

ANNUAL GENERAL MEETING 2022

The board of directors invites the shareholders to the annual general meeting to be held on **Monday May 23, 2022 at 14.00h** at the auditorium of **Botanic Sanctuary Antwerp, Leopoldstraat 26** in **Antwerp**. The shareholders are welcome as of 12.30h to facilitate the admission formalities to the meeting.



AGENDA

1. Annual report of the board of directors for the financial year ended December 31, 2021

2. Auditor's report for the financial year ended December 31, 2021

3. Approval of the statutory and consolidated annual accounts - Authorisation

Proposed decision: approval of the statutory and consolidated annual accounts for the financial year ended December 31, 2021, including the approval of a gross dividend of **2.75 euros** per share.

As treasury shares are not entitled to a dividend, the total amount of the dividend payment will depend on the number of treasury shares held by Ackermans & van Haaren NV and the persons acting in their own name but on its behalf. Determination of May 27, 2022 at 23:59 Belgian time (i.e. the business day before the ex-date) as relevant time for determining the dividend entitlement and thus the cancellation of dividend rights attached to the treasury shares. Authorisation for the board of directors to insert the final amount of the total dividend payment (and other resulting changes in the profit allocation) in the statutory annual accounts.

4. Discharge of the directors

Proposed decision: granting discharge to the directors for the performance of their mandate during the financial year ended December 31, 2021.

5. Discharge of the auditor

Proposed decision: granting discharge to the auditor for the performance of its mandate during the financial year ended December 31, 2021.

6. (Re)appointment of directors⁽¹⁾

6.1 Proposed decision: approval of the renewal of the mandate of Mr **Jacques Delen** for a period of one (1) year until the end of the annual general meeting in 2023. Although Jacques Delen has reached the age limit mentioned in article 2.3.3 of the company's Corporate Governance Charter, the board of directors wishes to propose Jacques Delen for reappointment in view of his particular experience and knowledge of the banking sector.

6.2 Proposed decision: approval of the renewal of the mandate of Mr **Thierry van Baren** for a period of four (4) years until the end of the annual general meeting in 2026.

6.3 Proposed decision: approval of the renewal of the mandate of Menlo Park BV, permanently represented by Mrs **Victoria Vandeputte**, for a period of four (4) years until the end of the annual general meeting in 2026 and this as an independent director, as she complies with the independence criteria set forth in article 2.3.4 of the company's Corporate Governance Charter.

6.4 Proposed decision: acknowledgement of the voluntary and early resignation of Mr **Pierre Macharis** as non-executive director and chairman of the remuneration committee, and approval of the appointment of Venatio BV, represented by Mr **Bart Deckers**, for a period of four (4) years until the closing of the annual general meeting of 2026, as independent director, as he complies with the independence criteria set forth in article 2.3.4 of the company's Corporate Governance Charter.

Bart Deckers (°1978, Belgian) holds a degree in bio-engineering (KU Leuven, 2001) and a PhD in Applied Biological Sciences (KU Leuven, 2005). He also holds an MBA from Vlerick Management School (2006). Bart Deckers is since 2013 managing director of Invale, a family owned private equity fund that provides growth capital to Belgian SMEs. Before that, he worked at Aveve (2008-2013), a.o. as business unit manager plant nutrition, and at McKinsey & C° as management consultant (2006-2008).

Remuneration

Each director is entitled to an annual base remuneration of 50,000 euros and an attendance fee of 2,500 euros per meeting of the board of directors or of an advisory committee, with the exception of the nomination committee. An additional annual remuneration of 100,000 euros is granted to the chairman of the board of directors, 10,000 euros to the chairman of the audit committee, 5,000 euros to the members of the audit committee and 2,500 euros to the members of the remuneration committee.

7. Appointment of the mandate of the auditor

Proposed decision: at the recommendation of the audit committee, approval of the renewal of the mandate of **Ernst & Young Bedrijfsrevisoren BV**, with registered office at 1831 Diegem, De Kleetlaan 2, which designates as its permanent representative Mrs Christel Weymeersch, as auditor of the company for a period of three (3) years and approval of the annual remuneration of 80,825 euros (VAT excl. and costs incl., indexed annually).

8. Remuneration report

Proposed decision: approval of the remuneration report for financial year 2021. This vote is advisory. If necessary, the company will explain in its next remuneration report how the vote of the general meeting was taken into account.

9. Remuneration policy 2022 - 2025⁽²⁾

Proposed decision: approval of the adjusted remuneration policy applicable as of financial year 2022.

⁽¹⁾ The CV of the persons concerned is available on the website www.avh.be < Investors < General meetings.

⁽²⁾ The remuneration policy is included in Part IV of the annual report 2021 (p. 35).

PRACTICAL FORMALITIES

Which conditions do you need to satisfy to participate in and to vote at the general meeting?

Only persons who are shareholders on May 9, 2022 (24h, Belgian time) may participate in voting at the general meeting.

Do you own registered shares?

You must be registered in the company's share register on **May 9, 2022** (24h, Belgian time) for minimum the number of shares with which you wish to participate in the general meeting.

You must confirm your participation to us no later than **May 17, 2022** (24h, Belgian time) indicating the number of shares with which you wish to participate in the meeting. Such confirmation should be done by submitting a proxy, or by confirming to us in writing (by e-mail or ordinary mail) that you wish to participate in the physical meeting.

Do you own dematerialised shares?

The shares with which you wish to participate in the general meeting must be registered in your securities account on **May 9, 2022** (24h, Belgian time).

You must request your financial institution (bank, recognised account holder or settlement institution) to:

- provide a certificate stating the number of shares you own on **May 9, 2022** (24h, Belgian time) and with which you wish to participate in the general meeting; and
- submit this certificate to Delen Private Bank by **May 17, 2022** at the latest by e-mail to AVH2022@delen.be.

You must confirm your participation to us no later than **May 17, 2022** (24h, Belgian time) indicating the number of shares with which you wish to participate in the meeting. Such confirmation will be done by submitting a proxy, or by confirming to us in writing (by e-mail or ordinary mail) that you wish to participate in the physical meeting. You can ask your financial institution to submit your proxy or confirm your participation to the physical meeting to Delen Private Bank simultaneously with the confirmation of your registration.

How can you participate in the general meeting?

If you meet the aforementioned admission conditions, you can either participate and vote in person at the physical meeting, or you can be represented by a proxy holder as set out below.

Any natural person participating in the meeting in his/her capacity as shareholder, proxy holder or representative of a legal person must be able to show proof of his/her identity. Representatives of legal persons must also prove their capacity of corporate body or special proxy holder.

Do you wish to be represented at the general meeting?

If you meet the aforementioned admission conditions, you may be represented at the general meeting by a single proxy holder. For this purpose you must use the proxy form available on our website. You can also request this form from us. This form also serves as confirmation of participation.

You need to send us your signed proxy by e-mail or ordinary mail. We need to receive your proxy on **May 17, 2022** at the latest.

Which conditions do you need to satisfy to add items to the agenda of the general meeting?

If you hold, alone or jointly with other shareholders, **at least 3%** of the company's share capital, you may request to add items to the agenda of the general meeting and file resolution proposals in relation to items on or to be added to the agenda, subject to the conditions set out in article 7:130 of the Code of Companies and Associations.

You must submit your requests in writing (by e-mail or ordinary mail), adding, as the case may be, the text of the new agenda items and the relating resolution proposals or the text of the resolution proposals to be added to the agenda. We need to receive your request on **May 1, 2022** at the latest. The request should also contain a mail or e-mail address on which we may confirm receipt of your requests. As the case may be, we will publish a revised agenda and proxy form at the latest on **May 6, 2022** (on our website, in the Belgian official journal and in the financial press).

The additional items on the agenda and the proposed resolutions will only be discussed at the general meeting if this/these shareholder(s) holding (together) at least 3% of the company's share capital has/have fulfilled the abovementioned admission formalities.

Do you wish to ask a question?

You are entitled to address questions to the directors and the auditor regarding their report or items on the agenda. If you meet the aforementioned admission conditions, your questions will be answered provided any communication of information or facts in response to such questions does not prejudice the company or breaches any confidentiality undertakings entered into by the company, its directors or the auditor.

Questions may be submitted in writing in advance of the meeting or can be asked during the meeting.

We need to receive your written questions on **May 17, 2022** at the latest (by e-mail or ordinary mail) but recommend that you send us any questions well before then.

Would you like confirmation of the registration and counting of your vote?

If you have voted in person or by proxy at the general meeting, you can request us after the meeting to receive confirmation that your vote has been validly registered and counted. That request must be made no more than three months after the date of the vote.

Where can you find all information on this general meeting?

All relevant information relating to this general meeting is available on our website <https://www.avh.be/en/investors/shareholder-information/general-meetings/year/2022>.

How can you contact us?

For the submission of forms and written requests, and for practical questions:

- by e-mail: AV2022@avh.be (preferred method)
- by ordinary mail: **Begijninvest 113, 2000 Antwerp** (for the attention of Ms. Brigitte Stockman)
- by phone: **+32 (0)3 231 87 70**

Ackermans & van Haaren is responsible for processing the personal data it receives from shareholders, representatives and proxy holders within the framework of the general meeting in accordance with applicable data protection legislation. In particular, such personal data will be processed for the preparation and organisation of the general meeting and the management of the attendance and voting procedure relating to the general meeting, in accordance with applicable legislation and the privacy statement which you can consult at <https://www.avh.be/en/privacy>.

The board of directors thanks you in advance for your cooperation. - April 21, 2022