



Naamloze Vennootschap

Nijverheidsstraat 2, 2340 Beerse
BTW BE0403.807.337 – RPR Turnhout

Minutes of the ordinary general meeting of shareholders, held at Hotel Botanique Sanctuary, Leopoldstraat 26, 2000 Antwerp , on Wednesday 22 May 2024

The meeting is opened at 11.00 o'clock, under the presidency of Mr Patrick De Groote. The Chairman appoints Karin Leysen as Secretary and Jan Keuppens as "Schuiner".

The Chairman states that 1.151.356 shares were registered for participation to the general meeting and that according to the attendance list 1.151.262 shares, representing the same number of votes, are present or represented at the meeting.

The Chairman states that the invitation of the current meeting was published in compliance with legislation and articles of association of the company on 12 April 2024 In De Standaard and Belgisch Staatsblad and on 19 April 2024 on the website of Campine NV, E-corporate, Intrado. He presents the proof of these publications.

The Chairman concludes that the current meeting was convened in compliance with legislation and that the meeting can decide upon the following agenda:

The Chairman presents the report of the Board of Directors and the report of the Statutory Auditor and opens the discussion regarding the approval of the annual accounts.

1. Reading and discussion about the report of the board of directors, the annual accounts and consolidated annual accounts of the financial year closed on 31 December 2023.
2. Reading of and discussion about the auditor's report on the above-mentioned annual accounts.
3. Approval of the annual accounts of the financial year closed on 31 December 2023.
Resolution proposal: The ordinary general meeting approves the annual accounts of the financial year closed on 31 December 2023.
4. Approval of the appropriation of the result of the financial year closed on 31 December 2023.
Resolution proposal: The ordinary general meeting decides to appropriate the result of the financial year closed on 31 December 2023 as proposed by the board of directors. The ordinary general meeting decides to distribute a dividend of € 4.5 mio (this means € 3.00 gross per share) against presentation of coupon no 15, with payment date: 14 June 2024 (ex-date: 12 June 2024 and record date: 13 June 2024).
5. Approval of the remuneration policy of the company.
Resolution proposal: : The ordinary general meeting approves the remuneration policy as mentioned in the annual report 2023.
6. Approval of the remuneration report of the financial year closed on 31 December 2023.
Resolution proposal: The ordinary general meeting approves the remuneration report of the financial year closed on 31 December 2023.
7. Discharge to the board members for the financial year closed on 31 December 2023.
Resolution proposal: The ordinary general meeting grants discharge to the board members for the execution of their mandate during the financial year closed on 31 December 2023.

8. Discharge to the auditor for the financial year closed on 31 December 2023.
Resolution proposal: The ordinary general meeting grants discharge to the auditor for the execution of his mandate during the financial year closed on 31 December 2023.
9. Statutory nominations:
- 9a. Appointment of JOKECON 2.0 BV, represented by its permanent representative Mr. Johan Kestens as board member for a period of 3 years.
Resolution proposal: The ordinary general meeting appoints JOKECON 2.0 BV, represented by its permanent representative Mr. Johan Kestens as board member for a period of 3 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2027. The directors' remuneration amounts to € 21 250 for 2024. According to the articles of association the amount is automatically increased by € 250 on the first day of each new financial year.
- 9b. Renewal mandate EY Bedrijfsrevisoren BV with registered office at Kouterveldstraat 7B, 1831 Diegem, and registered with the Crossroads Bank for Enterprises under number 0446.334.711 (RPR Brussels) as statutory auditor of the company for a period of 3 years.
Resolution proposal: The ordinary general meeting decides, on the proposal of the audit committee, to appoint EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7B, 1831 Diegem, and registered with the Crossroads Bank for Enterprises under number 0446.334.711 (RPR Brussels), represented by its permanent representative Ludovic Deprez BV, with registered office at Hof van Rotselaar 2, 3078 Everberg, represented by its permanent representative, Mr. Ludovic Deprez, as statutory auditor of the Company, with immediate effect. The mandate will end at the ordinary general meeting to be held in the year 2027. In accordance with article 3:77 of the Companies and Associations Code, the statutory auditor will also audit the consolidated annual accounts of the Company. The fee for the mandate as statutory auditor (both for auditing the statutory and consolidated annual accounts of the Company) amounts to € 120 406 per year (indexed annually, excluding VAT and other local taxes, expenses and expenses).

Afterwards the Chairman leads the voting.

For each decision 1.151.262 valid votes were noted, which represent 75,6677 % of the share capital.

3. The ordinary general meeting approves the annual accounts of the financial year closed on 31 December 2023:
- Unanimously (no votes against or abstention).
4. The ordinary general meeting decides to appropriate the result of the financial year closed on 31 December 2023 as proposed by the board of directors. The ordinary general meeting decides to distribute a dividend of € 4.5 mio (this means € 3.00 gross per share) against presentation of coupon no 15, with payment date: 14 June 2024 (ex-date: 12 June 2024 and record date: 13 June 2024).
- Unanimously (no votes against or abstention).
5. The ordinary general meeting approves the remuneration policy as mentioned in the annual report 2023.
- With 1.101.155 votes in favour, 34.104 votes against and 3 abstentions.
6. The ordinary general meeting approves the remuneration report of the financial year closed on 31 December 2023:
- With 1.101.155 votes in favour, 34.104 votes against and 3 abstentions.
7. The ordinary general meeting grants discharge to the board members for the execution of their mandate during the financial year closed on 31 December 2023:
- Unanimously (no votes against or abstention).

8. The ordinary general meeting grants discharge to the auditor for the execution of his mandate during the financial year closed on 31 December 2023
- Unanimously (no votes against or abstention).
9. Statutory nominations:
- 9a. The ordinary general meeting appoints JOKECON 2.0 BV, represented by its permanent representative Mr. Johan Kestens as board member for a period of 3 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2027. The directors' remuneration amounts to € 21 250 for 2024. According to the articles of association the amount is automatically increased by € 250 on the first day of each new financial year.
- With 1.101.158 votes in favour and 34.104 votes against (no abstentions).
- 9b. The ordinary general meeting decides, on the proposal of the audit committee, to appoint EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7B, 1831 Diegem, and registered with the Crossroads Bank for Enterprises under number 0446.334.711 (RPR Brussels), represented by its permanent representative Ludovic Deprez BV, with registered office at Hof van Rotselaar 2, 3078 Everberg, represented by its permanent representative, Mr. Ludovic Deprez, as statutory auditor of the Company, with immediate effect. The mandate will end at the ordinary general meeting to be held in the year 2027. In accordance with article 3:77 of the Companies and Associations Code, the statutory auditor will also audit the consolidated annual accounts of the Company. The fee for the mandate as statutory auditor (both for auditing the statutory and consolidated annual accounts of the Company) amounts to € 120 406 per year (indexed annually, excluding VAT and other local taxes, expenses and expenses).
- Unanimously (no votes against or abstention).

The agenda being handled, the minutes of the meeting are read. After approval the document is signed by the officers and shareholders who wish so.

The meeting is closed.

the Secretary

the Chairman

the Schuiner