

ANNUAL GENERAL MEETING OF SHAREHOLDERS Dated June 26th, 2024

Today, Wednesday 26 June 2024, the annual general meeting of shareholders of the public limited company Gimv, with registered office at Karel Oomsstraat 37, 2018 Antwerp, Belgium and company number 0220.324.117 (the "**Company**"), 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 Filip Dierckx¹. The chairman constitutes the bureau of the meeting he will chair. Mr. Edmond Bastijns², 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 Verhagen, director;
- Robert Van Goethem³, director;
- Marc Valentiny⁴, director;
- Hilde Windels, director;
- Public notary Frank Liesse; 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 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
5. Approval of the annual accounts of the financial year ending on March 31st, 2024 and appropriation of the result
6. Discharge to the directors
7. Discharge to the auditor
8. Resignation and appointment of directors
9. Approval of the global budget for remuneration of the non- executive directors

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

- the holders of registered shares were invited by mail on May 24th, 2024; the shareholders who agreed to receive an invitation by e-mail, were invited electronically by e-mail on May 26th, 2023; the notice of the meeting is initialed by the members of the bureau;
- the notifications were published in De Tijd on May 24th, 2024 and in the Belgian Stage Gazette, on May 24th, 2024, a copy of these publications is initialed by the members of the bureau;
- the Company also issued a press release relating to the annual general meeting on May 24th, 2024;
- 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;

¹ On behalf of Ginkgo Associates CommV

² On behalf of Edmond Bastijns BV

³ On behalf of RGFIn BV

⁴ On behalf of YX Partners BV

- the decisions of the general shareholders' meeting will be taken by a simple majority of votes.

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 are recorded on the attendance list signed by them before being admitted to the meeting. In addition, a 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 264,665,131.98 and is represented by 27,881,273 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, 11,524,886 shares in total, representing 41,34% of the voting shares of the Company, are present or represented at the meeting.

The shareholders had the opportunity to submit written questions to the company until 20 June 2024. The Company received a total of 13 written questions, which were answered at the AGM. The answers to these written questions can be found in Appendix 1.

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 March 31st, 2024

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 of the past financial year 2023-24.

This agenda item requires no further resolution.

Agenda item 2 – Presentation of the auditor's report on the financial year ending on March 31st, 2024

The Company's auditor presents the audit report on the financial year ending on March 31st, 2024, pertaining to the consolidated as well as the unconsolidated accounts. It concerns 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 of the board of directors and the auditor on the financial year ending on March 31st, 2024

The meeting is provided with information and clarification of the consolidated annual accounts as per 31 March 2024 with total assets of rounded EUR 1.917 million and a net result of EUR 217 million.

This agenda item requires no further resolution.

Agenda item 4 – 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 March 31st, 2024.

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.

This resolution is approved by 11,515,977 votes in favour, 4,653 votes against and 3,525 votes abstained.

11,524,155 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 5 – Approval of the annual accounts on the financial year ending on March 31st, 2024 and appropriation of the result

The annual accounts as per March 31st, 2024 are presented to the meeting and discussed.

The result of the financial year amounts to a rounded loss of EUR 28.2 million. Together with the retained results of the Company of previous accounting periods, the result to be allocated amounts to a total rounded result of EUR 194.5 million to be appropriated.

It is proposed to the meeting to distribute a rounded gross dividend of EUR 72.5 million or EUR 2.60 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 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.**

This resolution is approved by 11,523,681 votes in favour, 360 votes against and 106 votes abstained.

11,524,147 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 6 – Discharge to the directors

Resolution:

Discharge to each of the directors for the performance of their mandate during the financial year ending on March 31st, 2024.

This resolution is approved by 11,146,578 votes in favour, 370,342 votes against and 6,778 votes abstained.

11.523.698 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 7 – Discharge to the auditor

Resolution:

Discharge to the auditor for the performance of his mandate during the financial year ending on March 31st, 2024.

This resolution is approved by 11,155,135 votes in favour, 369,108 votes against and 155 votes abstained.

11,524,398 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 8 – Resignation and appointment of directors

The chairman informs the general shareholders meeting that the mandate of Ms Manon Janssen is ending with this general shareholders' meeting and that the meeting will be able to vote on the confirmation of co-optation and the appointment of three new board members for a period of four years, namely (i) Ginkgo Associates CommV, permanently represented by Mr Filip Dierckx; (ii) RGFIn BV, permanently represented by Mr Robert Van Goethem; and (iii) YX Partners BV, permanently represented by Mr Marc Valentiny. The shareholders received a copy of their CV.

In addition, the general shareholders meeting takes note of the voluntary resignation of the remaining directors, except the managing director, and votes on the appointment of these directors through their management company for the remaining term of their mandate.

Agenda item 8a – Confirmation of the co-optation and appointment of Ginkgo Associates CommV, permanently represented by Mr Filip Dierckx

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, and following the 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.

This resolution is approved by 10,813,735 votes in favour, 703,738 votes against and 7,045 votes abstained.

11,524,518 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 8b – Confirmation of the co-optation and appointment of RGFin BV, permanently represented by Mr Robert Van Goethem

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, and following the 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.

This resolution is approved by 11,291,912 votes in favour, 230,805 votes against and 2,051 votes abstained.

11,524,768 valid votes have been registered for 27,881,273 shares, corresponding to 41,34% of the share capital.

Agenda item 8c – Confirmation of the co-optation and appointment of YX Partners BV, permanently represented by Mr Marc Valentiny

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, and following the 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.

This resolution is approved by 11,279,842 votes in favour, 237,416 votes against and 7,270 votes abstained.

11,524,528 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 8d – Appointment of 2B Projects BV

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.

This resolution is approved by 10,846,842 votes in favour, 673,827 votes against and 3,736 votes abstained.

11,524,405 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 8e – Appointment of MJA Consulting BV

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.

This resolution is approved by 11,280,084 votes in favour, 236,933 votes against and 7,761 votes abstained.

11,524,778 valid votes have been registered for 27,881,273 shares, corresponding to 41,34% of the share capital.

Agenda item 8f – Appointment of Lubis BV

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.

This resolution is approved by 11,286,933 votes in favour, 235,197 votes against and 2,352 votes abstained.

11,524,482 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 8g – Appointment of ValHaey BV

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.

This resolution is approved by 11,293,884 votes in favour, 228,574 votes against and 2,310 votes abstained.

11,524,768 valid votes have been registered for 27,881,273 shares, corresponding to 41,34% of the share capital.

Agenda item 8h – Appointment of The House of Value – Advisory & Solutions BV

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.

This resolution is approved by 10,721,190 votes in favour, 796,502 votes against and 6,986 votes abstained.

11,524,678 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 8i – Appointment of eMajor BV

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 two years until the end of the annual general meeting in 2026.

Ms An Vermeersch 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.

This resolution is approved by 11,280,087 votes in favour, 237,445 votes against and 3,480 votes abstained.

11,521,012 valid votes have been registered for 27,881,273 shares, corresponding to 41,32% of the share capital.

Agenda item 8j – Appointment of Hilde Windels BV

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.

This resolution is approved by 10,788,128 votes in favour, 733,656 votes against and 2,688 votes abstained.

11,524,472 valid votes have been registered for 27,881,273 shares, corresponding to 41,33% of the share capital.

Agenda item 9 – Approval of the global budget for remuneration of the non- executive directors

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 2023-2024, and authorization to the board of directors to use this global budget in accordance with the remuneration policy.

This resolution is approved by 11,504,476 votes in favour, 11,530 votes against and 5,252 votes abstained.

11,521,258 valid votes have been registered for 27,881,273 shares, corresponding to 41,32% of the share capital.

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The agenda of the annual general meeting of shareholders is thus concluded. Reference will be made to a separate notarial deed for the resolutions of the extraordinary general meeting.

Subsequently, the general meeting is closed at 12.50 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 BASTIJNS⁵
Secretary

Filip DIERCKX⁶
Chairman

FOR PUBLICATION

⁵ On behalf of Edmond Bastijns BV

⁶ On behalf of Ginkgo Associates CommV