

CONVENING NOTICE

The shareholders are invited to the Ordinary and Extraordinary General Meetings (the "Meetings") of D'Ieteren Group SA/NV (the "Company") which will be held on **Thursday 25 May 2023, at 3:00 p.m.** at the registered office of the Company, rue du Mail 50, 1050 Brussels (Belgium).

ORDINARY GENERAL MEETING

Agenda

1. **Annual Report of the Board of Directors and Report of the Statutory Auditor on the annual accounts and on the consolidated accounts for the financial year 2022. Communication of the consolidated accounts for the financial year 2022.**
2. **Approval of the annual financial statements as at 31 December 2022, including the profit distribution.**
Proposal to approve the annual accounts as at 31 December 2022, including the profit distribution (proposal to distribute a gross dividend of EUR 3.00 per share and EUR 0.375 per profit share).
3. **Remuneration Report 2022.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2022.
4. **Discharge to be given to the directors and the statutory auditor.**
Proposal to grant discharge, by separate vote,
 - *to all directors*
 - *to the statutory auditor**for the execution of their mandates during the past financial year.*
5. **Appointment of new director and renewal of mandates.**
The mandate of Mrs. Sophie Gasperment is made available and it is proposed to appoint Allegra Patrizi Unipersonnelle, represented by Mrs Allegra Patrizi, as an independent director in the meaning of article 7:87 of the Code of Companies and Associations (all criteria of the Belgian Corporate Governance Code 2020 being met for this candidate), for a term of four years expiring at the end of the ordinary general meeting of 2027.

Proposal to appoint LSIM SA, represented by Mr Wolfgang de Limburg Stirum, as independent director in the meaning of article 7:87 of the Belgian Code on Companies and Associations (all criteria of the Belgian Code on Corporate Governance 2020 being met for this candidate), for a term of four years expiring at the end of the ordinary general meeting of 2027.

Proposal to appoint Diligencia Consult SRL, represented by Mrs Diane Govaerts, as independent director in the meaning of article 7:87 of the Companies and Associations Code (all criteria of the Belgian Corporate Governance Code 2020 being met for this candidate), for a term of three years expiring at the end of the ordinary general meeting of 2026.

Proposal to reappoint Mrs Michèle Sioen as a non-executive director for a term of five years expiring at the end of the ordinary general meeting of 2028.

Proposal to reappoint Mr Olivier Périer as a non-executive director for a term of five years expiring at the end of the ordinary general meeting of 2028.

Proposal to ratify the co-optation of HECHO SRL, represented by Mr Hugo De Stoop, as independent director within the meaning of Article 7:87 of the Companies and Associations Code (all criteria of the Belgian Corporate Governance Code 2020 being met for this candidate), for the period from 16 June 2022 to the date of this general meeting and its appointment, in this capacity, for a term of two years expiring at the end of the ordinary general meeting of 2025.

A biography of the relevant persons can be consulted at the following link:
<https://www.dieterengroup.com/shareholder-meetings/>.

6. Appointment of the statutory auditor.

Proposal, on the recommendation of the Audit Committee and in accordance with article 3:88 of the Companies and Associations Code, to reappoint KPMG Réviseurs d'Entreprises SRL (B00001), Luchthaven Brussel Nationaal IK, 1950 Zaventem (Belgium) as statutory auditor for a period of 3 years (audit of the statutory and consolidated accounts 2023, 2024, and 2025).

The mandate of the auditor will expire at the end of the general meeting of shareholders called to approve the accounts for the financial year 2025.

KPMG Réviseurs d'Entreprises SRL will appoint Mr Axel Jorion (IRE Nr. 02563), auditor, as permanent representative. The auditor's fee for the financial year ending on 31 December 2023 will be EUR 162,800, excluding fixed costs (8%) and VAT. These fees will be adjusted annually taking into account the evolution of the health index. Any direct costs incurred specifically with third parties as a result of the performance of the services of KPMG Réviseurs d'Entreprises SRL are not part of the fees, and will be invoiced in addition, including the variable contributions on turnover (including the contribution per mandate) that KPMG Réviseurs d'Entreprises SRL is bound to pay to the Institute des Réviseurs d'Entreprises.

EXTRAORDINARY GENERAL MEETING

Agenda

1. Renewal of authorizations to the Board concerning capital defence mechanisms.

Proposal to renew (for a period of three years) the following authorizations to the Board of Directors:

- a) Authorization to increase the capital in the event of a public offer to acquire the Company's securities, in the circumstances and according to the methods provided for in the seventh paragraph of article 8bis of the articles of association;*
- b) Authorization to acquire own shares to avoid serious and imminent damage to the Company, in the circumstances and according to the methods provided for in article 8ter of the articles of association.*

2. Renewal of the authorisations to the Board of Directors to acquire and dispose of own shares.

Proposal to renew (for a period of five years) the authorisations to the Board of Directors regarding the acquisition and disposal of own shares:

- a) Authorisation to acquire, in accordance with the provisions of the Companies and Associations Code, a maximum of 15% of the number of shares issued by the company for a minimum value per share of one euro and a maximum value of 10% above the average price of the last ten days;*
- b) Authorisation to dispose of acquired own shares in accordance with the terms and conditions determined by the Board of Directors and in compliance with the provisions of the Companies and Associations Code;*
- c) Authorisation for the company's subsidiaries to acquire and dispose of the company's shares, in accordance with the provisions of the Companies and Associations Code, under the same conditions as those set out above for the Company itself.*

3. Authorisation to the Board to cancel its own shares.

Proposal to authorise (for a period of five years) the Board of Directors to cancel, at any time, the acquired treasury shares and to amend the Articles of Association as a consequence of the reduction of the total number of shares of the Company.

4. Power of attorney for the coordination of the articles of association.

Proposal to confer all powers to the undersigned notary, or any other notary and/or collaborator of "Berquin Notaires" SCRL, in order to draft the text of coordination of the articles of association of the Company, sign and deposit the coordinated text in the electronic database provided for this purpose, in accordance with the relevant legal provisions.

5. Power of attorney for formalities.

Proposal to grant full powers to Amélie Coens, Aurélie Cautaerts and Isabelle Stanson, who all, for this purpose, elect domicile at Rue du Mail 50, 1050 Brussels, each acting separately, to carry out the formalities at a company counter with a view to ensuring the registration/amendment of the data in the Crossroads Bank for Enterprises and, where applicable, with the Value Added Tax Administration.

I. Admission requirements

The right of shareholders to be admitted and to vote at the Meetings is subject to compliance with the following two conditions:

- 1) the registration in the shareholder's name of the shares with which he wishes to participate in the vote, on the **record date of Thursday, 11 May 2023 at midnight**, resulting, as the case may be, from his registration:
 - in the Company's share register; or
 - in the books of an approved dematerialised securities account holder or a clearing institution.

No specific action is required from the shareholder for this purpose;

- 2) the notification by the shareholder, **at the latest on Friday 19 May 2023, at 4:00 pm**, of his intention to attend the Meetings and the number of shares for which he intends to vote:
 - for registered shareholders: by email to financial.communication@dieterengroup.com or by post to D'Ieteren Group SA, rue du Mail 50, 1050 Brussels (Belgium), for the attention of the Financial Communication Officer;
 - for holders of dematerialised shares: by notification to the authorised account holder or to the clearing organisation. The latter will draw up a certificate certifying the number of dematerialised shares registered in the name of the shareholder in its accounts on the registration date for which the shareholder has declared his wish to participate in the Meetings, and will send it to:

Euroclear Belgium, Issuer Services,

- by mail, 1 Bd du Roi Albert II, 1210 Bruxelles (Belgium) or
- by email to ebe.issuer@euroclear.com

Only persons who are shareholders on the record date of Thursday 11 May 2023 at midnight and who have expressed their wish to attend the Meetings by Friday 19 May 2023 at 4 p.m. at the latest will be admitted to the General Meetings.

The Company does not send out admission cards.

II. Proxy voting – Voting by correspondence

Shareholders who wish to vote by proxy or by correspondence must use the proxy forms or forms for voting by correspondence available at the registered office or on the following link on the Company's website: www.dieterengroup.com/shareholder-meetings, and send them duly completed and signed to Euroclear Belgium by post or email on the above mentioned addresses.

The voting forms must be sent **no later than 4 pm on Friday 19 May 2023**. Please note that **Thursday 18 May 2023 is a public holiday in Belgium** and shareholders are therefore advised to ensure that the relevant documents (if sent by post) reach Euroclear Belgium by **Wednesday 17 May 2023 at the latest**.

III. Right to add items to the agenda and proposals for resolutions

One or more shareholders who together hold at least 3% of the capital and who wish to request the inclusion of items on the agenda of the Meetings and to submit proposals for resolutions concerning items included or to be included on the agendas, are invited to send a request to this effect to the Company at the following address: financial.communication@dieterengroup.com **by Wednesday, 3 May 2023 at the latest**, setting out the items and proposals for resolutions. The Company will publish an amended agenda, if any, **by Wednesday, 10 May 2022 at the latest**.

IV. Right to ask questions

In addition, shareholders may, upon publication of this convening notice, and provided they have complied with the formalities for admission to the Meetings, submit questions in writing about the reports of the Board of Directors or the Statutory Auditor, or about items on the agenda, to financial.communication@dieterengroup.com **no later than 4 p.m. on Friday, 19 May 2023**. Answers will be provided during the Meetings.

V. Availability of documents

The documents that the Company is legally required to present at the Meetings, as well as the agendas of the Meetings, possibly supplemented pursuant to Article 7:130 of the Companies and Associations Code, the relevant proposals for decisions and the forms for proxy and voting by correspondence, are available on the following link www.dieterengroup.com/shareholder-meetings or can be obtained at the registered office on simple request addressed to:

- by mail, rue du Mail 50, 1050 Brussels (Belgium), to the attention of the Financial Communication Officer; or
- by email to financial.communication@dieterengroup.com.

VI. Processing of personal data

The Company processes information about you as a shareholder, that constitutes personal data. The Company will process such data in accordance with the "Information on personal data and its processing", which is available on the Company's website (<https://www.dieterengroup.com>).

The Board of Directors