

**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 extraordinary general meeting that will be held on **Wednesday July 31<sup>st</sup>, 2024, at 10:30 am** at the offices of the Company, at Karel Oomsstraat 37, 2018 Antwerp.

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

### **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

**1. 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.”

**2. 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.

**3. 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.”

**4. 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 Bastjns, 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 extraordinary general meeting, regardless of the number of shares they hold on the day of the extraordinary general meeting. In accordance with article 26 of the articles of association, the record date is **Wednesday July 17<sup>th</sup>, 2024** (this is the fourteenth day before the extraordinary general meeting) at 24:00 (CET).

**Admission conditions** – In order to participate in the extraordinary general meeting, a shareholder must fulfill 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 extraordinary general meeting.

Condition	Holders of registered shares	Holders of dematerialised shares
Registered on the record date (i.e. July 17 <sup>th</sup> , 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 July 25<sup>th</sup>, 2024, registered shareholders must inform the Company in writing of their intention to attend the extraordinary general meeting. This notice can be sent by regular mail (to the Company's registered office) or by e-mail (<a href="mailto:infogav@gimv.com">infogav@gimv.com</a>).</p> <p>The granting of an electronic proxy can also be done via the Lumi Connect platform (<a href="http://www.lumiconnect.com/">http://www.lumiconnect.com/</a>).</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 extraordinary general meeting, and (ii) deliver this certificate to the Company by e-mail (<a href="mailto:infogav@gimv.com">infogav@gimv.com</a>) at the latest on Thursday July 25<sup>th</sup>, 2024.</p> <p>Registration or the granting of an electronic proxy is also possible via the Lumi Connect platform (<a href="http://www.lumiconnect.com/">http://www.lumiconnect.com/</a>).</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 extraordinary general meeting

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

Each shareholder is entitled to personally attend the extraordinary 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 July 25<sup>th</sup>, 2024**. This proxy can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto: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 July 25<sup>th</sup>, 2024**, at the latest.

**Shareholders who have already provided a proxy form for the extraordinary general meeting of 26 June 2024, do not need to provide a new proxy form to the Company for the extraordinary general meeting of 31 July 2024. For holders of dematerialised shares, the Company requests to send the certificate of shareholding with record date Wednesday 17 July 2024 by ordinary mail or e-mail (see page 2 for more information).**

### (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 July 25<sup>th</sup>, 2024**. This voting form can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto: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 July 25<sup>th</sup>, 2024**, at the latest.

**Shareholders who have already provided a voting form for the extraordinary general meeting of 26 June 2024, do not need to provide the Company with a new voting form for the extraordinary general meeting of 31 July 2024. For holders of dematerialised shares, the Company requests to send the certificate of shareholding with record date Wednesday 17 July 2024 by ordinary mail or e-mail (see page 2 for more information).**

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

- Convocation (with amended agenda, if applicable)
- Voting form by proxy or by letter
- New text of the articles of association

**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 extraordinary 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 July 9<sup>th</sup>, 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](mailto: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 July 16<sup>th</sup>, 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](http://www.gimv.com)).

**Written questions** – Shareholders who meet with the conditions to participate in the extraordinary general meeting, have the right to address the board of directors with their questions relating to the items on the agenda. These inquiries must be sent no later than **Thursday July 25<sup>th</sup>, 2024** by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). An answer in writing will be made available to the shareholders via publication on the Company's website ([www.gimv.com](http://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, July 25<sup>th</sup>, 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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