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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 special general meeting (the "general meeting") that will be held on **Wednesday May 27th, 2026 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 AND SPECIAL GENERAL MEETING

- 1. Presentation of the report of the board of directors on the financial year ending on 31 December 2025**
- 2. Presentation of the auditor's report on the financial year ending on 31 December 2025**
- 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 December 2025**
- 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 31 December 2025.
- 5. Approval of the annual accounts of the financial year ending on 31 December 2025 and appropriation of the result**
Proposed resolution: Approval of the annual accounts of the financial year ending on 31 December 2025, including the appropriation of the result as proposed by the board of directors, in particular:
 - (i) adoption of a gross dividend of EUR 1.95 per share (based on a gross dividend of EUR 2.60 per share, calculated on a pro rata basis for the shortened financial year of 9 months); and*
 - (ii) mandate to the board of directors to take the final decision on the time at which the dividend will be made payable.*
- 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 31 December 2025.
- 7. Discharge to the auditor**
Proposed resolution: Discharge to the auditor for the performance of his mandate during the financial year ending on 31 December 2025.
- 8. Appointment of directors**
 - 8.a** *Proposed resolution: proposal of the board of directors to reappoint The House of Value – Advisory & Solutions BV, permanently represented by Mr. Johan Deschuyffeleer, as an independent director. This mandate will run for a period of four years until the end of the annual general meeting in 2030. On the basis of the information available to the Company, The House of Value – Advisory & Solutions BV and its permanent representative, Mr. Johan Deschuyffeleer, meet the specific independence criteria of principle 3.5 of the Belgian Corporate Governance Code 2020 and the general principal of independence under*

Article 7:87 of the Belgian Code of Companies and Associations. The board of directors is not aware of any elements that could call this independence into question.

- 8.b Proposed resolution: *proposal of the board of directors to reappoint Hilde Windels BV, permanently represented by Ms. Hilde Windels, as an independent director. This mandate will run for a period of four years until the end of the annual general meeting in 2030. On the basis of the information available to the Company, Hilde Windels BV and its permanent representative, Ms. Hilde Windels, meet the specific independence criteria of principle 3.5 of the Belgian Corporate Governance Code 2020 and the general principal of independence under Article 7:87 of the Belgian Code of Companies and Associations. The board of directors is not aware of any elements that could call this independence into question.*
- 8.c Proposed resolution: *proposal of the board of directors to appoint Yquity BV, permanently represented by Mr. Rudy Provoost, as an independent director. This mandate will run for a period of four years until the end of the annual general meeting in 2030. On the basis of the information available to the Company, Yquity BV and its permanent representative, Mr. Rudy Provoost, meet the specific independence criteria of principle 3.5 of the Belgian Corporate Governance Code 2020 and the general principal of independence under Article 7:87 of the Belgian Code of Companies and Associations. The board of directors is not aware of any elements that could call this independence into question.*

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 in accordance with article 7:151 of the Belgian Code of Companies and Associations

Proposed resolution: *Approval and, insofar as required, ratification, in accordance with and to the extent falling within the scope of Article 7:151 of the Belgian Code of Companies and Associations, of those provisions of the facility agreement entered into on 19 March 2026 between, on the one hand, the Company and, on the other hand, BNP Paribas Fortis NV, KBC Bank NV, ING Belgium NV and Belfius Bank NV (the “**Facility Agreement**”), which, if approved by the shareholders’ meeting, grant rights to third parties that either have a substantial impact on the assets of the Company or create a substantial liability or obligation for the Company and of which the exercise is dependent on the launch of a public takeover bid on the shares of the Company or on a change of the control of the Company. Such provisions include, without limitation, clause 8.2 of the Facility Agreement (Change of control), which provides, among others, that a lender under the Facility Agreement may cancel its available commitment and request the Company to repay its participations in all outstanding utilisations upon being informed of a ‘Change of Control’, which shall occur if an offer is made by any person (other than Worxinvest NV or any affiliate thereof) to all (or as nearly as may be practicable all) shareholders (or all (or as nearly as may be practicable all) such shareholders other than the offeror and/or any parties acting in concert (as defined in Article 3, paragraph 1, 5° of the Belgian Law of 1 April 2007 on public takeover bids or any modification or re-enactment thereof) with the offeror), to acquire all or a majority of the voting rights of the Company and (the period of such offer being closed, the definitive results of such offer having been announced and such offer having become unconditional in all respects) the offeror has acquired or, following the publication of the results of such offer by the offeror, is entitled to acquire as a result of such offer, post completion thereof, voting rights of the Company so that it has either the direct or indirect ownership of more than 50 per cent. of the voting rights in the Company, whereby the date on which the Change of Control shall be deemed to have occurred shall be the date of the publication by the offeror of the results of the relevant offer (and, for the avoidance of doubt, prior to any reopening of the offer in accordance with Article 42 of the Royal Decree of 27 April 2007 on public takeover bids).*

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 13 May 2026** (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. 13 May 2026)	The shares must be registered in the Company's share register on the record date.	The shares must be registered in the account of an authorized account holder or settlement institution on the registration date.
Notification	<p>No later than Thursday 21 May 2026, 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 21 May 2026.</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>



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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 21 May 2026**. 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 21 May 2026** 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 21 May 2026**. 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 21 May 2026** 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 December 2025 (agenda item 1) including the remuneration report (agenda item 4)
- Auditor's report on the financial year ending on 31 December 2025 (agenda item 2)
- (Consolidated) annual accounts on the year ending on 31 December 2025 (agenda items 3 and 5)
- CVs of the directors to be (re)appointed (agenda item 8)



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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 5 May 2026**. 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 12 May 2026**.

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 21 May 2026** 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, 21 May 2026**).

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:

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