



PROXY FOR THE ORDINARY GENERAL SHAREHOLDERS’ MEETING

To be valid, this proxy should be entirely completed, signed and transmitted to Nextensa SA at the latest on Tuesday 13 May 2025 by e-mail (legal@nextensa.eu) or by mail (to Picardstraat 11 box 505, 1000 Brussels). A scanned or photographed copy of the completed and signed proxy should be added, in case the proxy is sent by e-mail.

As the proposed proxyholder may potentially fall under article 7:143, §4 of the Belgian Code for companies and associations applicable in case of conflicts of interest, we ask you to indicate your specific voting instructions regarding every proposed decision. If no specific voting instructions are given, the proxyholder shall be deemed to have received the specific instruction to approve such item on the agenda.

The undersigned:

Name and first name / (company) name

address / office:
.....
.....

owner of: registered shares, and/or

owner of: dematerialised shares, of

company name: Nextensa SA

office: Picardstraat 11 box 505, 1000 Brussels

enterprise number: 0436.323.915

has taken notice of the ordinary general meeting of shareholders to be held:

date: on Monday 19 May 2025 at 16.00h (PM)

place: at Maison de la Poste at Picardstraat 5 box 7, 1000 Brussels

and appoints the following person as proxy holder, charged with his/her/its representation at the ordinary general meeting of shareholders:

the secretary of the meeting.

.....

(strike out what is not applicable)

VOTING INSTRUCTIONS FOR EXISTING AGENDA ITEMS

The proxy holder will vote or abstain from voting on behalf of the undersigned shareholder in accordance with the voting instructions set out below. If no voting instructions are given in respect of any of the proposed decisions set out below or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given by the shareholder, the proxy holder will always, in relation to the proposed resolution(s) concerned, vote in favour of the proposed resolution(s).



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AGENDA AND PROPOSED RESOLUTIONS

1. **Acknowledgement of the annual report of the board of directors regarding the statutory and consolidated annual accounts per 31 December 2024.**
2. **Acknowledgement of the reports of the statutory auditor regarding the statutory and consolidated annual accounts per 31 December 2024.**
3. **Acknowledgement of the consolidated annual accounts closed per 31 December 2024.**

The documents referred to in agenda items 1 to 3 can be found in the Company's 2024 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 2024 and allocation of the results.**
Proposed resolution: The general meeting approves the statutory annual accounts per 31 December 2024 and the allocation of the results included therein.

Approved Rejected Abstention

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 2024, which forms a specific part of the Corporate governance statement in the annual report.

Approved Rejected Abstention

6. **Discharge to the directors.**
Proposed resolution: The general meeting grants discharge, by means of a separate vote, to the directors of the Company for the performance of their mandate during the financial year closed per 31 December 2024.

i. Discharge to Midhan BV, permanently represented by Michel Van Geyte

Approved Rejected Abstention

ii. Discharge to Piet Dejonghe

Approved Rejected Abstention

iii. Discharge to Dirk Adriaenssen

Approved Rejected Abstention

iv. Discharge to Hilde Delabie

Approved Rejected Abstention

v. Discharge to SoHo BV, permanently represented by Sigrid Hermans

Approved Rejected Abstention

vi. Discharge to An Herremans

Approved Rejected Abstention



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vii. Discharge to Lupus AM BV, permanently represented by Jo De Wolf

Approved Rejected Abstention

viii. Discharge to Stellar BV, permanently represented by Arne Hermans

Approved Rejected Abstention

7. Discharge to the statutory auditor.

Proposed resolution: The general meeting grants discharge to the statutory auditor Deloitte Bedrijfsrevisoren BV/SRL, represented by Ben Vandeweyer, for the exercise of their mandate during the financial year closed per 31 December 2024.

Approved Rejected Abstention

8. Appointment of statutory auditor for assurance of consolidated sustainability information.

Proposed resolution: On the proposal of the board of directors and the audit committee and to the extent that this legal obligation remains applicable, the general meeting appoints the Company's statutory auditor, Deloitte Bedrijfsrevisoren BV/SRL (0429.053.863), and its permanent representative, with the assignment of the assurance of the consolidated sustainability information, with immediate effect and until after the ordinary general meeting of shareholders of 2027 and decides to approve the annual remuneration of € 45,240 (excluding VAT and expenses, annually indexable).

Approved Rejected Abstention

9. Approval of provisions granting rights to third parties in case of change of control.

Proposed resolution: The general meeting approves and, to the extent necessary, ratifies all provisions included in the following credit agreements that provide for a possible suspension and/or early repayment of the credit in case of a change of control with respect to the Company, in accordance with article 7:151 of the CCA:

- Credit agreement between the Company and BNP Paribas Fortis NV/SA dated 30 May 2023 for an amount of € 25 million.
- Credit agreement between the Company and Belfius Bank NV/SA dated 7 February 2024 for an amount of € 90 million.
- Credit agreement between the Company and BNP Paribas Fortis NV/SA and Belfius Bank NV/SA dated 5 June 2024 for an amount of € 100 million.

Approved Rejected Abstention

10. Varia.



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VOTING INSTRUCTIONS REGARDING ADDITIONAL AGENDA ITEMS AND/OR NEW/ALTERNATIVE PROPOSED DECISIONS WHICH ARE SUBSEQUENTLY ADDED TO THE AGENDA

In case additional agenda items and/or new/alternative proposed decisions are subsequently validly added to the agenda, the Company will make available to the shareholders a new proxy form which is completed by the additional agenda items and proposed decisions concerned and/or new/alternative proposed decisions, so as to enable the shareholder to give specific voting instructions in this respect to the proxy holder. Proxies previously received, shall remain valid for the items for which they were given, subject to applicable legislation and other specifications in the proxy form.

The following voting instructions will therefore only be applicable in case no new specific voting instructions are validly provided to the proxy holder after the date of this proxy.

1. If new items are added to the agenda after the date of this proxy, the proxy holder shall **(please tick one of the boxes)**:

- abstain from voting on the new items and proposed decisions concerned;
- vote or abstain from voting on the new items and proposed decisions concerned as he/she/it will deem fit, taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and proposed decisions concerned.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new items and proposed decisions concerned.

2. If new/alternative proposed decisions are filed with respect to agenda items after the date of this proxy, the proxy holder shall **(please tick one of the boxes)**:

- abstain from voting on the new/alternative proposed decisions and vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under “Voting instructions for existing agenda items”);
- vote or abstain from voting on the new/alternative proposed decisions as he/she/it will deem fit, taking into consideration the interests of the shareholder;

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed decisions and will be required to vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under “Voting instructions for existing agenda items”).

However, the proxy holder will be entitled to deviate, at the general meeting, from the voting instructions set out above (under “Voting instructions for existing agenda items”) if their implementation would be detrimental to the interests of the shareholder. If the proxy holder uses this option, the proxy holder shall notify the shareholder thereof.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new/alternative proposed resolutions.



AUTHORITY OF AND INSTRUCTIONS TO THE PROXY HOLDER

The proxy holder is hereby expressly granted the authority and given the instruction to take the following actions on behalf of the undersigned:

1. to participate in all following meetings that would be convened with the same agenda;
2. to participate in the discussions, to speak up, to ask questions and to exercise the right to vote;
3. to sign any minutes, attendance sheets, registers, deeds or documents concerning the above and, in general, to do all that is necessary or useful to implement this proxy.

* * *

This form must be completed, signed and received at the latest on Tuesday 13 May 2025 by the Company, by e-mail (legal@nextensa.eu) or by mail (to Picardstraat 11 box 505, 1000 Brussels).

Signed at:

On:

Signature

Name:

Capacity (for companies):