



## **INVITATION TO THE ORDINARY GENERAL MEETING**

In accordance with Article 17(1) of the Articles of Association, the Board of Directors invites the shareholders to the Ordinary General Meeting, which will be held on **Wednesday 12 May 2021 at 14.30pm**.

The meeting will be held **without a physical meeting**, in accordance with the Law of 23 September 2020 on measures concerning the holding of meetings in companies and in other legal persons, but it will be possible to attend via videoconference.

The **agenda** is as follows:

- 1. Management report on the statutory annual financial statements for the financial year 2020**
- 2. Annual financial report containing the management report on the individual financial statements (IFRS) for the financial year 2020**
- 3. Corporate governance statement for the financial year 2020**
- 4. Independent auditor's report on the statutory annual financial statements and on the individual financial statements (IFRS) for the financial year 2020**
- 5. Approval of the annual financial statements of the company for the year ended 31 December 2020**

Proposed resolution: *"The General Meeting approves the annual financial statements of the company as at 31 December 2020, as approved by the Board of Directors at their meeting on 9 March 2021."*

### **6. Allocation of the profit**

Proposed resolution: *"The General Meeting decides to allocate a sum of €1,500,000.00 to the legal reserve and to carry forward the balance of the profit to be allocated, namely €99,249,325.29."*

### **7. Distribution**

Proposed resolution: *"The General Meeting approves the distribution of a gross amount of €1.08 per share, which will be paid out of the Share Premium account."*

### **8. Discharge to the directors**

Proposed resolution: *"By special vote, the General Meeting gives discharge to the directors of the company for the exercise of their mandate during the financial year 2020."*

### **9. Remuneration policy**

Proposed resolution: *"By an advisory vote, the General Meeting approves the remuneration policy adopted by the Board of Directors."*

### **10. Remuneration report**

Proposed resolution: *"By an advisory vote, the General Meeting approves (i) the remuneration report contained in the corporate governance statement and (ii) the remuneration amounts indicated in the remuneration report."*

## 11. Directors' remuneration

Proposed resolution: *"For the financial year 2021, the General Meeting sets the overall maximum amount of the remuneration to be paid to the directors by Brederode S.A., at €27,000."*

## 12. Discharge to the independent auditor

Proposed resolution: *"By special vote, the General Meeting gives discharge to the independent auditor for the exercise of his mandate during the 2020 financial year."*

\*\*\*

In accordance with Article 18 of the Articles of Association and with the Law of 23 September 2020, aforementioned, the formalities for being admitted to the General Meeting are as follows:

### 1. Record date

The record date is set as **28 April 2021**, in other words the fourteenth day before the Meeting, at 12.00 midnight, Luxembourg time.

### 2. Who can participate?

The only shareholders who can participate in and vote at the Meeting are those whose shares are registered in the accounts of an account holder or of the settlement institution on 28 April 2021, at 12 midnight, Luxembourg time.

### 3. How can I participate?

#### 3.1. No physical meeting

The meeting will be held **without a physical meeting**, in accordance with the Law of 23 September 2020 on measures concerning the holding of meetings in companies and in other legal persons. No shareholders will be permitted to enter the registered office.

However, shareholders who are allowed to **attend the meeting** (see point 2 above and point 3.2 below) will receive, by email, the login details to enable them to attend via videoconference.

Participation in the Meeting via videoconference does not give a right to vote. Shareholders who wish to **vote** on the agenda items may do so solely by appointing a proxy (see point 3.3 below).

#### 3.2. Notice of participation and shareholding certificate

Shareholders who wish to be represented at and to vote at the Meeting are required to send to the company:

1. by **28 April 2021** at the latest, in other words, the record date, written **notice** of their intention to take part in the Meeting, indicating the number of shares whose voting rights they wish to exercise; **and**
2. by **6 May 2021** at the latest, in other words, the sixth day before the Meeting, a **shareholding certificate** prepared by the financial institution at which their share account is held. This certificate must (i) mention the number of shares held as at 28 April 2021 and (ii) indicate that the account holder owns the shares in their own name or is acting under powers granted to them by the holder of the share rights; **and**

3. by **6 May 2021** at the latest, in other words, the sixth day before the Meeting, a **proxy form** (point 3.3 below).

These documents must be sent by post to the registered office or by email to the following address: [info@brederode.eu](mailto:info@brederode.eu).

### 3.3. Appointment of a proxy

Any shareholder wishing to vote must send a **proxy form**, which can be drafted using the form available at [www.brederode.eu/ag](http://www.brederode.eu/ag).

Only Mr Henri Culot or, if he is unable to be present, Mr Olivier Mareschal, may be appointed as proxy.

The appointment of a proxy must comply with the applicable legislation, particular in relation to conflicts of interest.

This proxy form must be sent by post to the registered office or by email to the following address: [info@brederode.eu](mailto:info@brederode.eu) by **6 May 2021** at the latest.

### 4. How can I request the inclusion of an additional item on the agenda?

Under the conditions set out in Article 17 of the Articles of Association, one or more shareholders who, together, own at least five per cent (5%) of the subscribed capital may request the inclusion of one or more additional items on the agenda of the General Meeting and submit draft resolutions concerning items on the agenda or to be added to the agenda of the General Meeting. The request must:

- contain evidence that the applicant(s) possess(es) the required number of shares as at the date of their request;
- be accompanied by a justification or a draft resolution to be adopted during the General Meeting
- indicate the postal address or email address to which the company can send an acknowledgement of receipt for the request; and
- reach the registered office or the email address [info@brederode.eu](mailto:info@brederode.eu) by **20 April 2021** (in other words, the twenty-second day before the Meeting).

The request will be examined during the Meeting only if the applicant(s) still own(s) shares representing at least 5% of the subscribed capital on 28 April 2021 at 12 midnight, Luxembourg time.

If need be, a supplemented agenda will be issued by **27 April 2021** at the latest. The proxy form taking account of the supplemented agenda will be available by 27 April 2021 at the latest at [www.brederode.eu/ag](http://www.brederode.eu/ag).

Proxies that are notified to the Company before the publication of a supplemented agenda remain valid for the agenda items they cover, but are considered invalid for the agenda items that are the subject of new proposed resolutions.

### 5. How can I ask a question?

Any shareholder can submit **questions** to the directors of the company or to the independent auditor regarding their reports or the agenda items. The written questions must reach the registered office or the email address [info@brederode.eu](mailto:info@brederode.eu) by **6 May 2021** at the latest (in other words, the sixth day before the Meeting) and must be accompanied by a certificate of shareholder status as at the record date.

Since the meeting will be held via videoconference, shareholders are strongly encouraged to submit their questions in advance in writing.

## 6. Denominator

As at the date of this invitation letter, the total number of shares issued is 29,305,586 and the total number of voting rights is 28,101,011.

## 7. Where can I find the relevant documents?

The following documents are available on the company's website:

- this invitation letter, containing the proposed resolutions and the proxy form: [www.brederode.eu/ag/](http://www.brederode.eu/ag/)
- the management report on the statutory annual financial statements for the financial year 2020: [www.brederode.eu/publications/rapports-financiers/](http://www.brederode.eu/publications/rapports-financiers/)
- the annual financial report containing the management report on the individual financial statements (IFRS) for the financial year 2020: [www.brederode.eu/publications/rapports-financiers/](http://www.brederode.eu/publications/rapports-financiers/)
- the corporate governance statement for the financial year 2020: <https://www.brederode.eu/gouvernance/charte-de-gouvernance/>

These documents can also be obtained on request by contacting the registered office:

- By email: [info@brederode.eu](mailto:info@brederode.eu)
- By telephone: +352 2625 9971
- By fax +352 2644 1198
- By post: 32 Boulevard Joseph II, 1840 Luxembourg

Signed the Board of Directors

The invitation in French constitutes the original text. In the event of any divergence between the different linguistic versions, the French text shall prevail.