

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 and extraordinary general meeting (the "general meeting") that will be held on **Wednesday June 26th, 2024 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, 2024**
2. **Presentation of the auditor's report on the financial year ending on March 31st, 2024**
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, 2024**
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, 2024.
5. **Approval of the annual accounts of the financial year ending on March 31st, 2024 and appropriation of the result**
Proposed resolution: approval of the annual accounts of the financial year ending on March 31st, 2024, 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;*
 - (ii) *acknowledgment of the shareholders' option to have this dividend paid out in principle in new ordinary shares of the Company; and*
 - (iii) *mandate to the board of directors to take the final decision on (a) the option to pay the dividend also in the form of new ordinary shares, (b) the time at which the dividend will be made payable, and (c) as the case may be, the start and end of the option period as well as the other terms and conditions of the optional dividend.*
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, 2024.
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, 2024.
8. **Resignation and appointment of directors**
 - 8.a *Proposed resolution: confirmation of the co-optation as from 21 May 2024 of Ginkgo Associates CommV, permanently represented by Mr Filip Dierckx, as a director of the Company on the nomination of WorxInvest NV and on the recommendation of the nomination committee proposal of the board of directors to appoint Ginkgo Associates CommV, permanently represented by Mr Filip Dierckx, as a director of the Company for a period of four years until the end of the annual general meeting in 2028.*

- 8.b. Proposed resolution: confirmation of the co-optation as from 21 May 2024 of RGFin BV, permanently represented by Mr Robert Van Goethem, as a director of the Company on the nomination of WorxInvest NV and on the recommendation of the nomination committee proposal of the board of directors to appoint RGFin BV, permanently represented by Mr Robert Van Goethem, as a director of the Company for a period of four years until the end of the annual general meeting in 2028.
- 8.c. Proposed resolution: confirmation of the co-optation as from 21 May 2024 of YX Partners BV, permanently represented by Mr Marc Valentiny, as a director of the Company on the nomination of WorxInvest NV and on the recommendation of the nomination committee proposal of the board of directors to appoint YX Partners BV, permanently represented by Mr Marc Valentiny, as a director of the Company for a period of four years until the end of the annual general meeting in 2028.
- 8.d. Proposed resolution: acknowledgement of the voluntary resignation of Ms Brigitte Boone as director of the Company and proposal of the board of directors to appoint 2B Projects BV, permanently represented by Ms Brigitte Boone, as a director on the recommendation of WorxInvest NV. This mandate will run for a period of three years until the end of the annual general meeting in 2027.
- 8.e. Proposed resolution: proposal of the board of directors to appoint MJA Consulting BV, permanently represented by Ms Manon Janssen, as an independent director. This mandate will run for a period of four years until the end of the annual general meeting in 2028.
Ms Manon Janssen meets the independence criteria set out in the Belgian Corporate Governance Code 2020 and has expressly stated that she has nor had any significant business relationship with the Company which could harm her independence, which is endorsed by the board of directors.
- 8.f. Proposed resolution: acknowledgement of the voluntary resignation of Mr Luc Missorten as an independent director of the Company and proposal of the board of directors to appoint Lubis BV, permanently represented by Mr Luc Missorten, as an independent director. This mandate will run for a period of two years until the end of the annual general meeting in 2026.
Mr Luc Missorten meets the independence criteria set out in the Belgian Corporate Governance Code 2020 and has expressly stated that he has nor had any significant business relationship with the Company which could harm his independence, which is endorsed by the board of directors.
- 8.g. Proposed resolution: acknowledgement of the voluntary resignation of Mr Frank Verhaegen as independent director of the Company and proposal of the board of directors to appoint ValHaeg BV, permanently represented by Mr Frank Verhaegen, as an independent director. This mandate will run for a period of one year until the end of the annual general meeting in 2025.
Mr Frank Verhaegen meets the independence criteria set out in the Belgian Corporate Governance Code 2020 and has expressly stated that he has nor had any significant business relationship with the Company which could harm his independence, which is endorsed by the board of directors.
- 8.h. Proposed resolution: acknowledgement of the voluntary resignation of Mr Johan Deschuyffeeler as independent director of the Company and proposal of the board of directors to appoint The House of Value – Advisory & Solutions BV, permanently represented by Mr Johan Deschuyffeeler, as an independent director. This mandate will run for a period of two years until the end of the annual general meeting in 2026.
Mr Johan Deschuyffeeler meets the independence criteria set out in the Belgian Corporate Governance Code 2020 and has expressly stated that he has nor had any significant business relationship with the Company which could harm his independence, which is endorsed by the board of directors.

- 8.i. Proposed resolution: acknowledgement of the voluntary resignation of Ms An Vermeersch as independent director of the Company and proposal of the board of directors to appoint eMajor BV, permanently represented by Ms An Vermeersch, as an independent director. This mandate will run for a period of one year until the end of the annual general meeting in 2025.

Ms An Vermeersch meets the independence criteria set out in the Belgian Corporate Governance Code 2020 and has expressly stated that she has nor had any significant business relationship with the Company which could harm her independence, which is endorsed by the board of directors.

- 8.j. Proposed resolution: acknowledgement of the voluntary resignation of Ms Hilde Windels as independent director of the Company and proposal of the board of directors to appoint Hilde Windels BV, permanently represented by Ms Hilde Windels, as an independent director. This mandate will run for a period of two 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 and has expressly stated that she has nor had any significant business relationship with the Company which could harm her independence, which is endorsed by the board of directors.

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

9. **Approval of the global budget for remuneration of the non- executive directors**
Proposed resolution: approval of the global budget of the remuneration for the non-executive directors (including the chairman) of EUR 900,000 for the financial year 2024-2025, and authorization to the board of directors to use this global budget in accordance with the remuneration policy.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

We draw your attention to the fact that past experience indicates that **this meeting will in all likelihood not reach the required attendance quorum, namely 50% of the capital, and consequently will not be able to validly deliberate and decide on the proposed agenda.**

You will be informed accordingly and invited to the extraordinary general meetings of the Company to be held on Wednesday, 31 July 2024, which will be able to validly deliberate and decide regardless of the number of securities present and represented.

10. **Amendment to article 12, paragraphs 2 and 3, of the articles of association ('appointment and resignation of directors')**

Proposed resolution: replacement of the second and third paragraphs of article 12 of the articles of association ('appointment and resignation of directors') by the following text: "For as long as WorxInvest NV together with its affiliates (for the definition of "affiliates" article 1:20 of the Belgian Companies and Associations Code is referred to) own, in aggregate 25% or more of the shares

- (i) one third (1/3) of the total number of directors shall be appointed from among candidates proposed by WorxInvest NV (numbers with a decimal point will be rounded up to the next whole number);
- (ii) at least a majority of the members of the board of directors shall be appointed on the proposal of the board of directors because of their independence according to the criteria set out in the corporate governance code and article 7:87 of the Belgian Companies and Associations Code; and
- (iii) the remaining directors, if any, are appointed on the proposal of the board of directors from among candidates not proposed by WorxInvest NV.

They are appointed for a maximum period of four years. A resigning director can be reappointed."

11. Deletion of article 14 of the articles of association ('chairmanship')

Proposed resolution: *deletion of article 14 of the articles of association ('chairmanship') and renumbering of the remaining articles of the articles of association.*

12. Addition of a new paragraph to article 20 (new article 19) of the articles of association ('advisory committees')

Proposed resolution: *addition of a new, third paragraph to article 20 of the articles of association ('advisory committees'; article 19 after renumbering) by the following text:*

"Each advisory committee will in principle consist of five (5) directors. For as long as WorxInvest NV together with its affiliates (for the definition of "affiliates" article 1:20 of the Belgian Companies and Associations Code is referred to) own, in aggregate 25% or more of the shares,

- (i) minimum two members of each advisory committee will be directors appointed from among candidates proposed by WorxInvest NV;*
- (ii) each advisory committee will consist of a majority of directors appointed because of their independence according to the criteria set out in the corporate governance code and article 7:87 of the Belgian Companies and Associations Code; and*
- (iii) the chairperson of the nomination committee will be the same person as the chairperson of the board of directors."*

13. 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 separately 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 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 12th, 2024** (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 12 th , 2024)	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 20th, 2024, 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>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 20th, 2023.</p> <p>Registration 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)

Each shareholder is entitled to personally attend the annual general meeting.

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. In order to validly participate in the voting, the proxy must be delivered to the Company no later than **Thursday June 20th, 2024**. 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 20th, 2024** 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 20th, 2024**. 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 20th, 2024** at the latest.

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 2024 (agenda item 1) including the remuneration report (agenda item 4)
- Auditor's report on the financial year ending on 31 March 2024 (agenda item 2)
- (Consolidated) annual accounts on the year ending on 31 March 2024 (agenda items 3 and 5)
- CVs of the directors to be (re)appointed (agenda item 8)
- New text of the articles of association (agenda items 10 a.f.)

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 4th, 2024**. 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, 11th, 2024**.

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 20th, 2024** 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 20th, 2024**).

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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Chief Legal Officer & Secretary General
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