

FAGRON
Listed company
(*Genoteerde vennootschap*)
Venecoweg 20a
9810 Nazareth, Belgium
VAT BE 0890.535.026
RLE Gent (division Gent)

CONVOCAATION

The board of directors of Fagron NV (the **Company**) has the honor of inviting the holders of shares and subscription rights in the Company's capital to attend the Company's annual general meeting of shareholders which will be held at the statutory seat of the Company (Venecoweg 20a, 9810 Nazareth, Belgium) and via audio/video conference on **Monday 8 May 2023** at 3 p.m. CET with the following agenda, containing proposed resolutions.

Agenda of the annual general meeting of shareholders

1. Reading, discussion and explanation of the board of directors' annual report and the statutory auditor's report on the 2022 financial statements of the Company.

Notes to the agenda item: The board of directors requests the general meeting to review the board of directors' annual report and the statutory auditor's report on the 2022 financial statements of the Company. Both reports are available on the Company's [website](#).

2. Discussion and approval of the financial statements of the financial year closed on 31 December 2022.

Proposed resolution: Approval of the Company's financial statements of the financial year closed on 31 December 2022.

3. Allocation of the result of the financial year closed on 31 December 2022.

Proposed resolution: Approval of the allocation of the result, including payment of a dividend of 0.25 euro per share, as included in the Company's 2022 financial statements.

4. Discussion and approval of the remuneration report as included in the board of directors' annual report.

Proposed resolution: Approval of the remuneration report as included in the board of directors' annual report.

5. Discussion and approval of the remuneration policy.

Proposed resolution: Upon proposal of the board of directors and recommendation by the nomination and remuneration committee, approval of the remuneration policy available on the Company's [website](#).

6. Announcement of the consolidated financial statements and the consolidated reports.

Notes to the agenda item: The board of directors requests the general meeting to take note of the Company's consolidated financial statements and the consolidated reports over the financial year 2022, available on the Company's [website](#).

7. Granting discharge to the members of the board of directors and their permanent representatives.

Proposed resolution: Granting discharge by separate vote (for each individual board member) to the Company's board members and their permanent representatives in charge during the financial year 2022 for their mandate fulfilled during the financial year.

8. Granting discharge to the statutory auditor.

Proposed resolution: Granting discharge by separate vote to the Company's statutory auditor in charge during the financial year 2022 and her permanent representative for her mandate fulfilled during the financial year.

9. Explanation and discussion of the Company's Corporate Governance.

Notes to the agenda item: The board of directors will discuss the Company's Corporate Governance policy pursued during the financial year 2022. In this context, the board of directors refers to (i) the Company's Corporate Governance Charter available on the Company's [website](#) (only available in Dutch) and (ii) the Corporate Governance Statement as included in the 2022 annual report, which is also available on the Company's [website](#).

10. Application of article 7:151 of the Belgian Companies Code (BCC) to the Performance Share (Unit) Plan.

Notes to the agenda item: The board of directors proposes that in accordance with article 7:151 BCC, the provisions of the Performance Share (Unit) Plan as approved by the board of directors on 7 February 2023, and in particular the provisions granting rights to third parties (in this case employees and consultants in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company, (in particular, the early vesting as stipulated in Article 11 - Change of control of the Performance Share (Unit) Plan) be approved.

Proposed resolution: In accordance with article 7:151 BCC, approval of the provisions of the Performance Share (Unit) Plan as approved by the board of directors on 7 February 2023, and in particular the provisions granting rights to third parties (in this case employees and consultants in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company (in particular, the early vesting as stipulated in Article 11 - Change of control of the Performance Share (Unit) Plan).

11. Approval of the remuneration of the non-executive directors over the financial year 2022.

Proposed resolution: Approval of the remuneration of the Company's non-executive directors over the financial year 2022 as included in the board of directors' annual report.

12. Approval of the remuneration of the statutory auditor over the financial year 2022.

Notes to the agenda item: Upon proposal by the audit and risk committee, the board of director proposes to approve the remuneration for the audit of the Company (including consolidation and half-year review) for the 2022 financial year by Deloitte Bedrijfsrevisoren CVBA, with registered office at Brussels National Airport 1, Bus 1J, 1930 Zaventem and registered in the K.B.O. under number 0429.053.863, represented by Ms. Ine Nuyts, as included in the annual report.

Proposed resolution: Approval of the remuneration of the statutory auditor for auditing the Company over the financial year 2022, as included in the annual report.

13. Reappointment of an independent non-executive director.

Notes to the agenda item: Upon advice of the nomination and remuneration committee, the board of directors proposes to reappoint AHOK BV, permanently represented by Mr. Koen Hoffman, as independent non-executive director of the Company within the meaning of and meeting all independence criteria provided for in article 7:87 §1 BCC and associations and/or prescribed by the Belgian Corporate Governance Code (the Code) for a period of 4 years. AHOK BV's mandate will end immediately after the annual meeting of 2027 and will be remunerated in accordance with the Company's remuneration policy for non-executive directors.

Koen Hoffman (1968) holds a master's degree in applied economics and an MBA from the Vlerick Business School. From 1992 to July 2016, he worked for the KBC Group where he started his career in the corporate finance department and became the CEO of KBC Securities in October 2012. Since August 2016, he has been the CEO of the asset manager Value Square. Koen Hoffman is also an independent director at the listed companies Greenyard (Chair), MDxHealth (Chair) and SnowWorld (Chair).

Proposed resolution: Reappointment of AHOK BV, permanently represented by Mr. Koen Hoffman, as independent non-executive director for a period of 4 years.

14. Approval of cooptation and appointment of an independent non-executive director.

Notes to the agenda item: Upon advice of the nomination and remuneration committee, the board of directors proposes to coopt Els Vandecandelaere LLC, permanently represented by Els Vandecandelaere, as independent non-executive director of the Company within the meaning of and meeting all independence criteria provided for in article 7:87 §1 of the BCC and associations and/or prescribed by the Code, effective 2 August 2022 until the annual meeting of 2023 and to appoint Els Vandecandelaere LLC, permanently represented by Els Vandecandelaere, as independent non-executive director of the Company for the remaining term of Ms. Vera Bakker. Els Vandecandelaere LLC's mandate will end immediately after the annual meeting of 2026 and will be remunerated in accordance with the Company's remuneration policy for non-executive directors.

Els Vandecandelaere (1972) is Global Head of HR Integrated Supply Chain, Quality & Regulatory, Services & Solutions Delivery at Philips. She joined Philips in 2021 and is based in the US, having started her professional career at Johnson & Johnson, holding various leadership roles of increasing responsibility in HR in Belgium, the US, the UK, and Switzerland. Els Vandecandelaere holds a master's degree in organizational psychology from the Catholic University Leuven (Belgium)

Proposed resolution: Approval of cooptation of Els Vandecandelaere LLC as independent non-executive director of the Company effective 2 August 2022 until the annual meeting of 2023 and appointment of Els Vandecandelaere LLC, permanently represented by Els Vandecandelaere, as independent non-executive director of the Company for the remaining term of Ms. Vera Bakker.

15. Appointment of a non-executive director.

Notes to the agenda item: Upon advice of the nomination and remuneration committee, the board of directors proposes to appoint Mr. Klaus Röhrig as non-executive director of the Company for a period of 4 years. Mr. Röhrig's mandate will end immediately after the annual meeting of 2027 and Mr. Röhrig will be remunerated in accordance with the Company's remuneration policy for non-executive directors.

Klaus Röhrig (1977) is a founding partner of Active Ownership S.à r.l. (AOC), that (indirectly) controls a shareholding in the Company. Prior to founding AOC, Klaus Röhrig inter alia worked for Elliott Associates where he was responsible for investments in the German speaking countries. Throughout his career Klaus Röhrig has focused on sourcing investment opportunities, structuring of investments and process-driven value creation. He has held several board seats throughout his career, and currently serves on the boards of Agfa-Gevaert NV, Formycon AG, and Francotyp-Postalia Holding AG, in addition to his position as head of

the nomination committee of MTG AB. Klaus Röhrig holds a Master of Economics and Business Administration from Vienna University of Economics and Business Administration.

Proposed resolution: Appointment of Mr. Klaus Röhrig as non-executive director of the Company for a period of 4 years.

16. Power of attorney.

Proposed resolution: Grant power of attorney to Mrs. Helena De Groof and Mr. Johan Verlinden, choosing as residence Venecoweg 20a, 9810 Nazareth, Belgium, authorized to act independently and to represent the Company regarding fulfilment of the filing and disclosure obligations pursuant to the BCC. This power of attorney entails that the authorized person may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to filing the aforementioned decision making with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Bulletin of Acts, Orders and Decrees.

17. Miscellaneous.

Voting and majority

Each share shall have one vote. The proposed resolutions on the agenda of the annual meeting shall be passed if they are approved by a simple majority of the votes validly cast on behalf of the shareholders.

Admission conditions

The right to attend the annual meeting and to exercise voting right shall be granted only pursuant to the administrative registration of the shares in the shareholder's name at midnight CET on **24 April 2023 (the registration date)**, (i) through the registration of the registered shares in the Company's shares register, or (ii) in the event of dematerialized shares, by registration in the accounts of a certified account holder or intermediary, irrespective of the number of shares that the shareholder holds on the actual date of the annual meeting.

The certified account holder or intermediary shall provide the shareholder with a certificate stating the number of dematerialized shares that were registered in its accounts in the shareholder's name at the registration date, that the shareholder has expressed to participate with in the annual meeting.

Shareholders shall indicate no later than **2 May 2023** that they wish to participate in the annual meeting. This can be done via the shareholders portal of ABN AMRO which is available on www.abnamro.com/evoting, by email (helena.de.groof@fagron.com) or by letter to the attention of Helena De Groof, Venecoweg 20a, 9810 Nazareth, Belgium, stating the contact details (phone number and e-mail).

Representatives or proxy holders of shareholders wishing to attend the annual meeting must confirm their attendance to ABN AMRO via www.abnamro.com/intermediary, by email

(helena.de.groof@fagron.com) or by letter to the attention of Helena De Groof, Venecoweg 20a, 9810 Nazareth, Belgium, no later than at midnight CET on **2 May 2023**, indicating the number of Company shares (i) held by the represented shareholder on the registration date, and (ii) registered to vote at the annual meeting, including the name of the representative or proxy holder and its contact details (phone number and e-mail).

Holders of bonds, subscription rights, warrants or certificates issued with the Company's cooperation are permitted to attend the annual meeting subject to compliance with the admission conditions applicable to shareholders.

The shareholders, their representatives or proxy holders, and holders of bonds, subscription rights, warrants or certificates issued with the Company's cooperation, who have fulfilled the registration requirements and who have indicated to participate via audio/video conference, will receive the dial-in details for the audio/video conference no later than **4 May 2023** by phone or e-mail to access the annual meeting on Monday **8 May 2023** at 3PM CET. The audio/video conference shall be opened at 2:30PM CET on **8 May 2023** to enable processing of the registration formalities.

Shareholders who are not familiar with attending an audio/video conference or who have practical questions regarding the organization of the annual meeting can e-mail helena.de.groof@fagron.com. The Company shall provide practical and technical support for shareholders requiring such support.

The possibility of submitting agenda items and/or motions for voting

In accordance with article art. 7:130 of the BCC, one or more shareholders that jointly hold at least 3% of the Company's share capital shall have the right to have items put on the agenda of the annual meeting and to submit motions to vote concerning the items on the agenda or to be put on the agenda. Such requests must be submitted by email to helena.de.groof@fagron.com, no later than on **16 April 2023**. More detailed information on the conditions for making use of this option is available on the Company's [website](#).

If applicable the agenda with any such additions, will be published on the Company's [website and](#) in the Belgian Official Gazette and a national newspaper, no later than on **21 April 2023**.

Right to ask questions

At the annual meeting, directors shall only answer questions submitted by shareholders by email (Helena.de.groof@fagron.com) or by phone (+31 88 33 11 223) no later than **2 May 2023**, or asked at the meeting and regarding the board report or items on the agenda in accordance with the relevant applicable legislation. The statutory auditor shall also answer questions asked by shareholders regarding her report.

More detailed information on the right to ask questions is available at the Company's [website](#). Questions submitted in writing and the answers to those questions will be published at the Company's [website](#) before the annual meeting.

Proxies and voting instructions

Shareholders who wish to be represented by a proxy at the annual meeting can indicate this via www.abnamro.com/evoting no later than **2 May 2023** at midnight CET. Alternatively, shareholders can give voting instructions to Helena de Groof via www.abnamro.com/evoting. Shareholders can also use the written proxy form as prepared by the board of directors. A copy is available at the Company's registered office. The proxy form is also available at the Company's [website](#). Other proxy forms will not be accepted. The written proxy form must be deposited at the Company's registered office, at the attention of the board of directors, or sent by email to helena.de.groof@fagron.com, no later than **2 May 2023** at midnight CET.

Availability of documents

As from **7 April 2023**, on working days and during the normal opening hours of the office, shareholders and holders of subscription rights, warrants, bonds and certificates issued with the Company's cooperation may review the documents to be presented to the general meeting, the motions to vote or, if the item does not require any resolution, comments from the board of directors for each agenda item to be discussed, and the forms to be used for voting by proxy, at the Company's registered office.

Any further information that must be made available in accordance with art. 7:129 BCC shall be made available at the Company's [website](#) or via the ABN AMRO portal (www.abnamro.com/evoting) on **7 April 2023**.

Data protection

The Company is responsible for the processing of the personal data which it receives from shareholders and proxy holders in relation to the annual meeting. The Company will use those data for the registration and voting procedures at the annual meeting, in accordance with the applicable legislation and in its interest to analyze the results of the votes. The Company may share such data with related entities and with third party service providers that are assisting the Company for this purpose. The data are stored no longer than necessary for this purpose (in particular the proxies, the votes by letter, the attendance registrations and the attendance register are being kept as long as the minutes of the annual meeting must be kept to comply with Belgian law).

Shareholders and proxy holders can find more information regarding the processing of their personal data, including their rights, in the Company's Privacy Policy which is available at the Company's [website](#) and they can contact the competent privacy authority or the Company via privacy@fagron.com.

The annual shareholders meeting will be held in the Dutch language. The original Dutch version of this document is available. In the event of differences between the English translation and the Dutch original, the latter prevails.

The board of directors
7 April 2023