



# Extraordinary General Meeting

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4 May 2023

SOFINA

Purpose & Patience





# Opening of the EGM by the Chair

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Presentation by  
**Mr. Dominique  
Lancksweert**  
Chair of the Board

SOFINA





# Proposed resolutions

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Extraordinary General  
Meeting  
4 May 2023

SOFINA

# Agenda

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1. Proposal to authorise the Board of Directors to increase the share capital
2. Amendment of the date of the Annual General Meeting
3. Powers to be conferred for the execution of the approved resolutions

# Proposed resolutions (slide 1 of 4)

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- 1.2 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 a new Article 6bis in the Company's articles of association.**

# Proposed resolutions (slide 2 of 4)

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## 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.*

# Proposed resolutions (slide 3 of 4)

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- 2 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 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.*

# Proposed resolutions (slide 4 of 4)

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## 3. 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.





# Closing remarks

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SOFINA

S O F I N A

SOFINA Société Anonyme  
Rue de l'Industrie, 31  
B – 1040 Brussels

Tel.: +32 2 551 06 11

[info@sofinagroup.com](mailto:info@sofinagroup.com) – [www.sofinagroup.com](http://www.sofinagroup.com)