



**NEXTENSA**  
Public limited liability company  
Picardstraat 11 box 505, 1000 Brussels  
Enterprise number: 0436.323.915  
www.nextensa.eu  
(the "Company")

## **CONVOCAATION TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

The board of directors of the Company (the "Board of Directors") invites the shareholders of the Company to attend the ordinary general meeting of the Company that will be held on **Monday 15 may 2023** at **16.00h**, at **Maison de la Poste**, Picardstraat 5 box 7, 1000 Brussels.

### AGENDA

- 1. Acknowledgement of the annual report of the Board of Directors regarding the statutory and consolidated annual accounts per 31 December 2022.**
- 2. Acknowledgement of the reports of the statutory auditor regarding the statutory and consolidated annual accounts per 31 December 2022.**
- 3. Acknowledgement of the consolidated annual accounts closed per 31 December 2022.**

*The documents referred to in agenda items 1 to 3 can be found in the Company's 2022 annual report and on the Company's website: <https://nextensa.eu/en/investor-relations/general-meetings/>.*

- 4. Approval of the statutory annual accounts closed per 31 December 2022 and allocation of the results.**  
Proposed resolution: The general meeting approves the statutory annual accounts per 31 December 2022 and the allocation of the results included therein, including the approval of a gross dividend of €2.60 per share entitled to dividend.
- 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 2022, 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 2022.



PLACES  
YOU PREFER

**7. Discharge to the statutory auditor.**

Proposed resolution: The general meeting grants discharge to the statutory auditor Ernst & Young Bedrijfsrevisoren BV, represented by Joeri Klaykens, for the exercise of their mandate during the financial year closed per 31 December 2022.

**8. (Re)appointment of directors<sup>1</sup>.**

**8.1. Proposed resolution:** The general meeting notes that the directors' mandate of Brain@Trust BV, permanently represented by Marcia De Wachter, and of Colette Dierick expires after this annual meeting. The general meeting decides not to renew these mandates.

**8.2. Proposed resolution:** The general meeting resolves, by means of a separate vote and with immediate effect, to (re)appoint:

i. SoHo BV (RLE 0860.525.404), permanently represented by Sigrid Hermans, as a non-executive director, with this mandate running until after the ordinary general meeting to be held in 2027. SoHo BV, permanently represented by Sigrid Hermans, qualifies as an independent director under the independence criteria of article 7:87, §1 CCA and of the Belgian Corporate Governance Code 2020 and the general meeting appoints her as an independent director.

ii. Lupus AM BV (RLE 0478.720.239), permanently represented by Jo De Wolf, as a non-executive director, with this mandate running until after the ordinary general meeting to be held in 2027. Lupus AM BV, permanently represented by Jo De Wolf, qualifies as an independent director under the independence criteria of article 7:87, §1 CCA and of the Belgian Corporate Governance Code 2020 and the general meeting appoints him as an independent director.

iii. Stellar BV (RLE 0799.559.221), permanently represented by Arne Hermans, as a non-executive director, with this mandate running until after the ordinary general meeting to be held in 2027. Stellar BV, permanently represented by Arne Hermans, qualifies as an independent director under the independence criteria of article 7:87, §1 CCA and of the Belgian Corporate Governance Code 2020 and the general meeting appoints him as an independent director.

**8.3. Proposed resolution:** The general meeting resolves to remunerate these directors in accordance with the remuneration policy and as determined at the extraordinary general meeting of 19 July 2021.

**9. Change permanent representative statutory auditor.**

Proposed resolution: The general meeting resolves to replace with immediate effect the permanent representative of the Company's statutory auditor, Ernst & Young Bedrijfsrevisoren BV, by Christophe Boschmans. The mandate of the current statutory auditor runs until after the ordinary general meeting to be held in 2024.

**10. Varia.**

---

<sup>1</sup> The CV of Jo De Wolf and Arne Hermans is available on the Company's website: <https://nextensa.eu/en/investor-relations/general-meetings/>.



PLACES  
YOU PREFER

#### PRACTICAL INFORMATION

##### CONDITIONS FOR PARTICIPATION TO THE GENERAL MEETING

Shareholders may only participate to the general meeting 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 **Monday 1 May 2023** 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 meeting.

(ii) By **Tuesday 9 May 2023** at the latest the shareholder concerned needs to confirm explicitly to the Company his intention to participate to the general meeting, by ordinary letter (to be addressed to Picardstraat 11 box 505, 1000 Brussels) or by e-mail ([legal@nextensa.eu](mailto:legal@nextensa.eu)).

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 meeting, 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. **Monday 1 May 2023**); and

(ii) they have confirmed their participation to the Company in writing **no later than Tuesday 9 May 2023**, mentioning the number of shares with which they wish to participate to this 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](mailto: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 meeting, 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. **Monday 1 May 2023**), 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 Delen Private Bank; and

(ii) the aforementioned certificate has been submitted to the Company **no later than Tuesday 9 May 2023**, 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](mailto: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 meeting by a proxy holder, via the **proxy form** that is made available for this purpose on the website [www.nextensa.eu](http://www.nextensa.eu) or can be requested by e-mail ([legal@nextensa.eu](mailto:legal@nextensa.eu)).



PLACES  
YOU PREFER

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](mailto: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 **Tuesday 9 May 2023 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 meeting, have the right to add items to be discussed on the agenda of the general meeting, 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 **Sunday 23 April 2023** and has to be formulated in writing, either by letter to the Company's registered office (**Picardstraat 11 box 505, 1000 Brussels**) or by e-mail ([legal@nextensa.eu](mailto:legal@nextensa.eu)).

If appropriate, the Company will publish an amended agenda for the general meeting no later than **Friday 28 April 2023**. 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. Monday 1 May 2023).

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 meeting, questions in writing – by e-mail ([legal@nextensa.eu](mailto: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 meeting and insofar as the



PLACES  
YOU PREFER

Company has received these written questions by **Tuesday 9 May 2023** 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 meeting 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://nextensa.eu/en/investor-relations/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 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://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:**

E-mail: [legal@nextensa.eu](mailto:legal@nextensa.eu)

Tel: +32 (0) 2 882.10.00

By mail: Picardstraat 11 box 505, 1000 Brussels

**Centralizing agent: Delen Private Bank**

E-mail: [Nextensa2023@delen.bank](mailto:Nextensa2023@delen.bank)

Tel: +32 (0)3 244 54 22

Address: Jan Van Rijswijcklaan 184, 2020 Antwerp