

## **INVITATION ORDINARY GENERAL MEETING** **Wednesday 22 May 2024 at 11 a.m.**

The shareholders are invited to participate in the ordinary general meeting, which will be held on Wednesday 22 May 2024 at 11 a.m. at **Hotel Botanique Sanctuary, Leopoldstraat 26, 2000 Antwerp**, with the following agenda and proposals:

1. Reading and discussion about the report of the board of directors, the annual accounts and consolidated annual accounts of the financial year closed on 31 December 2023.
2. Reading of and discussion about the auditor's report on the above-mentioned annual accounts.
3. Approval of the annual accounts of the financial year closed on 31 December 2023.  
*Resolution proposal: The ordinary general meeting approves the annual accounts of the financial year closed on 31 December 2023.*
4. Approval of the appropriation of the result of the financial year closed on 31 December 2023.  
*Resolution proposal: The ordinary general meeting decides to appropriate the result of the financial year closed on 31 December 2023 as proposed by the board of directors. The ordinary general meeting decides to distribute a dividend of € 4.5 mio (this means € 3.00 gross per share) against presentation of coupon no 15, with payment date: 14 June 2024 (ex-date: 12 June 2024 and record date: 13 June 2024).*
5. Approval of the remuneration policy of the company.  
*Resolution proposal: The ordinary general meeting approves the remuneration policy as mentioned in the annual report 2023.*
6. Approval of the remuneration report of the financial year closed on 31 December 2023.  
*Resolution proposal: The ordinary general meeting approves the remuneration report of the financial year closed on 31 December 2023.*
7. Discharge to the board members for the financial year closed on 31 December 2023.  
*Resolution proposal: The ordinary general meeting grants discharge to the board members for the execution of their mandate during the financial year closed on 31 December 2023.*
8. Discharge to the auditor for the financial year closed on 31 December 2023.  
*Resolution proposal: The ordinary general meeting grants discharge to the auditor for the execution of his mandate during the financial year closed on 31 December 2023.*
9. Statutory nominations:
  - 9a. Appointment of JOKECON 2.0 BV, represented by its permanent representative Mr. Johan Kestens as board member for a period of 3 years.  
*Resolution proposal: The ordinary general meeting appoints JOKECON 2.0 BV, represented by its permanent representative Mr. Johan Kestens as board member for a period of 3 years. The mandate ends automatically, unless renewed, after the ordinary general meeting held in 2027. The directors' remuneration amounts to € 21 250 for 2024. According to the articles of association the amount is automatically increased by € 250 on the first day of each new financial year.*
  - 9b. Renewal mandate EY Bedrijfsrevisoren BV with registered office at Kouterveldstraat 7B, 1831 Diegem, and registered with the Crossroads Bank for Enterprises under number 0446.334.711 (RPR Brussels) as statutory auditor of the company for a period of 3 years.  
*Resolution proposal: The ordinary general meeting decides, on the proposal of the audit committee, to appoint EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7B, 1831 Diegem, and registered with the Crossroads Bank for Enterprises under number 0446.334.711 (RPR Brussels), represented by its permanent representative Ludovic Deprez BV, with registered office at Hof van Rotselaar 2, 3078 Everberg, represented by its permanent representative, Mr. Ludovic Deprez, as statutory auditor of the Company, with immediate effect. The mandate will end at the ordinary general meeting to be held in the year 2027. In accordance with article 3:77 of the Companies and*

*Associations Code, the statutory auditor will also audit the consolidated annual accounts of the Company. The fee for the mandate as statutory auditor (both for auditing the statutory and consolidated annual accounts of the Company) amounts to € 120 406 per year (indexed annually, excluding VAT and other local taxes, expenses and expenses).*

Please note that you are required to comply with the following conditions and requirements:

### **CONDITIONS OF ADMISSION**

Only the person who is an official shareholder on the registration date (**Wednesday 8 May 2024 at 12 p.m.**) either by means of a registration in the Company's register of shares or by means of a registration on the accounts of the recognised account holders or clearing institution – are admitted to the ordinary general meeting, irrespective of the number of shares in his possession on the date of the ordinary general meeting.

Furthermore, the shareholder confirms his participation to the ordinary general meeting **ultimately on Thursday 16 May 2024 (4 p.m.)**. The shareholders are requested to provide their email address when registering:

- the holder of **registered shares**: in writing to the company (see contact registered office);
- the holder of **dematerialised shares**: to Euroclear Belgium preferably by email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com). The recognised account holder, or the clearing institution issues the necessary certificate to the shareholder indicating the total number of dematerialised shares, respectively delivered or registered in his name in his account on the registration date, with which the shareholder wants to participate in this general meeting.

### **ADD ITEMS TO THE AGENDA**

One or more shareholders holding together at least 3% of the share capital may add items to the agenda of this general meeting and submit resolution proposals relating to topics already included or to be included on the agenda. These requests must be addressed to the Company (see contact registered office) **ultimately on Tuesday 30 April 2024**. The shareholders who exercise this right must:

- prove that on the date of their request, they possess the required percentage of the share capital (by a certificate of registration of the registered shares in the Company's register of shares or by a certificate issued by a recognised account holder or clearing institute indicating that the respective number of dematerialised shares are registered in their name in an account) and;
- prove that on the registration date they are still shareholder holding together at least 3% of the share capital.

When appropriate, the revised agenda and adjusted form to vote by proxy will be made public on the [website](#) **ultimately on 7 May 2024**.

Nevertheless, the proxies received by the Company prior to the publication of the revised agenda, remain valid for the items mentioned on the agenda. Exceptionally contradictory to the above mentioned, the proxy holder can – in compliance with article 7:130 of the Code on Companies and Associations – during this general meeting, deviate from possible instructions of the proxy principal, for items mentioned on the agenda, for which new resolutions were submitted, if the execution of these instructions could damage the interest of the proxy principal. The proxy holder has to inform the proxy principal in this case. The proxy should mention whether the proxy holder is entitled to vote on new items put on the agenda or whether he has to abstain from them.

### **RIGHT TO ASK QUESTIONS**

Pursuant to the Code on Companies and Associations and under certain conditions, the shareholders can submit questions in writing, prior this general meeting, to the board of directors or the auditor regarding their report or items mentioned on the agenda. These questions will be handled during this general meeting if the shareholder complies with the participation formalities and as far as the communication of information or facts does not prejudice Campine nv's business interests nor the confidentiality to which Campine nv, its board of directors or auditor have committed themselves.

**These questions can be submitted in writing or per email beforehand to the Company (see contact registered office ultimately on Thursday 16 May 2024 (4 p.m.)).**

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### **VOTING BY PROXY**

Each shareholder who wants to be represented has to comply with the above mentioned registration and confirmation of participation procedures. Each shareholder who complies with the formalities for admission to this general meeting provided for by the law and the company's articles of association may designate one person, preferably Mrs. Karin Leysen, company secretary, - to represent him at this general meeting in accordance with the Code on Companies and Associations by means of the form to vote by proxy which can be found on the [website](#) and is available on request (see contact information). Every appointment of a proxy holder has to be made in compliance with Belgian legislation, especially regarding conflict of interest and the register keeping.

**The notification of the appointment of a proxy holder must be received ultimately on Thursday 16 May 2024 (4 p.m.)** -in writing or by electronic means to the company (see contact registered office) or to Euroclear\_Belgium: preferably by email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com).

### **FORMALITIES**

The documents to be presented to this general meeting are available on the website [www.campine.com/investors/shareholder information/general meetings and financial publications](http://www.campine.com/investors/shareholder%20information/general%20meetings%20and%20financial%20publications)): the annual financial report as of today, the other documents as of **Friday 19 April 2024** or can be consulted at the registered office and are also available – free of charge – on request to the registered office.

### **Contact registered office**

Campine nv, Nijverheidsstraat 2, 2340 Beerse, [www.campine.com](http://www.campine.com)  
Att: Karin Leysen: [karin.leysen@campine.com](mailto:karin.leysen@campine.com), tel: 014/60 15 49