



NEXTENSA
Public limited liability company
Picardstraat 11 box 505, 1000 Brussels
Enterprise number: 0436.323.915 (RLE Brussels, Dutch-speaking division)
www.nextensa.eu
("Nextensa" or the "Company")

CONVOCATION TO THE ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The board of directors of the Company (the "**Board of Directors**") invites the shareholders of the Company to attend the ordinary and extraordinary general meeting of the Company that will be held on **Tuesday 21 May 2024 at 17.00h**, at **Maison de la Poste**, Picardstraat 5 box 7, 1000 Brussels.

The ordinary general meeting will commence at **17.00h**, immediately followed by the extraordinary general meeting of the Company.

AGENDA ORDINARY SHAREHOLDERS' MEETING

- 1. Acknowledgement of the annual report of the Board of Directors regarding the statutory and consolidated annual accounts per 31 December 2023.**
- 2. Acknowledgement of the reports of the statutory auditor regarding the statutory and consolidated annual accounts per 31 December 2023.**
- 3. Acknowledgement of the consolidated annual accounts closed per 31 December 2023.**

The documents referred to in agenda items 1 to 3 can be found in the Company's 2023 annual report and on the Company's website: <https://www.nextensa.eu/en/investing-in-nextensa/general-meetings>.

- 4. Approval of the statutory annual accounts closed per 31 December 2023 and allocation of the results.**
Proposed resolution: The general meeting approves the statutory annual accounts per 31 December 2023 and the allocation of the results included therein, including the approval of a gross dividend of €1.50 per share entitled to dividend.

The board of directors plans to offer this dividend as an optional dividend, which will allow Nextensa to react to new opportunities in the future. The final decision on the timing of the payment and the terms and modalities of the optional dividend will be taken by the board of directors further to the shareholders' meeting of 21 May 2024 in the light of the market conditions prevailing at that time.



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5. Approval of the remuneration report.

Proposed resolution: The general meeting approves the remuneration report with respect to the financial year closed per 31 December 2023, which forms a specific part of the Corporate governance statement in the annual report.

6. Discharge to the directors.

Proposed resolution: The general meeting grants discharge, by means of a separate vote, to the (current and former) directors of the Company for the performance of their mandate during the financial year closed per 31 December 2023.

7. Discharge to the statutory auditor.

Proposed resolution: The general meeting grants discharge to the statutory auditor Ernst & Young Bedrijfsrevisoren BV, represented by Christophe Boschmans, for the exercise of their mandate during the financial year closed per 31 December 2023.

8. Appointment of new statutory auditor.

Proposed resolution: On the proposal of the board of directors and the audit committee, the general meeting decides to appoint Deloitte Bedrijfsrevisoren BV (0429.053.863), with registered office at Luchthaven Brussel Nationaal 1 J, 1930 Zaventem, as statutory auditor with immediate effect and until after the ordinary general meeting of shareholders of 2027.

This statutory auditor has appointed Ben Vandeweyer, who elects domicile at the registered office of Deloitte Bedrijfsrevisoren, as permanent representative.

The general meeting resolved to grant the statutory auditor a remuneration of EUR 90,000 per year for the audit of the Company's statutory and consolidated annual accounts (excluding VAT and out-of-pocket expenses, annually indexable).

9. Varia.

AGENDA EXTRAORDINARY SHAREHOLDERS' MEETING

1. Renewal of the authorised capital.

1.1 Acknowledgement of the special report of the board of directors drawn up in accordance with article 7:199, second paragraph of the Code of companies and associations ("CCA") regarding the renewal of the authorised capital, describing the special circumstances in which the management body can make use of this power to increase the capital and setting out the objectives to be pursued thereby.

1.2 Approval of the authorisation

Proposed resolution: The general meeting resolves:

(a) to renew the authorisation to the board of directors to increase the capital in one or more instalments, during a period of five years from the date of publication of this authorisation in the Annexes to the Belgian Official Gazette, by a total amount not exceeding one hundred and nine million nine hundred and ninety-seven thousand one hundred and forty-eight euros and thirty-four cents (EUR 109,997,148.34), and this in accordance with the terms and conditions as set out in the special report of the board of directors drawn up in accordance with article 7:199 of the CCA; and



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(b) to renew the authorisation to the board of directors, for a period of three years from the date of this meeting, to use the authorised capital in the manner mentioned above, in the event of a public takeover bid on the company's securities within the limits of the law.

The general meeting resolves to replace the words '19 July 2021' by '21 May 2024' in Article 6 "AUTHORISED CAPITAL" of the company's articles of association.

2. Renewal of the authorisation to acquire, pledge and dispose of own securities.

Proposed resolution: The general meeting resolves to renew the authorisations to acquire and dispose of treasury shares, as granted by the extraordinary general meeting of 19 July 2021, for a period of five years and three years respectively.

The general meeting resolves to replace the words '19 July 2021' by '21 May 2024' in article 11 "ACQUISITION, PLEDGE AND DISPOSAL OF TREASURY SHARES" of the company's articles of association.

The general meeting resolves to amend article 43 "AUTHORISATIONS" of the company's articles of association as follows: the transitional provision is reworded so that the authorisations granted to the board of directors by resolution of the extraordinary general meeting of 19 July 2021, remain in force until the date of publication in the Annexes to the Belgian Official Gazette of the renewal of the authorisations decided by the present extraordinary general meeting.

3. Adjustments in accordance with the Law of 27 June 2021 containing various financial provisions.

Proposed resolution: The general meeting decides to replace the word 'settlement institution' with 'central securities depository' in article 8 and article 23 of the articles of association.

4. Powers.

Proposed resolution: The general meeting decides to authorise each member of the board of directors and the instrumenting notary, each acting individually, to proceed with the filing of the minutes and any other formality with the competent Company Court.

PRACTICAL INFORMATION

CONDITIONS FOR PARTICIPATION TO THE GENERAL MEETINGS

Shareholders may only participate to the general meetings and exercise their voting rights, if the following two conditions are met:

(i) In accordance with the registration procedure described below and the evidence submitted on the basis thereof, the Company must be able to determine that the shareholder concerned was on **Tuesday 7 May 2024** at 24h00 (midnight, Belgian time) (the "**Registration date**"), effectively in possession of the number of shares with which he/she wants to participate to the general meetings.

(ii) By **Wednesday 15 May 2024** at the latest the shareholder concerned needs to confirm explicitly to the Company his intention to participate to the general meetings, by e-mail (legal@nextensa.eu) or by ordinary letter (to be addressed to Picardstraat 11 box 505, 1000 Brussels).

These conditions have to be met in accordance with the formalities described below:

Registered shareholders are entitled to participate in and to vote at the general meetings, provided that:

(i) the shares, with which they wish to participate, are effectively registered in their name in the share register of the Company on the Registration date (i.e. **Tuesday 7 May 2024**); and



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(ii) they have confirmed their participation to the Company in writing **no later than Wednesday 15 May 2024**, mentioning the number of shares with which they wish to participate to these general meetings. This confirmation needs to be done by submitting a proxy or by submitting a duly filled out and signed confirmation of participation form in writing, made available by the Board of Directors, to the Company by e-mail (legal@nextensa.eu) or by ordinary letter (to Picardstraat 11 box 505, 1000 Brussels).

Holders of dematerialized shares are entitled to participate in and vote at the general meetings, provided that:

(i) the shares with which they want to participate are effectively registered in their name in the accounts of an authorized account holder or a central securities depository, on the Registration date (i.e. **Tuesday 7 May 2024**), which has to provide a **certificate** stating the number of shares that is registered in their accounts, in the name of the relevant shareholder on the Registration date and for which the relevant shareholder has indicated wishing to participate to the general meeting; the ownership of the shares on the Registration date shall be determined on the basis of the confirmation sent to the Company by the authorized account holder or central securities depository or by ING Belgium; and

(ii) the aforementioned certificate has been submitted to the Company **no later than Wednesday 15 May 2024**, with a written confirmation of their participation and the number of shares participating in the general meeting. This confirmation needs to be done by submitting a proxy or by submitting a duly filled out and signed confirmation of participation form in writing, made available by the Board of Directors, to the Company by e-mail (legal@nextensa.eu) or by ordinary letter (to **Picardstraat 11 box 505, 1000 Brussels**).

REPRESENTATION BY PROXY

Any shareholder who has complied with the aforementioned participation conditions (registration and confirmation procedure) can be represented at the general meetings by a proxy holder, via the **proxy form** that is made available for this purpose on the website www.nextensa.eu or can be requested by e-mail (legal@nextensa.eu).

Except in the cases permitted by the Code of companies and associations, a shareholder may only designate one person as proxyholder.

This fully completed and duly signed proxy form has to be submitted to the Company, either by e-mail (legal@nextensa.eu) or by ordinary letter (addressed to **Picardstraat 11 box 505, 1000 Brussels**). The e-mail has to be accompanied by a scanned or photographed copy of the proxy form. This form shall constitute a confirmation of participation.

The completed and duly signed proxy form has to be received by the Company by **Wednesday 15 May 2024 at the latest**.

ENTITLEMENT TO AMEND THE AGENDA

Under certain conditions, as provided for in Article 7:130 CCA, shareholders owning alone or jointly at least 3% of the capital of the Company and who meet the conditions for participation to the general meetings, have the right to add items to be discussed on the agenda of the general meetings, and to submit proposals for resolutions with regard to the existing or new agenda items.

This request has to be in the hands of the Company no later than on **Monday 29 April 2024** and has to be formulated in writing, either by e-mail (legal@nextensa.eu) or by letter to the Company's registered office (**Picardstraat 11 box 505, 1000 Brussels**).



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If appropriate, the Company will publish an amended agenda for the general meeting no later than **Monday 6 May 2024**. At the same time, adapted proxy forms will be made available on the Company's website.

All proxies previously submitted shall remain valid for the items on the agenda that are mentioned therein. By way of exception to the foregoing, the proxyholder may, for the items to be discussed on the agenda of the general meeting for which new resolutions have been submitted, deviate from any instructions given by the principal, if carrying out those instructions could prejudice the principal's interests. The proxyholder shall notify the principal thereof. The proxy must state whether the proxy is authorised to vote on the new items to be discussed on the agenda of the general meeting or whether he must abstain.

VOTING RIGHT

In accordance with Article 28.2 of the articles of association, fully paid-up shares that have been registered in the register of registered shares in the name of the same shareholder for at least two years without interruption shall grant double voting rights in accordance with Article 7:53 of the CCA. The shareholders participate in the general meeting with the number of voting rights they have on the Record Date (i.e. Tuesday 7 May 2024).

In order to determine whether a share confers double voting rights, the Company will rely on the entries in the register of registered shares and the other information known to it, notwithstanding the obligation of each shareholder to inform the Company promptly of any facts or circumstances that entail the loss of double voting rights for a shareholder who remains unchanged in the register of registered shares, or that entail the retention of double voting rights despite a change of shareholder in the register of registered shares.

RIGHT OF INTERPELLATION

The shareholders have the right to submit, before the general meetings, questions in writing – by e-mail (legal@nextensa.eu) or by letter (addressed to **Picardstraat 11 box 505, 1000 Brussels**) to the directors with regard to the agenda items. These questions will be answered during the meeting, insofar as the shareholder concerned complies with the abovementioned formalities in order to be admitted to the general meetings and insofar as the Company has received these written questions by **Wednesday 15 May 2024** at the latest, and provided that the disclosure of information or facts would not harm the Company or violate any confidentiality agreements entered into by the Company or its directors.

AVAILABILITY OF DOCUMENTS

All documents regarding the general meetings that are required by law to be made available to the shareholders, are available at the Company's office (**Picardstraat 11 box 505, 1000 Brussels**) and on the website of the Company: <https://www.nextensa.eu/en/investing-in-nextensa/general-meetings>.

PROTECTION OF PERSONAL DATA

The Company is responsible for the processing of personal data it receives from the shareholders and the proxy holders in the context of the general meeting, in particular identification data, contact details, information about the shares held, voting instructions and voting behavior. The Company will process this data to manage and monitor attendance at the meeting, the question and answer session and voting process in accordance with applicable legislation. To this end, the Company relies on its legal obligations with regard to convening the shareholders and organizing the meeting as well as its legitimate interests in order to ensure the validity of the votes and to analyze the results. The Company may share this information with its affiliated entities and with service providers who assist the Company in pursuing the aforementioned objectives. The Company will keep this data no longer than necessary to achieve such objectives (in particular the proxies, the confirmation of attendance and attendance list will be kept



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for as long as the minutes of the meeting must be kept in order to comply with the applicable Belgian legislation). The Company processes the personal data of shareholders and proxy holders in accordance with its privacy policy, which is available via the following link: <https://www.nextensa.eu/en/privacy-policy>. This privacy policy contains important additional information about the Company's processing of your data in this context, including an explanation of your rights as well as the Company's obligations in this regard.

CONTACT DETAILS

for sending forms, written requests or practical questions:

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