

Gimv

Limited company
Karel Oomsstraat 37
2018 Antwerp
VAT number: BE0220.324.117

The board of directors of Gimv NV (the 'Company') wishes to invite all shareholders for the annual general meeting that will be held on **Wednesday June 29th, 2022 at 10:30 am** at the Crowne Plaza Hotel, Gerard le Grellelaan 10, 2020 Antwerp.

The general meeting is convened to discuss and resolve on the following agenda:

AGENDA OF THE ANNUAL GENERAL MEETING

- 1. Presentation of the report of the board of directors on the financial year ending on March 31st, 2022**
- 2. Presentation of the auditor's report on the financial year ending on March 31st, 2022**
- 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 March 31st, 2022**
- 4. Presentation and approval of the remuneration report**
Proposed resolution: approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on March 31st, 2022.
- 5. Approval of the annual accounts of the financial year ending on March 31st, 2022 and appropriation of the result**
Proposed resolution: approval of the annual accounts of the financial year ending on March 31st, 2022, including the appropriation of the result as proposed by the board of directors, in particular:
 - (i) adoption of a gross dividend of EUR 2.60 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.*
- 6. Discharge to the directors**
Proposed resolution: discharge to each of the directors for the performance of their mandate during the financial year ending on March 31st, 2022.
- 7. Discharge to the auditor**
Proposed resolution: Discharge to the auditor for the performance of his mandate during the financial year ending on March 31st, 2022.
- 8. Resignation and appointment of directors**
 - 8.a** *Proposed resolution: on recommendation of the nomination committee, proposal of the board of directors to reappoint Mr Johan Deschuyffeeler as independent director. His mandate will run for a period of four years until the end of the annual general meeting in 2026.*
Mr Deschuyffeeler, who was first appointed as independent director on 27 June 2018, meets the independence criteria set out in the Belgian Corporate Governance Code 2020. Mr Deschuyffeeler has furthermore explicitly stated that he has nor had any significant business connections with the Company which could harm his independence, a statement which is endorsed by the board of directors.

- 8.b Proposed resolution: on recommendation of the nomination committee, proposal of the board of directors to reappoint Mr Luc Missorten as independent director. His mandate will run for a period of four years until the end of the annual general meeting in 2026. Mr Missorten, who was first appointed as independent director on 25 June 2014, meets the independence criteria set out in the Belgian Corporate Governance Code 2020. Mr Missorten has furthermore explicitly stated that he has nor had any significant business connections with the Company which could harm his independence, a statement which is endorsed by the board of directors.
- 8.c Proposed resolution: on recommendation of the nomination committee, proposal of the board of directors to appoint Ms Hilde Windels as independent director. Her mandate will run for a period of four years until the end of the annual general meeting in 2026. Ms Hilde Windels meets the independence criteria set out in the Belgian Corporate Governance Code 2020. Ms Windels has furthermore explicitly stated that she has nor had any significant business connections with the Company which could harm her independence, a statement which is endorsed by the board of directors.

A brief CV of the directors whose reappointment is proposed can be found at <https://www.gimv.com/en/investors/shareholder-meetings>.

9. Reappointment of the auditor

Proposed resolution: reappointment of BDO Bedrijfsrevisoren BV, having their registered office at Antwerp-Berchem, Uitbreidingstraat 72 box 1, as auditor of the Company for a renewable period of three years until the end of annual general meeting which will approve the annual accounts for the financial year 2024-2025 and determination of the auditor's annual remuneration for the audit of the statutory and consolidated annual accounts from the Company at EUR 84.000 (VAT, IBR- contribution, internal operating costs and out-of-pocket expenses excluded), an amount which will be amended annually in accordance with the evolution of the Belgian Consumer Price Index. BDO Bedrijfsrevisoren BV appoints Mr David Lenaerts, company auditor, as permanent representative.

10. Approval of the global budget for remuneration of the non- executive directors

Proposed resolution: approval of the global budget of the remuneration for all the members of the board of directors, including the fixed remuneration of the chairman, of EUR 900,000 per year and authorization to the board of directors to remunerate the directors for the performance of their duties.

PARTICIPATION IN THE GENERAL MEETING

Lumi Connect – Gimv uses the Lumi Connect platform (<http://www.lumiconnect.com/>) to handle the admission procedure completely digitally, to give an electronic power of attorney or to cast your votes in writing in advance.

Registration date – Only the persons holding shares on the registration date are entitled to participate and vote at the general meeting, regardless of the number of shares they hold on the day of the general meeting. In accordance with article 26 of the articles of association, the record date is **Wednesday June 15th, 2022** (this is the fourteenth day before the general meeting) at 24:00 (CET).).

Admission conditions – In order to participate in the general meeting, a shareholder must fulfil two conditions, namely (a) be registered as a shareholder on the record date and (b) have notified the Company that he wishes to participate in the general meeting.

| Condition | Holders of registered shares | Holders of dematerialised shares |
|---|--|--|
| Registered on the record date (i.e. June 15 th , 2022) | The shares must be registered in the Company's share register on the record date. | The shares must be registered in the accounts of an authorized account holder or settlement institution on the registration date. |
| Notification | <p>No later than Thursday June 23th, 2022, registered shareholders must inform the Company in writing of their intention to attend the general meeting. This notice can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com).</p> <p>Notification of the intention to participate digitally in the general meeting or the granting of an electronic proxy can also be done via the Lumi Connect platform (http://www.lumiconnect.com/).</p> | <p>Holders of dematerialised shares: need to (i) request a certificate issued by their financial intermediary or authorized account holder, which sets forth the number of dematerialised shares registered in their name on the record date and the number of shares with which they wish to participate in the general meeting, and (ii) deliver this certificate to the Company by e-mail (infogav@gimv.com) at the latest on Thursday June 23th, 2022.</p> <p>Registration, notification of the intention to digitally participate in the general meeting or the granting of an electronic proxy is also possible via the Lumi Connect platform (http://www.lumiconnect.com/).</p> <p>All formalities can be fulfilled via this platform, a bank certificate is no longer necessary. Registration via Lumi Connect is free of charge.</p> |

Participation in the general meeting

(a) Participation in the physical meeting (in person or via proxy)

Physical participation in the general meeting will be possible insofar as this is permitted by the applicable government measures, general recommendations of government bodies and more generally if this is justified from a health and safety point of view.

Depending on how the health situation and the applicable measures develops in the coming weeks, the Company will further inform its shareholders about the participation and the organization of the general meeting by means of a press release and via its website (www.gimv.com).

Each shareholder shall also have the possibility to be represented by a proxy holder, who may or may not be a shareholder of the Company. **If physical participation is not possible or limited, the secretary of the meeting shall act as a proxy.** In order to validly participate in the voting, the proxy must be delivered to the Company no later than **Thursday June 23th, 2022**. This proxy can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). A proxy model is available at the registered office and on the Gimv website (<https://www.gimv.com/en/investors/shareholder-meetings>).

Shareholders who use the Lumi Connect platform (<http://www.lumiconnect.com/>) can also give an electronic proxy (with voting instructions) through this channel. This must be done by **Thursday June 23th, 2022** at the latest.

(b) Voting by correspondence

Each shareholder has the right to vote by correspondence on the items on the agenda. The voting form should contain the shareholder's full and precise identity, the number of shares he participates within the voting process and the shareholder's vote on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decisions. In order to validly participate in the voting, he must ensure that the Company receives the voting form no later than Thursday June 23th, 2022. This voting form can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). A model voting by letter form is available at the registered office of the Company and on the Gimv website (<https://www.gimv.com/en/investors/shareholder-meetings>).

Shareholders who use the Lumi Connect platform (<http://www.lumiconnect.com/>) can also vote electronically in advance. This must be done by **Thursday June 23th, 2022** at the latest.

Shareholders who have cast their votes in advance in writing have the option to follow the general meeting remotely. It suffices to indicate your wish via the voting form or via a separate email to infogav@gimv.com. A link to the general meeting will then be provided no later than the day before.

Provision of information – the information below will be made available only on the Company's website (www.gimv.com):

- Convocation (with amended agenda, if applicable)
- Voting form by proxy or by letter
- Report of the board of directors on the financial year ending on 31 March 2022 (agenda item 1) including the remuneration report (agenda item 5)
- Auditor's report on the financial year ending on 31 March 2022 (agenda item 2)
- (Consolidated) annual accounts on the year ending on 31 March 2022 (agenda items 3 and 5)
- CVs of the directors to be reappointed (agenda item 8)

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. In order to exercise this right, the shareholders should ensure that the Company receives the additional agenda items or proposed resolutions at the latest by **Tuesday June 7th, 2022**. 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 **Tuesday June, 14th, 2022**.

More detailed information relating to Article 7:130 of the Belgian Companies and Associations Code can be found on the Company's website (www.gimv.com).

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 as well as the statutory auditor concerning his report. These inquiries must be sent no later than **Thursday June 23th, 2022** by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). An answer in writing will be made available to the shareholders via publication on the Company's website (www.gimv.com)

Shareholders using the Lumi Connect platform (<http://www.lumiconnect.com/>) can also submit written questions via this channel (no later than **Thursday, June 24th, 2022**).

More detailed information on the rights under Article 7:139 of the Belgian Companies and Associations Code is made available to shareholders on the Company's website.

The board of directors

For more information, please contact:

Edmond Bastijns*
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