AZELIS GROUP NV

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(the "Company")

ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING CONVENING NOTICE

The board of directors of the Company (the "Board of Directors") invites the shareholders of the Company to participate in the ordinary and extraordinary general shareholders' meeting of the Company which will take place consecutively on Thursday, June 13, 2024 at 11.00 a.m. CEST at the registered office of the Company, Posthofbrug 12, 2600 Berchem, Belgium to deliberate and decide on the agenda set out below.

Applicable participation formalities are detailed at the end of this convening notice. The Company uses the Lumi Connect platform (www.lumiconnect.com) to facilitate participation and voting in the ordinary and the extraordinary general shareholders' meeting. The Board of Directors strongly recommends shareholders to make maximum use of the Lumi Connect platform to complete all participation formalities and to vote digitally and remotely at the ordinary and extraordinary general meeting. The Lumi Connect platform is free of charge for shareholders.

There is no quorum requirement for the ordinary general shareholders' meeting. Without prejudice to applicable legislation, each share is entitled to one vote. Resolutions are validly adopted if at least the majority of the votes cast is in favor of a proposed resolution.

The extraordinary general shareholders' meeting will be held immediately following the ordinary general shareholders' meeting and will only validly deliberate on the items on its agenda if at least half of the capital is present or represented, in accordance with article 7:153 of the Belgian Code of Companies and Associations ("CCA"). If this condition is not met, a new extraordinary general shareholders' meeting with the same agenda will be convened for Thursday July 11, 2024, at 12:00 am CEST. This second extraordinary general shareholders' meeting will validly deliberate irrespective of the number of shares present or represented.

AGENDA

ORDINARY PART

The agenda of the ordinary general shareholders' meeting and the proposed resolutions are as follows:

1. Report of the Board of Directors and report of the statutory auditor on the consolidated annual accounts for the financial year ending December 31, 2023

Discussion and acknowledgment of the annual report of the Board of Directors and of the report of the statutory auditor on the consolidated annual accounts for the financial year ending December 31, 2023.

2. Consolidated annual accounts for the financial year ending December 31, 2023

Discussion and acknowledgment of the consolidated annual accounts for the financial year ending December 31, 2023.

3. Report of the Board of Directors and report of the statutory auditor on the statutory annual accounts for the financial year ending December 31, 2023

Discussion and acknowledgment of the annual report of the Board of Directors and of the report of the statutory auditor on the statutory annual accounts for the financial year ending December 31, 2023.

4. Approval of statutory annual accounts and allocation of the result

Discussion of (i) the statutory annual accounts for the financial year ending December 31, 2023 drawn up by the Board of Directors and (ii) the proposed allocation of the result, including the granting of a power of attorney to the Board of Directors.

<u>Proposed resolution</u>: Approval of the statutory annual accounts for the financial year ending December 31, 2023 and of the proposed allocation of the result, including the approval of a dividend for an aggregate gross amount of EUR 53,311,241.49, payable on July 2, 2024. Such dividend currently represents a gross amount of (rounded) EUR 0.22 per share based on the number of shares outstanding at December 31, 2023. Granting of a power of attorney to the Board of Directors to determine the further terms of payment of the dividend.

5. Approval of remuneration report

The CCA requires the general meeting to approve the remuneration report each year by separate vote. This report includes a description of the application of the Remuneration Policy during the year 2023 and information on remuneration of the members of the Board of Directors and of the Executive Committee. For the purpose of providing further transparency related to the Executive Committee's remuneration, additional disclosure has been added in the remuneration report regarding targets, minimum performance required for payout of short-term and long-term incentives, as well as regarding the claw back provisions included in the long-term incentive plans of the Company.

<u>Proposed resolution</u>: Approval of the remuneration report included in the annual report of the Board of Directors for the financial year ending December 31, 2023.

6. Discharge from liability to the directors

<u>Proposed resolution</u>: To grant discharge from liability to the directors who were in office during the financial year ending on December 31, 2023 for the exercise of their mandate during said financial year.

7. Discharge from liability to the statutory auditor

<u>Proposed resolution</u>: To grant discharge from liability to the statutory auditor for the exercise of its mandate during the financial year ending on December 31, 2023.

8. **Appointment of directors**

Following the retirement of Dr. Hans Joachim Müller as (executive) director on December 31, 2023, the Board of Directors has, as from January 1, 2024 and upon the recommendation of the Remuneration and Nomination Committee, appointed AU-R-ORA BV as (executive) director of the Company by means of co-optation in accordance with article 17, §1 of the articles of association and the CCA, for the remainder of the term of the mandate of Dr. Hans Joachim Müller. AU-R-ORA BV will be represented by Mrs. Anna Bertona as permanent representative for the execution of this mandate. The appointment of AU-R-ORA BV as a member of the Board of Directors by way of co-optation must be ratified by this general shareholders' meeting in order for this mandate to continue. In line with the Azelis remuneration policy as most recently approved by the general shareholders' meeting in 2023, AU-R-ORA BV will not be remunerated for her mandate as (executive) director of the Company.

Following the voluntary resignation of Mr. Antonio Trius as independent director and chair of the Board of Directors on 19 April 2024 effective as of this general shareholders' meeting, the Board of Directors, upon the recommendation of the Remuneration and Nomination Committee, is proposing Mr. Kåre Schultz as new independent director of the Company. Based on the information provided to the Company, Mr. Schultz meets the independence criteria stipulated by article 7:87 of the CCA, by provision 3.5 of the 2020 Belgian Code of Corporate Governance and by article 5.2.5 of the Corporate Governance Charter of the Company. The Company confirms that it has no indication to question the independence of the proposed candidate director. In the framework of this appointment, the Board of Directors proposes to increase the annual additional remuneration fee for the chair of the Board of Directors from EUR 30,000 gross to EUR 60,000 gross, leading to a total annual remuneration of EUR 150,000 gross for the chair of the board of directors, also taking into consideration his roles in the different Board committees as clarified below.

Following the voluntary resignation of Mrs. Alexandra Brand as independent director on 19 April 2024 effective as of this general shareholders' meeting, the Board of Directors, upon the recommendation of the Remuneration and Nomination Committee, is proposing Mrs. Melanie Maas-Brunner as new independent director of the Company. Based on the information provided to the Company, Mrs. Melanie Maas-Brunner meets the independence criteria stipulated by article 7:87 of the CCA, by provision 3.5 of the 2020 Belgian Code of Corporate Governance and by article 5.2.5 of the Corporate Governance Charter of the Company. The Company confirms that it has no indication to question the independence of the proposed candidate director. In accordance with the Remuneration Policy of the Company, Mrs. Melanie Maas-Brunner will receive a total annual remuneration of EUR 70,000 gross.

Subject to the approval of abovementioned appointments by the general shareholders' meeting, the Board of Directors, as well as each of its special committees, will continue to be composed of a majority of independent directors. Mr. Kåre Schultz will be appointed as new chair of the Board of Directors, as member of the Audit- and Risk Committee as well as member and chair of the Remuneration and Nomination Committee. Mrs. Melanie Maas-Brunner will be appointed as member of the Remuneration and Nomination Committee.

The curriculum vitae, information on other board mandates and skills of these directors are available on the internet site of Azelis (Annual General Meeting 2024 | Azelis).

Proposed resolutions:

- a) To ratify the appointment of AU-R-ORA BV, with permanent representative Mrs. Anna Bertona, as (executive) director for a term, expiring at the general shareholders' meeting deciding on the approval of the Company's annual accounts for the financial year ending on December 31, 2024. This mandate will not be remunerated.
- b) To appoint Mr. Kåre Schultz as director of the Company for a term of 4 years until the general shareholders' meeting deciding on the approval of the Company's annual accounts for the financial year ending on December 31, 2027, remunerated in accordance with the Remuneration Policy of the Company as most recently approved by the general shareholders' meeting in 2023.
- c) To acknowledge that (i) from the information made available to the Company, Mr. Kåre Schultz qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Code of Corporate Governance and by article 5.2.5 of the Corporate Governance Charter of the Company, (ii) the Company confirms that it has no indication to question the independence of the proposed candidate director, and consequently, to appoint Mr. Kåre Schultz as independent director.
- d) To appoint Mrs. Melanie Maas-Brunner as director of the Company for a term of 4 years until the general shareholders' meeting deciding on the approval of the Company's annual accounts for the financial year ending on December 31, 2027, remunerated in accordance with the Remuneration Policy of the Company as most recently approved by the general shareholders' meeting in 2023.
- e) To acknowledge that (i) from the information made available to the Company, Mrs. Melanie Maas-Brunner qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Belgian Code of Corporate Governance and by article 5.2.5 of the Corporate Governance Charter of the Company, (ii) that the Company confirms that it has no indication to question the independence of the proposed candidate director, and consequently, to appoint her as independent director.
- f) To increase the annual additional remuneration fee for the chair of the Board of Directors from EUR 30,000 gross to EUR 60,000 gross.

9. Statutory auditor

a. Approval of audit fees

At the request of the statutory auditor and following endorsement by the Audit and Risk Committee, the Board of Directors hereby requests approval and ratification from the general shareholders' meeting to raise the statutory auditor's fee from EUR 592.247 (excluding VAT, out-of-pocket expenses and the IRE/IBR fee) for financial year 2022 to EUR 655,328 (excluding VAT, out-of-pocket expenses and the IRE/IBR fee) for financial year 2023, mainly due to indexation and changes in audit scope as result of M&A transactions and corporate restructurings.

<u>Proposed resolution</u>: At the request of the statutory auditor and following endorsement by the Audit and Risk Committee, to raise the statutory auditor's fee for financial year 2023 to EUR 655,328.

b. Renewal appointment statutory auditor

The mandate of the statutory auditor, PricewaterhouseCoopers Bedrijfsrevisoren BV ("PwC"), will expire at the end of this general shareholders' meeting. Upon recommendation of the Audit and Risk Committee, the Board of Directors is proposing (1) to renew this mandate for a new term of 3 financial years ending at the end of the general shareholders' meeting that will resolve on the approval of the annual accounts for the financial year ended December 31, 2026 and (2) to extend the mandate of the statutory auditor to providing the assurance opinion in respect of the corporate sustainability reporting as set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 ("CSRD"), as will be implemented into Belgian law. The extension of the mandate of the statutory auditor follows from the imminent transposition of CSRD into Belgian law and the corresponding assurance requirement, in the manner set forth in CSRD and its implementing legislation, for the reporting as of financial year ending on 31 December 2024. This engagement will be considered as a legal assignment as provided for by the law transposing the CSRD, once it is enacted. The permanent representative of the statutory auditor currently designated by PwC is Mr. Peter Van den Eynde, registered auditor (registered with the Belgian Institute of registered auditors under number IBR A01530), acting as permanent representative of Peter Van den Eynde BV (registered with the Belgian Institute of registered auditors under number IBR B00593). In accordance with the rules of the CCA, the general shareholders' meeting is competent to fix the annual fixed remuneration of the statutory auditor and its remuneration is therefore also proposed for approval by this general shareholders' meeting.

<u>Proposed resolution</u>: Upon recommendation of the Audit and Risk Committee, (1) to renew the appointment of "PricewaterhouseCoopers Bedrijfsrevisoren" BV, registered in the register of legal entities in Brussels (Dutch chamber) under number 0429.501.944 and having its registered office at 1831 Diegem, Culliganlaan 5, as statutory auditor of the Company for a new term of 3 financial years, up to and including the general shareholders' meeting convened to decide on the annual accounts for the financial year ended December 31, 2026 and (2) to extend the mandate of the statutory auditor with the mandate of providing the assurance opinion in respect of the corporate sustainability reporting as set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 ("CSRD"), as will be implemented into Belgian law; this engagement will be considered as a legal assignment as provided for by the law transposing the CSRD, once it is enacted. The permanent representative of PwC Bedrijfsrevisoren BV for the exercise of this control function will be Mr. Peter Van den

Eynde, registered auditor (registered with the Belgian Institute of registered auditors under number IBR A01530), acting as permanent representative of Peter Van den Eynde BV (registered with the Belgian Institute of registered auditors under number IBR B00593), registered in the register of legal entities in Gent, section Dendermonde under number 0873.705.229 and with registered office at 9111 Sint-Niklaas (Belsele), Eikenlaan 106. The statutory auditor's annual fees, for the audit of the annual and consolidated accounts of Azelis Group NV, including the assurance of the sustainability reporting, are fixed at EUR 696,257 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) and shall be adapted each year, based on the consumer price index and/or with the parties' agreement.

10. **Power of attorney**

<u>Proposed resolution</u>: Power of attorney to each director of the Company and Mr. Gerrit De Vos, Corporate Secretary, as well as each notary and each notarial assistant of the notary office Celis & Liesse in Antwerp, each acting alone and with the power of substitution, to do everything that is needed to execute the decisions taken by the annual general shareholders' meeting and to carry out the formalities related to their publication.

EXTRAORDINARY PART

The agenda of the extra-ordinary general shareholders' meeting and the sole proposed resolution is as follows:

Modification of the date of the ordinary general shareholders' meeting (first paragraph of article 34 of the articles of association of the Company)

In order to bring the date of the ordinary general shareholders' meeting (also named annual meeting) in line with market practice for listed companies in Belgium, the Board of Directors proposes to bring forward the date of the ordinary general shareholders' meeting to the second Thursday of the month of May at eleven hours (11:00 CEST).

Proposed resolution:

The extraordinary general shareholders' meeting resolves to amend the first sentence of the first paragraph of article 34 of the articles of association of the Company as follows:

"Each year, the ordinary general meeting is held on the second (2nd) Thursday of the month of May at eleven hours (11:00 CEST)."

PARTICIPATION FORMALITIES

Please note that all dates and times mentioned herein are final deadlines, and that these will not be extended due to a weekend, holiday or for any other reason.

Admission

To be admitted to the general and the extraordinary shareholders' meeting, shareholders must comply with the following formalities:

1. Registration of shares

Only persons who are shareholders on **May 30, 2024 at midnight** (24:00 Central European Summer Time) (the "**Record Date**") will be entitled to participate in and vote at the general and the extraordinary shareholders' meeting, regardless of the number of shares held by the shareholder on the day of the meeting. **Shareholders must be registered as shareholders on the Record Date**:

- for <u>registered shares</u>, in the shareholders' register of the Company;
- for <u>dematerialized shares</u>, on a securities account with an authorized account holder or clearing institution (see section 2 below).

2. Notification of intention to participate

Shareholders must, by **June 7, 2024**, **4.00 p.m. CEST** at the latest notify their intention to participate in the general and the extraordinary shareholders' meeting and, to the extent they hold dematerialized shares, submit a certificate of registration:

- for shareholders who choose to use the Lumi Connect platform, via this platform, at www.lumiconnect.com. This platform will allow shareholders holding dematerialized shares to request the direct issuance of a certificate of registration. This will constitute notification of the intention to participate in the general and the extraordinary shareholders' meeting. Therefore, shareholders will not have to take further steps with their bank or with the Company; or
- for shareholders who wish to attend the meeting physically or via a proxyholder and who do not choose to use the Lumi Connect platform, by sending a notification in the form available on the Company's website (www.azelis.com/investor-relations) or their proxy, as the case may be, accompanied by a certificate of registration to be requested from their authorized account holder or clearing institution, (i) by email to agm@azelis.com, or (ii) by post or delivery at Posthofbrug 12, box 6, 2600 Berchem, Belgium, to the attention of the Corporate Secretary.

The Company draws the shareholders' attention to the obligation for holders of dematerialized shares to attach a certificate of registration from their authorized account holder or clearing institution, evidencing the number of dematerialized shares registered in the name of the shareholder on the accounts of the authorized account holder or clearing institution on the Record Date, which such shareholder has indicated in the intention to participate to the general and the extraordinary shareholders' meeting, if they do not use the Lumi Connect platform.

For holders of registered shares, the Company will verify if they are effectively registered in the share register of the Company for the number of shares indicated in the intention to participate to the general and the extraordinary shareholders' meeting.

An issuer of certificates relating to registered shares must notify its capacity of issuer to the Company, which will record such capacity in the shareholders' register. An issuer who refrains from notifying this capacity can only vote at the general and the extraordinary shareholders' meeting if the written notification indicating its intention to participate in that meeting specifies its capacity of issuer. An issuer of certificates linked to dematerialized shares must notify its capacity of issuer to the Company before exercising any vote, at the latest through the written notification indicating its intention to participate in the general and the extraordinary shareholders' meeting, failing which such shares cannot participate in voting.

Participation and voting

Only shareholders who have complied with the admission requirements in due time will be allowed to participate and vote in the general and the extraordinary shareholders' meeting, either: (i) physically, (ii) by proxy (written or electronic) or (iii) by remote voting form.

1. Physical attendance

Subject to the requirements and restrictions referred to below, each shareholder has the right to participate in the general and the extraordinary shareholders' meeting physically.

To allow an efficient registration process, the shareholders or proxyholders who physically attend the general and the extraordinary shareholders' meeting are requested to register at the meeting premises between 10.00 a.m. and 10.30 a.m. CEST.

Before being admitted to the general and the extraordinary meeting, the shareholders or their proxyholders participating physically in the meeting are required to sign an attendance sheet, indicating their first name, last name and place of residence or corporate denomination, enterprise number and registered office, as well as the number of shares in respect of which they are participating in the meeting. Representatives of legal entities must provide the supporting documents that demonstrate their power of representation as members of a governing body or their assignment as special proxyholders. The natural persons, shareholders, members of governing bodies or proxyholders who take part in the general and the extraordinary meeting must be able to prove their identity. Once the general meeting has started, shareholders are kindly requested to stay in the room until the end of the extraordinary meeting.

2. Attendance through a proxyholder

A shareholder may be represented by a proxyholder at the general and the extraordinary shareholders' meeting, using the proxy form drawn up by the Board of Directors. The shareholder who wishes to be represented by proxy must deliver a proxy in written or electronic form by June 7, 2024, 4:00 p.m. CEST at the latest, as set out below:

- by completing and submitting the proxy form via the <u>Lumi Connect platform</u> (www.lumiconnect.com); or
- by submitting a completed, signed and dated written or electronic copy of the proxy form made available by the board of directors on the Company's website (www.azelis.com/investor-relations), to the Company, either (i) by email at

<u>agm@azelis.com</u>, or (ii) <u>by post or delivery</u> at Posthofbrug 12, box 6, 2600 Berchem, Belgium, to the attention of the Corporate Secretary.

The appointment of a proxyholder must be made in accordance with applicable rules of Belgian law, including the rules on conflicts of interest and the keeping of a register. In addition, shareholders appointing a proxyholder must meet the admission requirements described above.

Shareholders who have voted by proxy may also attend the meeting physically. Please note that shareholders who have given a proxy can no longer vote during the physical meeting but may ask questions live.

3. Remote voting before the general meeting

Shareholders may vote remotely in electronic form before the general and the extraordinary shareholders' meeting. Remote votes may be cast:

- via the <u>Lumi Connect platform</u> (<u>www.lumiconnect.com</u>), by June 12, 2024 at the latest; or
- by submitting a completed, signed and dated paper or electronic copy of the voting form made available by the board of directors on the website of the Company (www.azelis.com/investor-relations), which must reach the Company, either (i) by email at agm@azelis.com, or (ii) by post or delivery at Posthofbrug 12, box 6, 2600 Berchem, Belgium, to the attention of the Corporate Secretary, by June 7, 2024, 4:00 p.m. CEST at the latest.

In addition, shareholders choosing to vote remotely must meet the admission requirements described above.

Shareholders who have voted remotely may also attend the meeting physically. Please note that shareholders who have voted remotely can no longer vote during the physical meeting but may ask questions live.

MISCELLANEOUS

1. Additional agenda items and proposed resolutions

In accordance with article 7:130 of the BCCA, one or more shareholders owning (together) at least 3% of the share capital of the Company may request to add items to be included on the agenda of a shareholders' meeting and submit proposals for resolutions concerning existing or new agenda items.

Shareholders that wish to exercise this right must, in order for their request to be discussed at the shareholders' meeting:

(i) prove their ownership of at least 3% of the share capital of the Company on the date of their request by (i) a certificate of registration of the relevant shares in the shareholders' register of the Company, or (ii) a certificate of registration issued by the authorized account holder or the clearing institution certifying the

book-entry of the relevant number of dematerialized shares in their name on their securities account;

- (ii) have satisfied the admission requirements described above for such percentage of the share capital;
- (iii) send a written request with, as the case may be, the text of the agenda items to be added and the corresponding resolutions proposals, or the text of the resolution proposals to be added to the agenda, either (i) by email at agm@azelis.com, or (ii) by post or delivery at Posthofbrug 12, box 6, 2600 Berchem, Belgium, to the attention of the Corporate Secretary, which must have been received by the Company by May 22, 2024 at the latest.

If one or more shareholders have duly exercised this right, the Company will publish an updated agenda on its website (www.azelis.com/investor-relations) and on the Lumi Connect platform (www.lumiconnect.com), before or at the latest on May 29, 2024. In such case, the Company will make available revised proxy forms and remote voting forms together with the revised agenda on its website and on the Lumi Connect platform. Powers of attorney and votes cast remotely that reach the Company prior to the publication of an updated agenda remain valid for the agenda items to which they apply, subject to the applicable legislation and the further clarifications set out in the proxy forms and the forms for remote voting.

2. Questions to the directors and/or the statutory auditor

In accordance with article 7:139 of the BCCA, each shareholder has the right to ask questions to the directors or the statutory auditor of the Company, relating to their respective reports or items on the agenda of the shareholders' meeting.

Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company, either (i) by email at agm@azelis.com, or (ii) by post or delivery at Posthofbrug 12, box 6, 2600 Berchem, Belgium, to the attention of the Corporate Secretary, at the latest on June 7, 2024, 4:00 p.m. CEST.

For shareholders who choose to use the Lumi Connect platform, this platform enables them to submit questions in writing in advance, subject to the above-mentioned deadline.

3. **Documents**

All documents relating to the general and the extraordinary shareholders' meeting that are required by law to be made available to shareholders are available on the Company's website (www.azelis.com/investor-relations) and on the Lumi Connect platform (www.lumiconnect.com) as of the date of this convening notice. Shareholders can also obtain a free copy of this documentation at the registered office of the Company (Posthofbrug 12, box 6, 2600 Berchem, Belgium) or by email to agm@azelis.com.

4. **Data protection**

The Company is responsible for the processing of the personal data it receives from shareholders and proxyholders in the context of the general and the extraordinary shareholders' meeting in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the analysis and management of the attendance and voting procedure in relation to the ordinary and the extraordinary general shareholders' meeting, this in accordance with the applicable legislation and the Company's privacy policy. This personal data may be transferred to affiliated entities and with third-party service providers for the purpose of providing assistance in the management of attendance and voting procedures, and for analyzing the composition of the investor base. The personal data will not be stored any longer than necessary in light of the aforementioned objective and will therefore be erased or made anonymous in accordance with the Company's privacy policy.

Shareholders and proxyholders may consult the Company's privacy policy on its website (www.azelis.com/privacy-statement). Shareholders and proxyholders can exercise their rights with regard to their personal data provided to the Company by contacting the Company at privacy@azelis.com.

5. Communications to the Company

Shareholders may address questions concerning the organization of the ordinary and the extraordinary general shareholders' meeting or this convening notice to Mr. Gerrit De Vos, Corporate Secretary, by email to agm@azelis.com.

The Board of Directors