

## Power of attorney

### Extraordinary General Meeting of Shareholders of 4 May 2023

I, the undersigned (identity of the principal)

Name/Name of legal person: .....

First name: .....

Address/Registered office: .....

Holder of ..... registered shares and/or

..... dematerialized shares

in the limited liability company (*société anonyme/naamloze vennootschap*) **SOFINA**, having its registered office at 1040 Brussels, rue de l'Industrie, 31, is represented at the **Extraordinary General Meeting of Shareholders of 4 May 2023**, for a total number of shares for which he/she wishes to exercise his/her voting right, limited however to the number of shares for which the holding is formally registered on **the record date, i.e. Thursday 20 April 2023**.

Hereby appoints as his/her special representative<sup>1</sup> :  
(please mention the identity of the representative – **only one person** can be appointed)

Name: .....

First name: .....

Address: .....

To whom the shareholder grants full powers to represent the shareholder at the **Extraordinary General Meeting of Shareholders** of the Company to be held on Thursday **4 May 2023** at the registered office with the following agenda:

<sup>1</sup> Warning about conflicts of interest. According to Article 7:143, §4, 2° of the Belgian Companies and Associations Code, a potential conflict of interest arises when the authorised representative:

1° is the company itself or an entity controlled by it, a shareholder that controls the company or is another entity controlled by such a shareholder;

2° is a member of an administrative body of the company or of a controlling shareholder of the company or of a controlled entity referred to in point 1°;

3° is an employee or statutory auditor of the company, or of its controlling shareholder or of a controlled entity referred to in 1°;

4° has a parental relationship with a natural person referred to in points 1° to 3° or is the spouse or legal cohabitant of such a person or of a relative of such a person.

A potential conflict of interest is also created if no proxy is appointed, in which case the company will appoint a member of its board of directors or one of its employees as proxy.

In the event of a conflict of interest between the appointed agent and Sofina, the following rules will apply:

1. the proxy holder must disclose specific facts that are relevant to enable the shareholder to assess the risk that the proxy holder may pursue an interest other than that of the shareholder.
2. the proxy holder is only authorised to exercise the voting right on behalf of the shareholder if he/she has specific voting instructions for each item on the agenda. **Sofina therefore invites you to indicate your specific voting instructions by ticking a box below for each item on the agenda.**

# 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 2<sup>nd</sup> 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 2<sup>nd</sup> 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.

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## Voting instructions

*Please fill in your voting instructions below.*

*If the principal fails to indicate how the proxy holder should vote, the shareholder will be deemed to have given the proxy holder specific instructions to vote in favour of that item.*

The proxy holder undertakes to vote as indicated below:

### VOTES

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

1.2 **Proposal** to authorise the Board of Directors to increase the share capital.

For

Against

Abstain

#### 2. Amendment of the date of the Annual General Meeting

**Proposal** to approve the change of the date of the Annual General Meeting to the 2<sup>nd</sup> Thursday of May for the first time in 2024.

For

Against

Abstain

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

**Proposal** to consent all powers, with the option to sub-delegate to:

- 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.

For

Against

Abstain

## **Additions to the agenda of new items and/or new proposals/alternative decisions:**

In accordance with Article 7:130, §3 of the Companies and Associations Code, in case of additions to the agenda of the Annual General Meeting of new items and/or new proposals for decisions, a new completed proxy form, allowing the principal to give the proxy holder specific voting instructions in this respect, will be made available to the shareholders by the Company no later than on **Wednesday 19 April 2023**.

The following voting instructions will therefore only be applicable in the absence of new specific voting instructions validly sent to the proxy holder after the date of this proxy.

If new items and/or proposals/alternative decisions are added to the agenda, the proxy holder should (please tick one of the two boxes):

- Abstain from voting on new items and/or new proposals/alternatives decisions on the agenda; or
- To express any votes or abstain from voting on potential new items on the agenda and/or new proposals/alternative decisions, as he/she deems appropriate taking into account the interests of the principal.

**The proxy holder should abstain from voting on new agenda items and/or new proposals/alternative decisions if the shareholder does not indicate a choice above.** He/she may only vote or abstain from voting on the existing proposals for decisions in accordance with the instructions of the principal.

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Furthermore, the proxy may take part in all deliberations, make all declarations in all matters, sign all deeds, minutes, registers, attendance lists and documents, have himself/herself substituted and, in general, do all that is useful and necessary for the execution of this mandate, the principal promising ratification if necessary.

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Done in \_\_\_\_\_ on \_\_\_\_\_

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THE SIGNATURE MUST BE PRECEDED BY THE HANDWRITTEN WORDS « AUTHORISED TO SIGN »

Legal entities must specify the name, first name and title of the natural person signing this power of attorney on their behalf. In the same case, the signatory hereby declares and warrants to Sofina that he/she has the authority to sign this power of attorney on behalf of the legal entity.

Powers of attorney of an usufructuary and a bare owner shall only be valid if granted by them jointly to the same proxy holder, unless otherwise expressly instructed to the Company.

This entire document, completed and signed (a scanned or photographed copy will suffice), must be received no later than on 28 April 2023 at 3.00pm (Belgian time) by post, fax or e-mail at the following address:

<p><b>For holders of registered shares :</b></p> <p><b>SOFINA</b> Secretariat General Rue de l'Industrie, 31 B-1040 Brussels Fax : + 32 (0) 2 551 06 36 e-mail : <a href="mailto:shareholders@sofinagroup.com">shareholders@sofinagroup.com</a></p>	<p><b>For holders of dematerialised shares:</b></p> <p><b>EUROCLEAR BELGIUM</b> Department Issuer Relations Boulevard du Roi Albert II, 1 1210 Brussels Fax : +32 (0) 2 337 54 46 e-mail : <a href="mailto:ebe.issuer@euroclear.com">ebe.issuer@euroclear.com</a></p>
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*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.*