

## Power of attorney

### Annual General Meeting of Shareholders of 8 May 2024

I, the undersigned (identity of the principal)

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

First name: .....

Address/Registered office: .....

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

..... dematerialised 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 **Annual General Meeting of Shareholders of 8 May 2024**, 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. Wednesday 24 April 2024**.

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 **Annual General Meeting of Shareholders** of the Company to be held on **Wednesday 8 May 2024** 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 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 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:

- 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.
- 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 Annual General Meeting of 8 May 2024 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 2023.
- 1.2 Presentation of the Consolidated financial statements relating to the financial year 2023.
- 1.3 Approval of the Statutory financial statements of the Company relating to the financial year 2023 and appropriation of results.

**Proposal** to approve the Statutory financial statements of the Company as at 31 December 2023, 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 3.35 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 Friday 17 May 2024 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 financial statements based on the number of own shares held by the Company on that date.

## 2 Remuneration report and amendments to the remuneration policy

- 2.1 Presentation of the Remuneration report relating to the financial year 2023.
- 2.2 Approval of the Remuneration report relating to the financial year 2023.

**Proposal** to approve the Remuneration report relating to the financial year 2023. The vote on the Remuneration report is advisory.

- 2.3 Approval of amendments to the Remuneration policy applicable to non-Executive Directors and to the members of the Leadership Council.

**Proposal** to approve the amendments to the Remuneration policy applicable to non-Executive Directors and to the members of the Leadership Council.

## 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 2023.
- 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 2023.

## 4 Renewal of Directors' mandates

The term of office of M. Nicolas Boël, Ms. Laura Cioli, M. Laurent de Meeûs d'Argenteuil, Ms. Charlotte Strömberg and Ms. Gwill York will expire at the end of the Annual General Meeting of 8 May 2024.

**Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the following mandates:

- 4.1 M. Nicolas Boël, for a term of three years up to and including the Annual General Meeting to be held in 2027. His remuneration is set in accordance with the Remuneration policy and Article 36 of the articles of association.
- 4.2 Ms. Laura Cioli, for a period of four years, expiring at the end of the 2028 Annual General Meeting, and to establish her 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 (i) it appears from the information available to the Company and the information provided by Ms. Laura Cioli that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.
- 4.3 M. Laurent de Meeûs d'Argenteuil, for a term of three years up to and including the Annual General Meeting to be held in 2027. His remuneration is set in accordance with the Remuneration policy and Article 36 of the articles of association.
- 4.4 Ms. Charlotte Strömberg, for a period of four years, expiring at the end of the 2028 Annual General Meeting, and to establish her 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 (i) it appears from the information available to the Company and the information provided by Ms. Charlotte Strömberg that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.
- 4.5 Ms. Gwill York, for a period of three years, expiring at the end of the 2027 Annual General Meeting, and to establish her 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 (i) it appears from the information available to the Company and the information provided by Ms. Gwill York that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.

## 5 Miscellaneous

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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. Reports and annual accounts

- 1.3 **Proposal** to approve the Statutory financial statements of the Company as at 31 December 2023, 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 3.35 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 Friday 17 May 2024 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 financial statements based on the number of own shares held by the Company on that date.

For  Against  Abstain

#### 2. Remuneration report and amendments to the remuneration policy

- 2.2 **Proposal** to approve the Remuneration report relating to the financial year 2023. The vote on the Remuneration report is advisory.

For  Against  Abstain

- 2.3 **Proposal** to approve the amendments to the Remuneration policy applicable to non-Executive Directors and to the members of the Leadership Council.

For  Against  Abstain

#### 3. Discharge to the Directors and 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 2023.

For  Against  Abstain

- 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 2023.

For  Against  Abstain

## 4. Renewal of Directors' mandates

4.1 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of M. Nicolas Boël, for a term of three years up to and including the Annual General Meeting to be held in 2027.

For  Against  Abstain

4.2 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of Ms. Laura Cioli, for a period of four years, expiring at the end of the 2028 Annual General Meeting, and to establish her 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 (i) it appears from the information available to the Company and the information provided by Ms. Laura Cioli that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question.

For  Against  Abstain

4.3 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of M. Laurent de Meeûs d'Argenteuil, for a term of three years up to and including the Annual General Meeting to be held in 2027.

For  Against  Abstain

4.4 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of Ms. Charlotte Strömberg, for a period of four years, expiring at the end of the 2028 Annual General Meeting, and to establish her 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 (i) it appears from the information available to the Company and the information provided by Ms. Charlotte Strömberg that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question.

For  Against  Abstain

4.5 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of Ms. Gwill York, for a period of three years, expiring at the end of the 2027 Annual General Meeting, and to establish her 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 (i) it appears from the information available to the Company and the information provided by Ms. Gwill York that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question.

For  Against  Abstain

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## **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 **Tuesday 16 April 2024**.

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
- 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 Thursday 2 May 2024 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 SA</b> <b>Secretariat General</b> <b>Rue de l'Industrie, 31</b> <b>B-1040 Brussels</b> <b>Fax : + 32 (0) 2 551 06 36</b> <b>e-mail : <a href="mailto:shareholders@sofinagroup.com">shareholders@sofinagroup.com</a></b></p>	<p><b>For holders of dematerialised shares:</b></p> <p><b>EUROCLEAR BELGIUM</b> <b>Department Issuer Relations</b> <b>Boulevard du Roi Albert II, 1</b> <b>1210 Brussels</b> <b>Fax : +32 (0) 2 337 54 46</b> <b>e-mail : <a href="mailto:ebe.issuer@euroclear.com">ebe.issuer@euroclear.com</a></b></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.*