



## Proxy<sup>1</sup> for the extraordinary general meeting of shareholders of Wednesday 28 May 2025

Undersigned (*Full name of shareholder*): .....

Full address of shareholder: .....  
.....

Holder of .....dematerialized / nominative (\*) shares of the limited liability company "Campine", whose registered office is established at Nijverheidsstraat 2, 2340 Beerse, VAT BE 0403.807.337 RLE Turnhout.

(*\* delete what is not appropriate*)

Appoints as special proxy holder: Ms Karin Leysen/.....  
(*in case you want to appoint another person, delete Karin Leysen and fill in new name*)

Hereafter called the "Proxy holder".

To represent him / her at the ordinary general meeting of shareholders which shall be in **Hotel Botanique Sanctuary, Leopoldstraat 26, 2000 Antwerp on Wednesday 28 May 2025, at 10:30 a.m. (CET).**

### 1. Powers of the Proxy Holder

Pursuant to this proxy the Proxy Holder shall have the following powers in the name and for the account of the undersigned:

- To participate in any other meeting with the same agenda in case the first meeting cannot validly deliberate, is postponed or deferred;
- To participate in any deliberation and to vote in respect of the agenda items (as possibly amended during the meeting) and to vote as regards to any proposal, item, or question that may be submitted to the general meeting;
- To sign the attendance lists and minutes and possible annexes thereof and to execute other documents if deemed appropriate or useful;
- Entitled to vote on new items put on the agenda.

### 2. Agenda

1. Acknowledgement and ratification of resignation of director dated 31 December 2024.  
Resolution proposal: The extraordinary meeting ratifies the resignation of the director "DELOX" represented by its permanent representative Mr. De Groote Patrick so that this is final. The discharge of their mandate will be decided at the next annual meeting.
2. Prolongation of the authorization of the board of directors regarding capital increases.  
Resolution proposal: The extraordinary meeting decides to grant the authorization of the board of directors to increase the capital in one or more times by an amount of four million euros (€ 4,000,000.00) again for a period of five (5) years, starting from the publication of this amendment to the articles of association.
3. Prolongation of the authorization of the board of directors regarding acquisition of own shares.  
Resolution proposal: The extraordinary meeting decides to grant the authorization of the board of directors to acquire own shares again for a period of five (5) years, starting from the publication of this amendment to the articles of association.

---

<sup>1</sup> This proxy is not a proxy solicitation and cannot be used for the purposes of article 7:145 of the Company Code.

4. Amendment of the compensation (article 23 of the articles of association)

Resolution proposal: The extraordinary meeting decides to amend article 23 as follows:

Article 23: Compensation

The board of directors decides annually - on the proposal of the remuneration committee - on the directors' remuneration as well as the remuneration for participation in committee meetings. When a director is appointed, the directors' remuneration and the remuneration for participation in committee meetings for the current calendar year are submitted to the general meeting. This remuneration applies to all directors during the calendar year in question.

The remuneration allocated to the chairman of the board of directors amounts to 175% of the directors' remuneration; the remuneration for participation in committees remains equal to 100%.

The managing director who already receives a compensation in his capacity of managing director does not receive a compensation for his performance as board member, as provided for in this article.

Directors who did not fulfil their mandate for the entire financial year will be paid on a pro rata basis of full months performed.

The obligation as provided for in article 7:91, second paragraph, and article 7:121, last paragraph, of the Companies and Associations Code is not applicable in respect of executive directors nor in respect of any person to whom, alone or jointly, the day-to-day management of the company is entrusted and the other managers within the meaning of article 3:6, §3, last paragraph of the Companies and Associations Code.

5. Amendment of the allocation of the profits – tantième (.(article 39 of the articles of association)

Resolution proposal: amendement of article 39 as follows: The extraordinary decides to amend article 39 as follows:

Article 39: Allocation of the profits – tantième

A minimum of five percent of the net profit is to be taken in advance for the formation of a reserve fund, until this fund has reached one-tenth of the capital. The allocation of the net balance is decided by the annual meeting on the proposal of the board of directors.

6. Amendment of articles 7 and 12 of the articles of association to comply with the former agenda points.

Resolution proposal: amendment of articles 7 and 12 as follows:

The extraordinary meeting to change the articles 7 and 12 as follows:

- Article 7 : Authorized capital

The board of directors has the power to increase in one or several times the capital up to a maximum amount of 4 million euro.

The board of directors can exercise this power during a period of five (5) years as from the publication of the modification of these Articles as decided by the extraordinary general shareholders' meeting of 28 May 2025.

In case of a public bid on the securities issued by the company, the board of directors has the power to proceed to a capital increase under the conditions and within the limits as set forward by article 7:202 of the Companies and Associations Code.

At the occasion of a capital increase or in case of an issue of convertible bonds, of bonds with subscription rights attached, of ordinary bonds or, subject to the relevant legal provisions, of subscription rights, exercised within the limits of the authorized capital, the board of directors can in the company's interest limit or cancel the shareholders' pre-emption right, including to the benefit of one or more determined persons or the company's employees or its subsidiaries.

In case a share premium is paid at the occasion of a capital increase decided by the board of directors or at the occasion of the conversion of bonds or the exercise of a pre-emption right, this share premium shall be booked on an unavailable account, named "Share premium", which shall constitute a guarantee for third parties in the same way as the capital does, and of which can only be disposed according to the rules applicable to the decrease of the capital as provided by the Companies and Associations Code, notwithstanding the possibility to convert this reserve into capital.

- Article 12 : Acquisition of own shares

The board of directors is authorized to, with observance of the conditions provided by law, buy in shares, and this during a period of five years as from the publication in the Annexes to the Belgian State Gazette of the resolution of the extraordinary general meeting of shareholders of 28 May 2025 pursuant to which such power was granted, and at a price per share which at least equals the lowest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction decreased with ten percent and which will not be higher than the highest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction, increased with ten percent. The board of Directors may transfer the shares, which were bought-in, on the stock exchange without the prior approval of the general meeting of shareholders, either directly or through intervention of a person who acts in his own name but for the account of the company, at a price which falls within the price fork as provided for above as regards to the power to buy-in own shares or, if the transfer is to be situated within the framework of a stock option plan of the company at the exercise price of the stock option, and in the latter event the transfer may be effected outside the stock exchange.

The board of directors is authorized to buy-in the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of 28 May 2025 pursuant to which such power was granted.

**3. Vote instructions: This proxy can be sent per ordinary mail or e-mail. If by e-mail a legible scan or photograph of the proxy is sufficient.**

The Proxy Holder shall in the name and for the account of the undersigned vote as follows:

Resolution proposal	Approve	Reject	Abstention
1. The extraordinary meeting ratifies the resignation of the director "DELOX" represented by its permanent representative Mr. De Groote Patrick so that this is final. The discharge of their mandate will be decided at the next annual meeting.			
2. The extraordinary meeting decides to grant the authorization of the board of directors to increase the capital in one or more times by an amount of four million euros (€ 4,000,000.00) again for a period of five (5) years, starting from the publication of this amendment to the articles of association.			
3. The extraordinary meeting decides to grant the authorization of the board of directors to acquire own shares again for a period of five (5) years, starting from the publication of this amendment to the articles of association.			
<p>4. The extraordinary meeting decides to amend article 23 as follows:</p> <p><u>Article 23: Compensation</u></p> <p>The board of directors decides annually - on the proposal of the remuneration committee - on the directors' remuneration as well as the remuneration for participation in committee meetings. When a director is appointed, the directors' remuneration and the remuneration for participation in committee meetings for the current calendar year are submitted to the general meeting. This remuneration applies to all directors during the calendar year in question.</p> <p>The remuneration allocated to the chairman of the board of directors amounts to 175% of the directors' remuneration; the remuneration for participation in committees remains equal to 100%.</p> <p>The managing director who already receives a compensation in his capacity of managing director does not receive a compensation for his performance as board member, as provided for in this article.</p> <p>Directors who did not fulfil their mandate for the entire financial year will be paid on a pro rata basis of full months performed.</p> <p>The obligation as provided for in article 7:91, second paragraph, and article 7:121, last paragraph, of the Companies and Associations Code is not applicable in respect of executive directors nor in respect of any person to whom, alone or jointly, the day-to-day management of the company is entrusted and the other managers within the meaning of article 3:6, §3, last paragraph of the Companies and Associations Code.</p>			
<p>5. The extraordinary decides to amend article 39 as follows:</p> <p><u>Article 39: Allocation of the profits - tantième</u></p> <p>A minimum of five percent of the net profit is to be taken in advance for the formation of a reserve fund, until this fund has reached one-tenth of the capital. The allocation of the net balance is decided by the annual meeting on the proposal of the board of directors.</p>			

Resolution proposal	Approve	Reject	Abstention
<p>6. The extraordinary meeting to change the articles 7 and 12 as follows:</p> <ul style="list-style-type: none"> <li> <p><b>Article 7 : Authorized capital</b></p> <p>The board of directors has the power to increase in one or several times the capital up to a maximum amount of 4 million euro.</p> <p>The board of directors can exercise this power during a period of five (5) years as from the publication of the modification of these Articles as decided by the extraordinary general shareholders' meeting of 28 May 2025.</p> <p>In case of a public bid on the securities issued by the company, the board of directors has the power to proceed to a capital increase under the conditions and within the limits as set forward by article 7:202 of the Companies and Associations Code.</p> <p>At the occasion of a capital increase or in case of an issue of convertible bonds, of bonds with subscription rights attached, of ordinary bonds or, subject to the relevant legal provisions, of subscription rights, exercised within the limits of the authorized capital, the board of directors can in the company's interest limit or cancel the shareholders' pre-emption right, including to the benefit of one or more determined persons or the company's employees or its subsidiaries.</p> <p>In case a share premium is paid at the occasion of a capital increase decided by the board of directors or at the occasion of the conversion of bonds or the exercise of a pre-emption right, this share premium shall be booked on an unavailable account, named "Share premium", which shall constitute a guarantee for third parties in the same way as the capital does, and of which can only be disposed according to the rules applicable to the decrease of the capital as provided by the Companies and Associations Code, notwithstanding the possibility to convert this reserve into capital.</p> </li> <li> <p><b>Article 12 : Acquisition of own shares</b></p> <p>The board of directors is authorized to, with observance of the conditions provided by law, buy in shares, and this during a period of five years as from the publication in the Annexes to the Belgian State Gazette of the resolution of the extraordinary general meeting of shareholders of 28 May 2025 pursuant to which such power was granted, and at a price per share which at least equals the lowest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction decreased with ten percent and which will not be higher than the highest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction, increased with ten percent. The board of Directors may transfer the shares, which were bought-in, on the stock exchange without the prior approval of the general meeting of shareholders, either directly or through intervention of a person who acts in his own name but for the account of the company, at a price which falls within the price fork as provided for above as regards to the power to buy-in own shares or, if the transfer is to be situated within the framework of a stock option plan of the company at the exercise price of the stock option, and in the latter event the transfer may be effected outside the stock exchange.</p> <p>The board of directors is authorized to buy-in the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of 28 May 2025 pursuant to which such power was granted.</p> </li> </ul>			

In absence of any voting instructions, the Proxy Holder shall *approve – reject – abstain* from voting as regards to the resolution proposals mentioned on the agenda (*delete what is not applicable*).

In case of a revised agenda, the Proxy Holder shall *approve – reject – abstain* from voting as regards to the new resolution proposals mentioned on the revised agenda (*delete what is not applicable*)

**Important note: did you give vote instructions for each resolution proposal above?**

Drawn up at .....on.....2025

Signature of the shareholder: .....

The signature should be preceded by the words "good for proxy" (in handwriting).

If the shareholder is not a physical person:

Name of the person who signs .....

(Who declares to be authorized to sign this proxy in the name and on behalf of the shareholder mentioned on p.1):

Function: .....

Legal Entity: .....