



PROXY FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

To be valid, this proxy should be entirely completed, signed and transmitted to Nextensa SA at the latest on Wednesday 15 May 2024 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 extraordinary general meeting of shareholders to be held:

date: on Tuesday 21 May 2024 at 17.00h (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 OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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.

Approved  Rejected  Abstention

*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.*

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.

Approved  Rejected  Abstention

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:

- 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 Brain@Trust BV, permanently represented by Marcia De Wachter

Approved  Rejected  Abstention

- iv. Discharge to Dirk Adriaenssen

Approved  Rejected  Abstention



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v. Discharge to Colette Dierick

Approved  Rejected  Abstention

vi. Discharge to Hilde Delabie

Approved  Rejected  Abstention

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

Approved  Rejected  Abstention

viii. Discharge to An Herremans

Approved  Rejected  Abstention

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

Approved  Rejected  Abstention

x. 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 Ernst & Young Bedrijfsrevisoren BV, represented by Christophe Boschmans, for the exercise of their mandate during the financial year closed per 31 December 2023.

Approved  Rejected  Abstention

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).

Approved  Rejected  Abstention

9. Varia.



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**AGENDA AND PROPOSED RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**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
- (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.

Approved  Rejected  Abstention

**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.

Approved  Rejected  Abstention

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.

Approved  Rejected  Abstention

**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.

Approved  Rejected  Abstention



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**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.

Approved  Rejected  Abstention

**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



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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 Wednesday 15 May 2024 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): .....