control clause with respect to the bond issues of March 2021

Resolution:

Approval and, to the extent necessary, ratification, in accordance with article 7:151 of the Belgian Companies and Associations Code, of the change of control clause included in condition 5(b) of the terms and conditions of the information



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memorandum dated March 9th, 2021 with respect to the sustainable bond issued by Gimv NV on March 15th, 2021 for an amount of 100 million euros.

This resolution is approved by 11,297,761 votes in favour, 631 votes against and 2,375 votes abstained.

11,300,767 valid votes have been registered for 26,047,134 shares, corresponding to 43,39% of the share capital.

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The agenda of the annual and special general meeting of shareholders is thus concluded.

Subsequently, the general meeting is closed at 11:30 p.m. CET.

These minutes were drawn up and signed by the members of the bureau as well as by each shareholder who wishes to do so.

Edmond BASTIJNS
Secretary

Hilde LAGA
Chairman

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