

**Gimv**  
Limited company  
Karel Oomsstraat 37  
2018 Antwerp  
VAT number: BE0220.324.117

The board of directors of Gimv NV (the “**Company**”) wishes to invite all shareholders for the extraordinary general meeting that will be held on **Monday December 23<sup>rd</sup>, 2024, at 10:30 am** at the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerp).

The extraordinary general meeting is convened to discuss and resolve on the following agenda:

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

We draw your attention to the fact that past experience indicates that **this meeting will in all likelihood not reach the required attendance quorum, namely 50% of the capital, and consequently will not be able to validly deliberate and decide on the proposed agenda.**

You will be informed accordingly and invited to the extraordinary general meetings of the Company to be held on Monday, 13 January 2025, which will be able to validly deliberate and decide regardless of the number of securities present and represented.

- 1. Acknowledgement of the report of the Board of Directors on the justification of the Capital Increase, drawn-up in accordance with Article 7:179 of the BCCA (the Report of the Board of Directors)**  
*Comment: “The Report of the Board Directors is read and acknowledged by the Meeting. This agenda point does not require a vote.”*
- 2. Acknowledgement of the report of the Company’s Statutory Auditor on the financial and accounting data included in the Report of the Board of Directors, drawn-up in accordance with Article 7:179 of the BCCA**  
*Comment: “The report of the Statutory Auditor is read and acknowledged by the Meeting. This agenda point does not require a vote.”*
- 3. Increase of the Company’s capital through contribution in cash with application of the statutory preferential right for existing shareholders (the Capital Increase)**  
Proposed resolution:  
*In acknowledgement of the reports drawn up under (1) and (2), the Meeting resolves to increase the Company’s capital through contribution in cash with application of the statutory preferential right for existing shareholders, up to a maximum amount of EUR 300,000,000 (issue premium included), through the issuance of new shares that have no nominal value (the **Capital Increase**). The Capital Increase shall be organised per the following modalities.*

  - *The new shares (each, a **New Share**) shall (i) be of the same nature as the existing shares, (ii) be in registered form or dematerialised, as the case may be, and (iii) have the same rights and benefits as the existing shares, and will entitle to a dividend with respect to the entire current financial year which started on 1 April 2024 and, as from their issuance, to any distribution by the Company.*
  - *The New Shares can be subscribed to by a contribution in cash at an issue price (the **Issue Price**), in EUR, which shall be determined by (i) the Board of Directors, or (ii) the Committee (as defined below), which shall be authorised to continue the implementation of the Capital Increase (see composition and powers below), in consultation with the banks in charge of the placement. The Issue Price may in any case not be less than EUR 9.49 per New Share (being the par value of the existing shares).*
  - *A portion of the Issue Price of all New Shares equal to the number of New Shares multiplied by the par value of the existing shares shall be allocated to the “capital” account, and the balance shall be allocated to the “issue premium” account.*
  - *The New Shares must be fully paid-up. Immediately after the issuance of the New Shares, all shares issued by the Company (both new and existing) shall represent the same value in the Company’s capital, and have the same par value.*

- The Company will request the admission to trading on the regulated market of Euronext Brussels of the New Shares and the Preferential Rights (as defined below). The New Shares will be offered to the public in Belgium. In the context of the offering and the admission to trading, the Company will, to the extent required, prepare a prospectus (the **Prospectus**) to be approved by the Financial Services and Markets Authority (the **FSMA**) in accordance with applicable law. It is accepted that relevant legal provisions in jurisdictions other than Belgium may restrict or prohibit the existing shareholders or other holders of Preferential Rights outside Belgium to subscribe to New Shares, to acquire Preferential Rights or Scrips (as defined below) or to exercise Preferential Rights. The Company shall make no effort to make a public offer of New Shares, Preferential Rights or Scrips possible outside of Belgium.
- The Company's existing shareholders (the **Existing Shareholders**) will have a statutory preferential right to subscribe to New Shares against a ratio to be determined by the Board of Directors or the Committee (as defined below) (the **Ratio**), in accordance with articles 7:188 juncto 7:189 of the BCCA (each, a **Preferential Right**). Existing Shareholders will be awarded one (1) Preferential Right per share they hold in the Company. The Preferential Rights may be exercised and will be tradeable on Euronext Brussels for a period of at least fifteen (15) calendar days (the **Subscription Rights Period**), and which will take place in the first half of 2025. The Preferential Rights are envisaged to, subject to the relevant statutory and regulatory provisions, be freely tradeable and can be acquired by persons who are not Existing Shareholders.
- The start and end date of the Subscription Rights Period shall be set by the Board of Directors or the Committee (as defined below).
- No fractions of shares will be issued. Existing Shareholders or other persons holding Preferential Rights and who do not hold a sufficient number of Preferential Rights to subscribe to a round number of New Shares at the Ratio, may, during the Subscription Rights Period, either acquire further Preferential Rights that permit them to subscribe to a round number of New Shares, or dispose of (part of) their Preferential Rights.
- Subscription Rights that are not exercised during the Subscription Rights Period will be converted into an equal number of scrips (the **Scrips**). The Scrips shall be offered for sale during an exempt private placement that is expected to commence and end on the same date (to be determined by the Board of Directors or the Committee (as defined below) (the **Scrips Private Placement**). The Scrips Private Placement shall be organised as an 'accelerated bookbuilding' process by the Underwriters. The net proceeds of the sale of the Scrips (if any) will be divided proportionally between all holders of Preferential Rights who have not exercised them, unless the net proceeds from the sale of the Scrips divided by the total number of unexercised Preferential Rights is less than EUR 0.01. Purchasers of Scrips in the Scrips Private Placement will irrevocably undertake to subscribe to the corresponding number of New Shares at the Issue Price and the Ratio.
- The Company is authorised to appoint credit institutions or other organising financial institutions (the **Underwriters**) for purposes of the transaction, and where applicable, the underwriting, allocation or distribution of all or part of the New Shares. In the context of the transaction and, where applicable, the underwriting, allocation and distribution of New Shares, the Underwriters shall be authorised to underwrite New Shares in the name and/or on behalf of final subscribers of New Shares, and/or in their own name and/or on their own behalf in order to distribute the New Shares (directly or indirectly) to final subscribers. The terms and conditions of services and, where applicable, of the underwriting by the Underwriters shall be set out in the agreement to be concluded between the Company and the Underwriters.

The Capital Increase shall be subject to the following conditions precedent:

- (i) the Board of Directors has not determined that in the current market conditions the Capital Increase would not be in the interest of the Company;
- (ii) the Company has entered into an underwriting agreement with the Underwriters;
- (iii) the FSMA has approved the Prospects (to the extent required); and
- (iv) it has been confirmed that the New Shares will be admitted to trading on the regulated market of Euronext Brussels.

*If the Capital Increase is not fully subscribed, and if (i) the Board of Directors or (ii) the Committee (as defined below) (each of (i) and (ii) acting individually and with the power of substitution), so decides, the capital shall only be increased up to the subscriptions received and accepted by the Company (depending on the subscriptions deemed acceptable) (without prejudice however to the Preferential Rights of Existing Shareholders), in accordance with article 7:181 of the BCCA.*

*Under condition precedent of the completion of the Capital Increase, the text of article 5 of the Company's articles of association shall be brought in line with the New Shares issued and the increase of the Company's statutory capital resulting therefrom.*

#### **4. Delegations**

##### Proposed resolution:

*"The Meeting resolves to establish an ad-hoc committee (the **Committee**), consisting of (i) Koen Dejonckheere, (ii) Valhaeg BV, permanently represented by Frank Verhaegen, and (iii) Lubis BV, permanently represented by Luc Missorten.*

*The Meeting resolves to grant the following powers to the Board of Directors and the Committee, each acting individually and with the power of substitution, acting in its sole discretion (as the case may be, in consultation with certain credit institutions or other organising financial institutions to be appointed by the Company as the joint global coordinators:*

- (i) to determine the start and the duration of the Subscription Rights Period, which will take place in the course of the first half of 2025 and may not be less than 15 calendar days, and to determine all other timetables for the transaction;*
- (ii) to determine the Issue Price of the New Shares and the maximum number of New Shares to be issued;*
- (iii) to determine the allocation of the New Shares, taking into account the Preferential Rights;*
- (iv) to organise the practical implementation of the transaction and the allocation of the New Shares, including (without limitation) (a) the jurisdictions in which the offer of Scrips will be made and the terms of the offer in these jurisdictions, (b) the manner and the extent to which the Preferential Rights may be acquired, disposed and exercised, and (the date and other terms) of coupon detachment representing the Preferential Right, (c) the terms and conditions to subscribe to the New Shares, including the remaining shares (for which no Preferential Right has been exercised during the Subscription Rights Period), (d) the allocation of the Scrips and the entry into agreements on behalf of the Company with existing or new shareholders with respect to a commitment to subscribe to New Shares with possible priority allocation of Scrips and (e) other procedural aspects of the transaction; and*
- (v) to determine and amend, in the name and on behalf of the Company, the scope, terms and conditions of the services to be offered by the Underwriters, as well as, where applicable, the scope, terms and conditions of underwriting by the Underwriters, and sign the agreements with the Underwriters in the name and on behalf of the Company.*

*The Meeting furthermore decides to grant the following powers to each member of the Board of Directors and each member of the Committee, each acting individually and with the power of substitution, acting in its sole discretion:*

- (i) to determine the form in which New Shares are to be issued;*
- (ii) to take any steps that may be useful or necessary with the competent regulatory authorities, Euronext Brussels and Euroclear Belgium in the context of the offering and the allocation of New Shares, the detachment of the coupon representing the Preferential Right, and of*

- the admission to trading of Preferential Rights and of New Shares on the Euronext Brussels regulated market;*
- (iii) to determine the amount by which the capital of the Company will be increased, to establish in one or more deed(s) that the capital increase is wholly or partially realized and to proceed with the completion of the Capital Increase and the amendment of the articles of association resulting therefrom;*
  - (iv) to determine the settlement procedure for the transaction, and to take all steps for the delivery of the New Shares; and*
  - (v) to carry out any act that may be deemed useful, appropriate or necessary in relation to the above, with regard to the decisions taken and/or for the successful completion of the transaction.*

*The powers and authorizations granted by the Meeting to the Board of Directors and the Committee (and their members) will automatically expire on 30 June 2025.*

*The Board of Directors and the Committee shall, for the avoidance of doubt, be in any case authorised to decide, each acting individually and with the power of substitution, in consultation with the joint global coordinators, on whether or not to proceed with the offering and the transaction, as well as to, when the transaction is ongoing, decide to suspend or revoke the transaction, in case the Board of Directors or the Committee, as the case may be, determines that the market circumstances do not permit the Capital Increase to take place under appropriate circumstances.”*

*Notice on U.S. Securities Registration*

*Please note that the Preferential Rights, scrips and New Shares will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or with any applicable state securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from such registration requirements.*

## PARTICIPATION IN THE GENERAL MEETING

**Lumi Connect** – Gimv uses the Lumi Connect platform (<http://www.lumiconnect.com/>) to handle the admission procedure completely digitally, to give an electronic power of attorney or to cast your votes in writing in advance.

**Registration date** – Only the persons holding shares on the registration date are entitled to participate and vote at the extraordinary general meeting, regardless of the number of shares they hold on the day of the extraordinary general meeting. In accordance with article 26 of the articles of association, the record date is **Monday December 9<sup>th</sup>, 2024** (this is the fourteenth day before the extraordinary general meeting) at 24:00 (CET).

**Admission conditions** – In order to participate in the extraordinary general meeting, a shareholder must fulfill two conditions, namely (a) be registered as a shareholder on the record date and (b) have notified the Company that he wishes to participate in the extraordinary general meeting.

Condition	Holders of registered shares	Holders of dematerialized shares
Registered on the record date (i.e. December 9 <sup>th</sup> , 2024)	The shares must be registered in the Company's share register on the record date.	The shares must be registered in the accounts of an authorized account holder or settlement institution on the registration date.
Notification	<p>No later than Tuesday December 17<sup>th</sup>, 2024, registered shareholders must inform the Company in writing of their intention to attend the extraordinary general meeting. This notice can be sent by regular mail (to the Company's registered office) or by e-mail (<a href="mailto:infogav@gimv.com">infogav@gimv.com</a>).</p> <p>The granting of an electronic proxy can also be done via the Lumi Connect platform (<a href="http://www.lumiconnect.com/">http://www.lumiconnect.com/</a>).</p>	<p>Holders of dematerialized shares: need to (i) request a certificate issued by their financial intermediary or authorized account holder, which sets forth the number of dematerialized shares registered in their name on the record date and the number of shares with which they wish to participate in the extraordinary general meeting, and (ii) deliver this certificate to the Company by e-mail (<a href="mailto:infogav@gimv.com">infogav@gimv.com</a>) at the latest on Tuesday December 17<sup>th</sup>, 2024.</p> <p>Registration or the granting of an electronic proxy is also possible via the Lumi Connect platform (<a href="http://www.lumiconnect.com/">http://www.lumiconnect.com/</a>).</p> <p>All formalities can be fulfilled via this platform, a bank certificate is no longer necessary. Registration via Lumi Connect is free of charge.</p>

## Participation in the extraordinary general meeting

### (a) Participation in the physical meeting (in person or via proxy)

Each shareholder is entitled to personally attend the extraordinary general meeting.

Each shareholder shall also have the possibility to be represented by a proxy holder, who may or may not be a shareholder of the Company. In order to validly participate in the voting, the proxy must be delivered to the Company no later than **Tuesday December 17<sup>th</sup>, 2024**. This proxy can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). A proxy model is available at the registered office and on the Gimv website (<https://www.gimv.com/en/investors/shareholder-meetings>).

Shareholders who use the Lumi Connect platform (<http://www.lumiconnect.com/>) can also give an electronic proxy (with voting instructions) through this channel. This must be done by **Tuesday December 17<sup>th</sup>, 2024**, at the latest.

### (b) Voting by correspondence

Each shareholder has the right to vote by correspondence on the items on the agenda. The voting form should contain the shareholder's full and precise identity, the number of shares he participates within the voting process and the shareholder's vote on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decisions. In order to validly participate in the voting, he must ensure that the Company receives the voting form no later than **Tuesday December 17<sup>th</sup>, 2024**. This voting form can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). A model voting by letter form is available at the registered office of the Company and on the Gimv website (<https://www.gimv.com/en/investors/shareholder-meetings>).

Shareholders who use the Lumi Connect platform (<http://www.lumiconnect.com/>) can also vote electronically in advance. This must be done by **Tuesday December 17<sup>th</sup>, 2024**, at the latest.

**Provision of information** – the information below will be made available only on the Company's website ([www.gimv.com](http://www.gimv.com)):

- Convocation (with amended agenda, if applicable)
- Voting form by proxy or by letter
- Special Report of the Board of Directors on the justification of the Capital Increase, drawn up in accordance with Article 7:179 of the BCCA (agenda item 1)
- Special Report of the Statutory Auditor of the Company on the financial and accounting data included in the Report of the Board of Directors, drawn-up in accordance with Article 7:179 of the BCCA (agenda item 2)

**Additions to the agenda and proposed resolutions** – Shareholders who independently or jointly hold 3% of the Company's share capital have the right to add items on the agenda of the extraordinary general meeting and to introduce proposed resolutions. In order to exercise this right, the shareholders should ensure that the Company receives the additional agenda items or proposed resolutions at the latest by **Monday December 2<sup>nd</sup>, 2024**. These additional agenda items or proposed resolutions can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). The additional agenda items or proposed resolutions, if any, will be published as soon as possible on the Company's website, at the latest by **Monday December 9<sup>th</sup>, 2024**.

More detailed information relating to Article 7:130 of the Belgian Companies and Associations Code can be found on the Company's website ([www.gimv.com](http://www.gimv.com)).

**Written questions** – Shareholders who meet with the conditions to participate in the extraordinary general meeting, have the right to address the board of directors with their questions relating to the items on the agenda. These inquiries must be sent no later than **Tuesday December 17<sup>th</sup>, 2024**, by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). An answer in writing will be made available to the shareholders via publication on the Company's website ([www.gimv.com](http://www.gimv.com))

Shareholders using the Lumi Connect platform (<http://www.lumiconnect.com/>) can also submit written questions via this channel (no later than **Tuesday, December 17<sup>th</sup>, 2024**).

More detailed information on the rights under Article 7:139 of the Belgian Companies and Associations Code is made available to shareholders on the Company's website.

The board of directors

**For more information, please contact:**

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\* *bv*

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