

## ANNUAL GENERAL MEETING OF SHAREHOLDERS Dated June 29<sup>th</sup>, 2022

Today, Wednesday 29 June 2022, the annual general meeting of shareholders of the limited liability company Gimv is being held at the Hotel Crowne Plaza, Gerard le Grellelaan 10, 2020 Antwerp.

The meeting is opened at 10.30 am and is chaired by Hilde Laga, chairman of the board of directors of Gimv. The chairman constitutes the bureau of the meeting she will chair. Mr. Edmond Bastijns<sup>1</sup>, Chief Legal officer and Secretary General is appointed as secretary of the meeting. Together, they constitute the bureau.

In addition to the chairman and the secretary, the following persons are present:

- Koen Dejonckheere, Managing Director – CEO;
- Kristof Vande Capelle, Chief Financial Officer;
- Frank Verhaegen, chairman of the remuneration committee; and
- David Lenaerts, representative of the statutory auditor, BDO Bedrijfsrevisoren

The chairman opens the meeting by highlighting the most important milestones for the company during the past financial year, before setting out the agenda of the annual general meeting:

1. Presentation of the report of the board of directors on the financial year ending on March 31<sup>st</sup>, 2022
2. Presentation of the auditor's report on the financial year ending on March 31<sup>st</sup>, 2022
3. Presentation of the consolidated annual accounts and the consolidated reports of the board of directors and the auditor on the financial year ending on March 31<sup>st</sup>, 2022
4. Presentation and approval of the remuneration report
5. Approval of the annual accounts of the financial year ending on March 31<sup>st</sup>, 2022 and appropriation of the result
6. Discharge to the directors
7. Discharge to the auditor
8. Resignation and (re)appointment of directors
9. Reappointment of the auditor
10. Approval of the global budget for remuneration of the non- executive directors

With regard to the annual general shareholders' meeting, the chairman announces that:

- the holders of registered shares were invited by mail on May 25<sup>th</sup>, 2022; the shareholders who agreed to receive an invitation by e-mail, were invited electronically by e-mail on May 25<sup>th</sup>, 2022; the notice of the meeting is initialed by the members of the bureau;
- the notifications were published in De Tijd as well as in the Belgian Official Gazette on May 25<sup>th</sup> 2022; a copy of these publications is initialed by the members of the bureau;
- the company also issued a press release relating to the annual general meeting on May 25<sup>th</sup>, 2022;
- the company has not received requests from shareholders representing, alone or together, at least 3% of the share capital of the company to put additional items on the agenda and/or submit proposed resolutions with respect to the items on the agenda;
- the decisions of the general shareholders' meeting will be taken by a simple majority of votes.

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<sup>1</sup> BV

The meeting confirms that all formalities in order to validly convene the meeting with a view to the deliberation and voting on the various agenda items have been fulfilled.

The shareholders who are present or represented (whether physically or digitally) are recorded on the attendance list signed by them before being admitted to the meeting. In addition, a list was prepared for the shareholders having duly casted their votes by paper vote. The attendance list and the list of shareholders who voted by paper vote is submitted to the bureau and closed.

The share capital of the company amounts to EUR 253,019,970.70 and is represented by 26,654,508 shares, without nominal value, each representing the same fraction of the share capital of the company. According to the attendance list and the verification of the admission to the general meeting, 11,128,835 shares in total, representing 41.75% of the voting shares of the company, are present or represented at the meeting.

Subsequently, the agenda of the general shareholders' meeting is discussed. For each item on the agenda requiring a decision, the bureau will present the voting results (by paper or by proxy).

**Agenda item 1 – Presentation of the report of the board of directors on the financial year ending on March 31<sup>st</sup>, 2022**

The chairman is discharged from reading the annual report of the board of directors.

The CEO discusses the annual report, providing the meeting with a detailed overview of the company's activities of the past financial year 2021-22.

This agenda item requires no further resolution.

**Agenda item 2 – Presentation of the auditor's report on the financial year ending on March 31<sup>st</sup>, 2022**

The company's auditor presents the audit report on the financial year ending on March 31<sup>st</sup>, 2022, pertaining to the consolidated as well as the unconsolidated accounts. It concerns a clean opinion on the annual report.

This agenda item requires no further resolution.

**Agenda item 3 – Presentation of the consolidated annual accounts and the consolidated reports of the board of directors and the auditor on the financial year ending on March 31<sup>st</sup>, 2022**

The meeting is provided with information and clarification of the consolidated annual accounts as per 31 March 2022 with total assets of rounded EUR 1.841 million and a net profit of EUR 174.3 million.

This agenda item requires no further resolution.

## Agenda item 4 – Presentation and approval of the remuneration report

In his capacity as chairman of the remuneration committee, Mr. Frank Verhaegen presents the remuneration report, which is part of the report of the board of directors on the financial year ending on March 31<sup>st</sup>, 2022.

### Resolution:

**Approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on March 31<sup>st</sup>, 2022.**

**This resolution is approved by 10,893,696 votes in favour, 230,862 votes against and 3,822 votes abstained.**

**11,128,380 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.**

## Agenda item 5 – Approval of the annual accounts on the financial year ending on March 31<sup>st</sup>, 2022 and appropriation of the result

The annual accounts as per March 31<sup>st</sup>, 2022 are presented to the meeting and discussed.

The result of the financial year amounts to a rounded profit of EUR 48.4 million. Together with the retained results of the company of previous accounting periods, the result to be allocated amounts to a total rounded result of EUR 372.9 million to be appropriated.

It is proposed to the meeting to distribute a rounded gross dividend of EUR 69.3 million or EUR 2.60 per fully paid-up share. It is proposed to offer the shareholders the option to receive the dividend in cash or in shares of the company.

### Resolution:

**Approval of the annual accounts of the financial year ending on March 31<sup>st</sup>, 2022, including the distribution of the results as proposed by the board of directors, in particular (i) the adoption of a gross dividend of EUR 2.60 per share and (ii) acknowledgment of the shareholders' option to have this dividend paid out in shares of the Company under the conditions and modalities as presented at the general meeting.**

**This resolution is approved by 11,117,582 votes in favour, 10,706 votes against and 90 votes abstained.**

**11,128,378 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.**

## Agenda item 6 – Discharge to the directors

### Resolution:

**Discharge to each of the directors for the performance of their mandate during the financial year ending on March 31<sup>st</sup>, 2022.**

**This resolution is approved by 11,113,560 votes in favour, 3,227 votes against and 11,593 votes abstained.**

**11,128,380 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.**

## Agenda item 7 – Discharge to the auditor

### Resolution:

**Discharge to the auditor for the performance of his mandate during the financial year ending on March 31<sup>st</sup>, 2022.**

**This resolution is approved by 11,103,139 votes in favour, 51 votes against and 25,191 votes abstained.**

**11,128,381 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.**

## Agenda item 8 – Resignation and appointment of directors

The chairman informs the annual general shareholders' meeting that three board memberships are ending with this general shareholders' meeting and that the meeting will be able to vote on the reappointment of two board members and the appointment of a new independent board member.

The meeting will vote on (i) a reappointment of Mr Johan Deschuyffeeler and Mr Luc Missorten as independent director for a new period of four years and (ii) an appointment of Ms Hilde Windels as independent director for a period of four years. The shareholders received a copy of their CV.

## Agenda item 8a – Reappointment of Mr Johan Deschuyffeeler

### Resolution:

**Reappointment of Mr Johan Deschuyffeeler as independent director of the Company. His mandate will run for a period of four years, until the end of the annual general meeting in 2026.**

**This resolution is approved by 11,002,616 votes in favour, 95,469 votes against and 28,611 votes abstained.**

**11,126,696 valid votes have been registered for 26,654,508 shares, corresponding to 41.74% of the share capital.**

## Agenda item 8b – Reappointment of Mr Luc Missorten

### Resolution:

Reappointment of Mr Luc Missorten as independent director of the Company. His mandate will run for a period of four years, until the end of the annual general meeting in 2026.

This resolution is approved by 10,615,903 votes in favour, 508,947 votes against and 3,632 votes abstained.

11,128,482 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.

## Agenda item 8c – Reappointment of Ms Hilde Windels

### Resolution:

Appointment of Ms Hilde Windels as independent director of the Company. Her mandate will run for a period of four years, until the end of the annual general meeting in 2026.

This resolution is approved by 11,080,761 votes in favour, 42,304 votes against and 4,806 votes abstained.

11,127,871 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.

## Agenda item 9 – Reappointment of the auditor

The chairman informs the annual general shareholders' meeting that the mandate of the auditor is ending with this general shareholders' meeting and that the meeting will be able to vote on the reappointment of the auditor.

### Resolution:

Reappointment of BDO Bedrijfsrevisoren BV, having their registered office at Antwerp-Berchem, Uitbreidingstraat 72 box 1, as auditor of the Company for a renewable period of three years until the end of annual general meeting which will approve the annual accounts for the financial year 2024-2025 and determination of the auditor's annual remuneration for the audit of the statutory and consolidated annual accounts from the Company at EUR 84.000 (VAT, IBR- contribution, internal operating costs and out-of-pocket expenses excluded), an amount which will be amended annually in accordance with the evolution of the Belgian Consumer Price Index. BDO Bedrijfsrevisoren BV appoints Mr David Lenaerts, company auditor, as permanent representative.

This resolution is approved by 11,125,750 votes in favour, 951 votes against and 1,681 votes abstained.

11,128,382 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.

**Agenda item 10 – Approval of the global budget for remuneration of the non- executive directors**

**Resolution:**

**Approval of the global budget of the remuneration for all the members of the board of directors, including the fixed remuneration of the chairman, of EUR 900,000 per year and authorization to the board of directors to remunerate the directors for the performance of their duties.**

**This resolution is approved by 11,121,033 votes in favour, 3,036 votes against and 4,663 votes abstained.**

**11,128,732 valid votes have been registered for 26,654,508 shares, corresponding to 41.75% of the share capital.**

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The agenda of the annual general meeting of shareholders is thus concluded. Subsequently, the general meeting is closed at 12.25 pm.

These minutes were drawn up and signed by the members of the bureau as well as by each shareholder who wishes to do so.

Edmond BASTIJNS<sup>2</sup>  
Secretary

Hilde LAGA  
Chairman

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<sup>2</sup> BV

## ERRATUM

This erratum must be read together with the previous minutes of the general meeting of Gimv NV dated 29 June 2022 (hereafter the "**General Meeting**") and drawn up and signed by the chairman and secretary on 19 July 2022.

During the administrative processing after the General Meeting of the written votes cast in advance before the General Meeting, it was found that, due to a material error, a number of votes were allocated to the wrong agenda item. **This error has no influence whatsoever on the final outcome of the vote.**

In the context of maximum transparency, the left-hand section of the table below contains the voting results per agenda item as communicated during and shortly after the General Meeting and processed in previous minutes, and the right-hand section contains the final, correct and verified voting results per agenda item.

Resolution	Voting results initial minutes					Final verified results				
	For	Against	Abstain	Total	% approved	For	Against	Abstain	Total	% approved
Resolution 4	10.893.696	230.862	3.822	11.128.380	<b>97,92%</b>	10.887.571	178.002	62.807	11.128.380	<b>98,39%</b>
Resolution 5	11.117.582	10.706	90	11.128.378	<b>99,90%</b>	11.117.398	-	10.980	11.128.378	<b>100,00%</b>
Resolution 6	11.113.560	3.227	11.593	11.128.380	<b>99,97%</b>	11.099.521	3.227	25.632	11.128.380	<b>99,97%</b>
Resolution 7	11.103.139	51	25.191	11.128.381	<b>100,00%</b>	11.100.245	2.945	25.191	11.128.381	<b>99,97%</b>
Resolution 8a	11.002.616	95.469	28.611	11.126.696	<b>99,14%</b>	10.489.201	633.813	3.682	11.126.696	<b>94,30%</b>
Resolution 8b	10.615.903	508.947	3.632	11.128.482	<b>95,43%</b>	11.005.475	119.375	3.632	11.128.482	<b>98,93%</b>
Resolution 8c	11.080.761	42.304	4.806	11.127.871	<b>99,62%</b>	11.100.500	22.565	4.806	11.127.871	<b>99,80%</b>
Resolution 9	11.125.750	951	1.681	11.128.382	<b>99,99%</b>	11.126.651	50	1.681	11.128.382	<b>100,00%</b>
Resolution 10	11.121.033	3.036	4.663	11.128.732	<b>99,97%</b>	11.116.452	7.617	4.663	11.128.732	<b>99,93%</b>

Edmond BASTIJNS<sup>3</sup>  
Secretary

Hilde LAGA  
Chairman

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