

Convening notice to the Extraordinary and Annual General Meetings of shareholders of 4 May 2023

Shareholders are invited to attend the Extraordinary and Annual General Meetings (the "**Meetings**") to be held on Thursday, **4 May 2023** at **1.30pm** and **3.00pm** respectively, at the Company's registered office, rue de l'Industrie 31, 1040 Brussels, in order to deliberate on the agendas listed below.

The Meetings will be held in person at the Company's registered office and will also be webcast. Shareholders wishing to attend the webcast of the Meetings are requested to complete the registration and participation formalities and to provide their e-mail address in order to allow the Company to send them the necessary information to access this webcast. It is important to note that it will not be possible to ask questions or vote during the webcast. Only shareholders who are physically present or represented at the Meetings will be able to ask questions and cast votes during the Meetings.

Agenda of the Annual General Meeting of 4 May 2023 at 3.00pm

1 Reports and annual accounts

- 1.1 Presentation of the Management report of the Board of Directors (including the Corporate Governance Statement and the ESG section of the Annual report) and of the Statutory Auditor's report relating to the financial year 2022.
- 1.2 Presentation of the Consolidated financial statements relating to the financial year 2022.
- 1.3 Approval of the Statutory annual accounts of the Company relating to the financial year 2022 and appropriation of results.

Proposal to approve the Statutory annual accounts of the Company as at 31 December 2022, as drawn up by the Board of Directors, including the appropriation of the Company's result and the distribution of a gross dividend of EUR 3.24 per share. As the dividend right attached to the own shares lapses, the total amount allocated by the Company to the dividend payment depends on the number of own shares held by the Company on 11 May 2023 at 11.59pm Belgian time (i.e. the trading day preceding the ex-date). Therefore, delegation of authority to the Board of Directors, with power of subdelegation, to determine the total amount allocated by the Company to the dividend payment (without changing the amount of the gross dividend per share) and to reflect this (and any other changes in the appropriation of the result resulting therefrom) in the Statutory annual accounts based on the number of own shares held by the Company on that date.

2 Remuneration report

- 2.1 Presentation of the Remuneration report relating to the financial year 2022.
- 2.2 Approval of the Remuneration report relating to the financial year 2022.

Proposal to approve the Remuneration report relating to the financial year 2022. The vote on the Remuneration report is advisory.

3 Discharge to the Directors and to the Statutory Auditor

- 3.1 **Proposal** to grant discharge by special vote to the Directors for any liability resulting from the fulfilment of their mandate during the financial year 2022.
- 3.2 **Proposal** to grant discharge by special vote to the Statutory Auditor for any liability resulting from the fulfilment of its mandate during the financial year 2022.

4 Appointment of Directors and setting of their remuneration

The term of office of Mr. Jacques Emsens, Mr. Robert Peugeot and Mr. Guy Verhofstadt will expire at the end of the Annual General Meeting of 4 May 2023.

Mr. Jacques Emsens, Mr. Robert Peugeot and Mr. Guy Verhofstadt have indicated that they do not wish to seek reappointment.

Proposal, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to appoint as Director:

- 4.1 Mr. Leslie Teo for a period of three years, expiring at the end of the 2026 Annual General Meeting, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since it appears from the information available to the Company and the information provided by Mr. Leslie Teo that he meets all the criteria set out in that Principle. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association. His curriculum vitae is available on the Company's website.
- 4.2 Mr. Rajeev Vasudeva for a period of three years, expiring at the end of the 2026 Annual General Meeting, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since it appears from the information available to the Company and the information provided by Mr. Rajeev Vasudeva that he meets all the criteria set out in that Principle. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association. His curriculum vitae is available on the Company's website.
- 4.3 Mr. Felix Goblet d'Alviella for a period of three years, ending at the end of the 2026 Annual General Meeting. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association. His curriculum vitae is available on the Company's website.

5 Renewal of the Statutory Auditor's mandate and setting of its remuneration

The mandate as Statutory Auditor of EY Réviseurs d'Entreprises SRL, a company incorporated under Belgian law, having its registered office at De Kleetlaan 2, 1831 Machelen, Belgium, and registered with the Crossroads Enterprise Database under number 0446.334.711 (RLE Brussels), represented by its permanent representative Mr. Jean-François Hubin, auditor, expires at the end of the Annual General Meeting of 4 May 2023.

Proposal to renew the mandate as Statutory Auditor of EY Réviseurs d'Entreprises SRL, represented by its permanent representative Mr. Jean-François Hubin, auditor, for a period of three years ending at the end of the 2026 Annual General Meeting and to set its fees at EUR 106,575 per year (excluding VAT and expenses). The Statutory Auditor's fees will be adjusted annually according to the evolution of the cost-of-living index.

6 Acquisition and disposal of own shares – renewal of the authorisation given to the Board of Directors

Proposal to renew the authorisation given to the Board of Directors of the Company and to the boards of directors of the subsidiaries over which the Company exercises control, to acquire and/or dispose of, in accordance with the Company's articles of association and the Companies and Associations Code, by means of amounts available for distribution pursuant to Article 7:212 of the Companies and Associations Code, for a period of five years from 4 May 2023, a maximum of 20% of the total number of shares issued by the Company for a price or countervalue of maximum 15% more than the average price of the Company's share on Euronext Brussels during the ten trading days preceding the acquisition and minimum EUR1. Consequently, to terminate the temporary authorisation to acquire and/or dispose of the Company's shares on the stock exchange granted by the Annual General Meeting of 2 May 2019.

7 Varia

Agenda of the Extraordinary General Meeting of 4 May 2023 at 1.30pm

1. Proposal to authorise the Board of Directors to increase the share capital

- 1.1 Report of the Board of Directors prepared in accordance with Article 7:199 of the Companies and Associations Code indicating the specific circumstances in which the Board of Directors may use the authorised capital and the objectives pursued in this context.
- 1.2 Proposal to authorise the Board of Directors to increase the share capital.

Proposed resolution:

Within the limits of Article 7:198 of the Companies and Associations Code, the Meeting resolves to authorise the Board of Directors to increase the capital of the Company in one or more instalments by the following amounts, for a period of five years, the total amount not exceeding EUR 23,920,482:

- (i) EUR 7,973,494 for capital increases with cancellation or limitation of the preferential subscription right of shareholders (including in favour of one or more specific persons, other than members of the personnel of the Company or its subsidiaries, as defined in the Companies and Associations Code); and
- (ii) EUR 23,920,482 for capital increases without cancellation or limitation of the preferential subscription right of shareholders.

The Meeting therefore decides to insert the following text as a new Article 6bis of the articles of association (Authorised capital):

Article 6bis – Authorised capital

The Board of Directors is authorised to increase the share capital, in one or several instances, under the terms and conditions to be determined by the Board of Directors and within the limits set by law.

This authorisation is granted for a maximum amount (excluding any issuance premium) of:

- (i) 7,973,494 euro for capital increases limitation or cancellation of the preferential subscription right of the shareholders (whether or not for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Code of Companies and Associations); and*
- (ii) 23,920,482 euro for capital increases without limitation or cancellation of the preferential subscription rights of the shareholders.*

In any event, the total amount up to which the Board of Directors may increase the share capital pursuant to this authorisation, through a combination of the capital increases mentioned in points (i) and (ii) above, is limited to 23,920,482 euro.

Any capital increase decided based on this authorisation may take any and all forms, including contributions in cash or in kind, or by incorporation of reserves, whether available or unavailable for distribution or by incorporation of issue premium, with or without the issuance of new shares, below, above or at fractional value, whether preferred or not, with or without voting right, to the maximum extent permitted by law. The Board of Directors may, in the framework of this authorisation, issue convertible bonds, subscription rights, bonds with subscription rights or other securities, under the conditions provided for by the Code of Companies and Associations.

For the avoidance of doubt, the Board of Directors is expressly authorized to make use of this authorisation, within the limits as set out in points (i) and (ii) of the second paragraph above, for the following transactions:

- 1. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the shareholders,*
- 2. a capital increase or the issuance of convertible bonds or subscription rights with cancellation or limitation of the preferential subscription rights of the shareholders for the benefit of one or more specific persons who are not part of the personnel of the Company or of its subsidiaries, as defined in the Code of Companies and Associations, and*
- 3. a capital increase by incorporation of reserves.*

By way of exception, the Board of Directors cannot make use of this authorisation to effect a capital increase or issue convertible bonds or subscription right with cancellation or limitation of the preferential subscription rights of the shareholders to the benefit of persons who are part of the personnel of the Company or its subsidiaries specifically.

The Board of Directors may exercise this authorisation during a period of five years following publication in the Annexes to the Belgian Official Gazette of the resolution of the Extraordinary General Meeting of 4 May 2023.

Any decision to implement the authorization granted to the Board of Directors to increase the share capital in accordance with this Article 6bis must obtain a 4/5 majority (rounded down to the nearest unit) of favourable votes of directors present or represented.

The Board of Directors is empowered, with full power of substitution, to amend the articles of association to reflect the capital increase(s) resulting from the exercise of its powers pursuant to this article.

2. Amendment of the date of the Annual General Meeting

Proposed resolution:

The Meeting decides to change the date of the Annual General Meeting to the 2nd Thursday of May for the first time in 2024.

Consequently, the second paragraph of Article 26 of the articles of association is replaced by the following text:

The Annual General Meeting shall take place the 2nd Thursday of May, at 3.00pm. If this date falls on a public holiday, the Annual General Meeting shall be held on the previous business day, at the same time.

3. Powers to be conferred for the execution of the approved resolutions

Proposed resolution:

The Meeting decides to confer all powers, with the option to sub-delegate:

- the Board of Directors for the execution of the above resolutions;
- to any employee of the notary's office "VAN HALTEREN, Notaires associés" for the coordination of the articles of association.

Participation formalities

Shareholders will be invited to vote on each of the resolutions by a vote indicating their decision, either in favour either against, either by abstaining.

In order to attend the Extraordinary General Meeting and/or the Annual General Meeting, to be represented, to add items to the agenda or to ask questions, the shareholders must comply with the following provisions, in accordance with the articles of association and the provisions of the Companies and Associations Code:

1. Registration date

The right to participate in the Meetings is granted only to shareholders whose securities are registered in their name on the record date, set at **midnight (Belgian time) on Thursday 20 April 2023**. To do so, they must, **at the latest on that date**:

- **for holders of registered shares:** be registered in the Company's shareholders' register;
- **for holders of dematerialised shares:** be registered as holders of dematerialised shares of the Company with an authorised account holder or settlement institution.

Only persons registered as shareholders at that date and time will be entitled to attend and vote (in person or by proxy) at the Meetings.

2. Confirmation of attendance

Shareholders registered in the shareholders' register or registered as holders of dematerialised shares of the Company on the aforementioned record date of **Thursday 20 April 2023** who wish to participate in the Extraordinary General Meeting and/or the Annual General Meeting must give notice of their wish to participate in the Meetings no later than **3.00pm (Belgian time) on Friday 28 April 2023**, as follows:

- **for holders of registered shares:** send (preferably by e-mail) to the Company the attendance notification form attached to their individual convening notice, duly completed;
- **for holders of dematerialised shares:** send to Euroclear Belgium, through an authorised account holder or settlement institution, a certificate certifying the number of dematerialised shares for which they wish to participate in the Extraordinary General Meeting and/or the Annual General Meeting.

Only holders of registered shares or dematerialised shares who have completed the formalities described above by Friday 28 April 2023 at 3.00pm (Belgian time) will be entitled to participate in the Meetings.

3. Powers of attorney

Shareholders wishing to vote by proxy must complete the proxy form attached to their convening notice or available on the Company's website (www.sofinagroup.com) (under the heading "Governance" and then "General Meetings") and submit the signed form to the Company (by mail or e-mail) or to Euroclear Belgium (by mail or e-mail) by **Friday 28 April 2023 at 3.00pm (Belgian time) at the latest**. A scanned or photographed copy of the proxy form is sufficient.

In accordance with Article 7:130, §3 of the Companies and Associations Code, in case new items are added to the agenda and/or new proposals for decisions for the Meetings, a new proxy form, allowing the principal to give the proxyholder specific voting instructions in this respect, will be made available to the shareholders by the Company by **Wednesday 19 April 2023 at the latest**.

Shareholders are requested to read and carefully follow the instructions on the proxy form in order to be validly represented at the Meeting. **As indicated in the proxy form, shareholders who have not completed the voting instructions will be deemed to vote in favour of all proposed resolutions.**

Shareholders who wish to be represented must comply with the registration and confirmation of participation procedure described above.

4. Right to add items to the agenda and to submit proposals for decisions

One or more shareholders who together hold at least 3% of the share capital of the Company may add items to the agenda of the Meetings and submit proposals for resolutions on items included or to be included in the agenda of the Meetings, by means of a written notification to the Company by **Wednesday 12 April 2023 at the latest**. Such notice must be accompanied by written proof of the 3% shareholding and full contact details to which Sofina may send an acknowledgement of receipt.

If applicable, the Company will publish a completed agenda and an amended proxy form by **Wednesday 19 April 2023 at the latest**. The items on the agenda and proposals for decisions to be added will only be discussed at the Meeting if the required fraction of the capital is registered on the registration date in the name of the requesting shareholder(s) and if written proof thereof is provided.

5. Right to ask questions

Shareholders may ask written questions to the Board of Directors and to the Statutory Auditor prior to the Meeting, by submitting such questions by mail or e-mail to the Company by **Friday 28 April 2023 at 3.00pm (Belgian time) at the latest**.

Such questions will be answered in the Meeting provided that (i) they relate to the matters on the agenda of the Meeting, (ii) the answer thereto does not prejudice the interests of Sofina or the confidentiality undertakings entered into, (iii) the shareholder asking the question is registered on the record date of 20 April 2023 and has complied with the registration and participation formalities and (iv) they have been transmitted to the Company in accordance with the formalities and within the time limits set out above.

Shareholders who attend the webcast of the Meetings will not be able to ask questions during the Meetings.

6. Webcast of the Meetings

The Company organises a webcast of the Meetings.

Only holders of shares who have duly complied with the registration and participation formalities specified above will be able to access the webcast of the Meetings. The information required to access this webcast will be sent by e-mail to the shareholders who have ticked this option on the attendance notice form or who have communicated their e-mail address to the Company.

The recording of the meetings will be available on the Company's website.

7. Documents and information

The documents relating to the Meetings, if applicable, the amended agenda and the proposed resolutions, can be consulted on the Company's website at www.sofinagroup.com (under "Governance" and then "General Meetings"). Shareholders wishing to obtain further information on how to participate in the Meetings or to make the above-mentioned notifications are invited to contact either the Company or Euroclear Belgium at one of the following addresses (preferably by e-mail):

SOFINA SA General Secretariat Rue de l'Industrie, 31 1040 Brussels e-mail : shareholders@sofinagroup.com Tél. : +32 (0) 2 551 06 11 Fax : +32 (0) 2 551 06 36	EUROCLEAR BELGIUM Issuer Relations Department Boulevard du Roi Albert II, 1 1210 Brussels e-mail : ebe.issuer@euroclear.com Tél : +32 (0) 2 337 59 00 Fax : +32 (0) 2 337 54 46
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Shareholders are invited to arrive, if possible, one-half hour before the start of the Extraordinary General Meeting and one hour before the start of the Annual General Meeting, in order to facilitate the compilation of the attendance list.

The Annual Report 2022 is available on Sofina's website (www.sofinagroup.com). It will be sent in hard copy to the shareholders who have requested it. Printed versions of the Annual Report will also be available on the day of the Meetings.

In the framework of the organisation of its general meetings, Sofina processes information about its shareholders which constitutes "personal data". Sofina considers the protection of such personal data an important matter and has therefore adopted a Privacy Policy, available at <https://www.sofinagroup.com/general-privacy-policy/>.

The Company invites its shareholders to carefully read this Privacy Policy, which sets out in more detail in which context the Company processes its shareholders' personal data and explains their rights (including a right of access, rectification and objection to direct marketing as well as, in certain circumstances, a right of erasure, restriction of processing, data portability and a right to object to other forms of processing) and the Company's obligations in that respect.

THE BOARD OF DIRECTORS