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**Gimv**

Limited company

Karel Oomsstraat 37

2018 Antwerp

VAT number: BE0220.324.117

The board of directors of Gimv NV (the 'Company') wishes to invite all shareholders for the annual and extraordinary general meeting (the "general meeting") that will be held on **Wednesday June 25<sup>th</sup>, 2025 at 10:30 am** at the Crowne Plaza Hotel, Gerard le Grellelaan 10, 2020 Antwerp.

The agenda for the extraordinary general meeting (agenda items 11 to 16) is subject to the required attendance quorum of 50% of the capital not being reached at the extraordinary general meeting on Monday, May 26, 2025. In that case, the general meeting will be able to validly deliberate and decide on these agenda items regardless of the number of shares present or represented.

The general meeting is convened to discuss and resolve on the following agenda:

**AGENDA OF THE ANNUAL GENERAL MEETING**

- 1. Presentation of the report of the board of directors on the financial year ending on 31 March 2025**
- 2. Presentation of the auditor's report on the financial year ending on 31 March 2025**
- 3. Presentation of the consolidated annual accounts and the consolidated reports of the board of directors and the auditor on the financial year ending on 31 March 2025**
- 4. Presentation and approval of the remuneration report**  
*Proposed resolution: Approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on 31 March 2025.*
- 5. Presentation and approval of the remuneration policy**  
*Proposed resolution: Approval of the remuneration policy that applies from the financial year starting on 1 April 2025.*
- 6. Approval of the annual accounts of the financial year ending on 31 March 2025 and appropriation of the result**  
*Proposed resolution: Approval of the annual accounts of the financial year ending on 31 March 2025, including the appropriation of the result as proposed by the board of directors, in particular:*
  - (i) adoption of a gross dividend of EUR 2.60 per share;*
  - (ii) acknowledgment of the shareholders' option to have this dividend paid out in principle in new ordinary shares of the Company;; and*
  - (iii) mandate to the board of directors to take the final decision on (a) the option to pay the dividend also in the form of new ordinary shares, (b) the time at which the dividend will be made payable, and (c) as the case may be, the start and end of the option period as well as the other terms and conditions of the optional dividend.*
- 7. Discharge to the directors**  
*Proposed resolution: Discharge to each of the directors for the performance of their mandate during the financial year ending on 31 March 2025.*

**8. Discharge to the auditor**

Proposed resolution: *Discharge to the auditor for the performance of his mandate during the financial year ending on 31 March 2025.*

**9. Resignation and appointment of directors**

9.a Proposed resolution: *Proposal of the board of directors to reappoint Mr Koen Dejonckheere, as director. This mandate will run for a period of four years until the end of the annual general meeting in 2029.*

9.b Proposed resolution: *proposal of the board of directors to reappoint Valhaeg BV, permanently represented by Mr Frank Verhaegen, as an independent director. This mandate will run for a period of four years until the end of the annual general meeting in 2029. Mr Frank Verhaegen meets the independence criteria set out in the Belgian Corporate Governance Code 2020 and has expressly stated that he has nor had any significant business relationship with the Company which could harm his independence, which is endorsed by the board of directors.*

9.c Proposed resolution: *proposal of the board of directors to reappoint eMajor BV, permanently represented by Ms An Vermeersch, as an independent director. This mandate will run for a period of four years until the end of the annual general meeting in 2029. Ms An Vermeersch meets the independence criteria set out in the Belgian Corporate Governance Code 2020 and has expressly stated that she has nor had any significant business relationship with the Company which could harm her independence, which is endorsed by the board of directors.*

A brief CV of the directors whose (re)appointment is proposed can be found at <https://www.gimv.com/en/investors/shareholder-meetings>.

**10. Reappointment of the auditor**

Proposed resolution: *reappointment of BDO Bedrijfsrevisoren BV, having their registered office at Antwerp-Berchem, Uitbreidingstraat 72 box 1, as auditor of the Company for a renewable period of three years until the end of annual general meeting which will approve the annual accounts for the financial year 2027 and determination of the auditor's annual remuneration for the audit of the statutory and consolidated annual accounts from the Company at 120.445 euro (VAT, IBR- contribution, internal operating costs and out-of-pocket expenses excluded), an amount which will be amended annually in accordance with the evolution of the Belgian Consumer Price Index. BDO Bedrijfsrevisoren BV appoints Ms Veerle Catry, company auditor, as permanent representative.*

## **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

### **11. Renewal authorization authorized capital**

#### **11.a Report**

Report of the board of directors in accordance with article 7:199 of the Belgian Code of Companies and Associations in which the board of directors proposes authorisations relating to the authorised capital, stating the special circumstances under which the board of directors shall have the power to exercise these authorisations and the objectives pursued in this respect.

#### **11.b Authorisation in respect of authorised capital**

Proposed resolution: *The existing authorisations of the board of directors in respect of the authorised capital, as included in the present article 9 of the articles of association, shall be revoked as soon as the new authorisations below come into force.*

*In addition, the widest possible powers shall be granted to the board of directors to increase the capital of the Company one or more times to the following extent, subject to the conditions and within the limits of the provisions of the Belgian Code of Companies and Associations:*

- (i) an amount which may not exceed the capital before capital increases, under application of the preferential subscription rights of the existing shareholders;*
- (ii) an amount that may not exceed twenty percent (20%) of the capital before capital increases, with the cancellation of the preferential subscription rights of the existing shareholders.*

*These capital increases may be made in cash or in kind, as per the further description of these powers in the new text of article 9 of the articles of association and in the report of the board of directors. The board of directors shall be entitled to exercise this power for a period of 5 years from the publication of this decision.*

*Amendment of article 9 of the articles of association.*

### **12. Renewal of authorisation to acquire own securities**

Proposed resolution: *The existing authorisations relating to the acquisition and disposal of own securities, granted to the board of directors by decision of the extraordinary general meeting of 24 June 2020, will be revoked as soon as the new authorisations below come into force.*

*The meeting then grants the board of directors a new authorisation under article 7:215 et seq. of the Belgian Code of Companies and Associations, to acquire or pledge, for the account of the Company, its own securities up to a maximum of twenty percent (20%) of the capital, at a unit price which may not be less than twenty percent (20%) below the average closing price of the last twenty trading days preceding the transaction, and which may not be more than twenty percent (20%) above the average closing price of the last twenty trading days preceding the transaction, for a period of five years as from the publication of this decision in the Annexes to the Belgian Official Gazette.*

*Amendment of article 11 of the articles of association.*

### **13. Amendment of the financial year**

Proposed resolution: *The general meeting decides to have the financial year run from 1 January to 31 December from now on and therefore to replace article 32 in the articles of association as follows: "The financial year of the Company shall commence on the first of January and end on the thirty-first of December of the same calendar year."*

*The general meeting further resolves that the current financial year, which began on 1 April 2025, will be closed early and will end on 31 December 2025. Following the change to the financial year, the annual general meeting will now take place on the fourth Wednesday of the month of May at ten thirty, if that day is a public holiday, the annual general meeting will be held on the next working day at the same time. This will take place for the first time in 2026 after the end of the shortened financial year 2025. Therefore, article 22, first sentence of the articles of association shall be replaced as follows: "The ordinary general meeting shall be held on the fourth Wednesday of the month of May at ten thirty."*

**14. Amendment of article 12, paragraph 2, of the articles of association ('appointment and dismissal of directors')**

Proposed resolution: Replacement of the second paragraph of article 12 of the articles of association ('appointment and dismissal of directors') with the following text:

*"As long as WorxInvest NV together with its affiliated companies (for the definition of "affiliated company" please refer to Article 1:20, 1° of the Belgian Code of Companies and Associations) jointly hold twenty-five percent (25%) or more of the shares:*

- (i) one third (1/3) of the total number of directors shall be appointed from the candidates nominated by WorxInvest NV (whereby non-whole numbers shall be rounded up to the next whole number);*
- (ii) members of the board of directors will be appointed on the recommendation of the board of directors because of their independence in accordance with the criteria stated in the Corporate Governance Code and in article 7: 87 of the Belgian Code of Companies and Associations and this in such a number that there are always more independent directors than directors appointed on the recommendation of WorxInvest NV;*
- (iii) the other directors, if applicable, will be appointed on the recommendation of the board of directors from candidates who are not nominated by WorxInvest NV."*

**15. Amendment of article 19 of the statutes ('advisory committees')**

Proposed decision: Replacement of article 19 of the articles of association ('advisory committees') with the following text:

*"The board of directors will form two advisory committees from among its members: an audit, risk & compliance committee and a remuneration and nomination committee.*

*The composition, powers, tasks and functioning of the audit, risk & compliance committee and the remuneration and nomination committee must be in accordance with the statutory provisions.*

*Each advisory committee will in principle consist of five (5) directors. As long as WorxInvest NV together with its affiliated companies (for the definition of 'affiliated company' please refer to Article 1:20, 1° of the Belgian Code of Companies and Associations) jointly hold twenty-five percent (25%) or more of the shares: (i) at least two members of each advisory committee shall be directors appointed from candidates nominated by WorxInvest NV; (ii) each advisory committee shall consist of a majority of directors appointed on the proposal of the board of directors because of their independence in accordance with the criteria stated in the Corporate Governance Code and in article 7: 87 of the Belgian Code of Companies and Associations; and (iii) the chair of the remuneration and nomination committee shall be the same person as the chair of the board of directors."*

**16. Authorisations to complete formalities**

Proposed resolution: *The meeting decides to grant an authorisation:*

- to the chairman of the board of directors, the managing director and secretary general, each separately authorised and holding the right of substitution, the widest powers that are necessary or useful for the execution of the decisions taken;*
- to the notary who shall execute the deed, all the powers required for the publication and filing of the deed*



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### **PARTICIPATION IN THE GENERAL MEETING**

**Lumi Connect** – Gimv uses the Lumi Connect platform (<http://www.lumiconnect.com/>) to handle the admission procedure completely digitally, to give an electronic power of attorney or to cast your votes in writing in advance.

**Registration date** – Only the persons holding shares on the registration date are entitled to participate and vote at the general meeting, regardless of the number of shares they hold on the day of the general meeting. In accordance with article 26 of the articles of association, the record date is **Wednesday 11 June 2025** (this is the fourteenth day before the general meeting) at 24:00 (CET).

**Admission conditions** – In order to participate in the general meeting, a shareholder must fulfil two conditions, namely (a) be registered as a shareholder on the record date and (b) have notified the Company that he wishes to participate in the general meeting.

Condition	Holders of registered shares	Holders of dematerialised shares
Registered on the record date (i.e. 11 June 2025)	The shares must be registered in the Company's share register on the record date.	The shares must be registered in the accounts of an authorized account holder or settlement institution on the registration date.
Notification	<p>No later than Thursday 19 June 2025, registered shareholders must inform the Company in writing of their intention to attend the general meeting. This notice can be sent by regular mail (to the Company's registered office) or by e-mail (<a href="mailto:infogav@gimv.com">infogav@gimv.com</a>).</p> <p>The granting of an electronic proxy can also be done via the Lumi Connect platform (<a href="http://www.lumiconnect.com/">http://www.lumiconnect.com/</a>).</p>	<p>Holders of dematerialised shares: need to (i) request a certificate issued by their financial intermediary or authorized account holder, which sets forth the number of dematerialised shares registered in their name on the record date and the number of shares with which they wish to participate in the general meeting, and (ii) deliver this certificate to the Company by e-mail (<a href="mailto:infogav@gimv.com">infogav@gimv.com</a>) at the latest on Thursday 19 June 2025.</p> <p>Registration or the granting of an electronic proxy is also possible via the Lumi Connect platform (<a href="http://www.lumiconnect.com/">http://www.lumiconnect.com/</a>).</p> <p>All formalities can be fulfilled via this platform, a bank certificate is no longer necessary. Registration via Lumi Connect is free of charge.</p>

## Participation in the general meeting

### (a) Participation in the physical meeting (in person or via proxy)

Each shareholder is entitled to personally attend the annual general meeting.

Each shareholder shall also have the possibility to be represented by a proxy holder, who may or may not be a shareholder of the Company. In order to validly participate in the voting, the proxy must be delivered to the Company no later than **Thursday 19 June 2025**. This proxy can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). A proxy model is available at the registered office and on the Gimv website (<https://www.gimv.com/en/investors/shareholder-meetings>).

Shareholders who use the Lumi Connect platform (<http://www.lumiconnect.com/>) can also give an electronic proxy (with voting instructions) through this channel. This must be done by **Thursday 19 June 2025** at the latest.

### (b) Voting by correspondence

Each shareholder has the right to vote by correspondence on the items on the agenda. The voting form should contain the shareholder's full and precise identity, the number of shares he participates within the voting process and the shareholder's vote on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decisions. In order to validly participate in the voting, he must ensure that the Company receives the voting form no later than **Thursday 19 June 2025**. This voting form can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). A model voting by letter form is available at the registered office of the Company and on the Gimv website (<https://www.gimv.com/en/investors/shareholder-meetings>).

Shareholders who use the Lumi Connect platform (<http://www.lumiconnect.com/>) can also vote electronically in advance. This must be done by **Thursday 19 June 2025** at the latest.

**Provision of information** – the information below will be made available only on the Company's website ([www.gimv.com](http://www.gimv.com)):

- Convocation (with amended agenda, if applicable)
- Voting form by proxy or by letter
- Report of the board of directors on the financial year ending on 31 March 2025 (agenda item 1) including the remuneration report (agenda item 4)
- Auditor's report on the financial year ending on 31 March 2025 (agenda item 2)
- (Consolidated) annual accounts on the year ending on 31 March 2025 (agenda items 3 and 6)
- Remuneration policy (agenda item 5)
- Explanatory note to the proposed resolution – approval of remuneration for non-executive directors (agenda item 5)
- CVs of the directors to be (re)appointed (agenda item 9)
- Special report of the board of directors in accordance with article 7:199 BCCA (authorized capital) (agenda item 11)
- New text of the articles of association (agenda items 11)



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**Additions to the agenda and proposed resolutions** – Shareholders who independently or jointly hold 3% of the Company's share capital have the right to add items on the agenda of the general meeting and to introduce proposed resolutions. In order to exercise this right, the shareholders should ensure that the Company receives the additional agenda items or proposed resolutions at the latest by **Tuesday 3 June 2025**. These additional agenda items or proposed resolutions can be sent by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). The additional agenda items or proposed resolutions, if any, will be published as soon as possible on the Company's website, at the latest by **Tuesday 19 June 2025**.

More detailed information relating to Article 7:130 of the Belgian Companies and Associations Code can be found on the Company's website ([www.gimv.com](http://www.gimv.com)).

**Written questions** – Shareholders who meet with the conditions to participate in the general meeting, have the right to address the board of directors with their questions relating to its report and the items on the agenda as well as the statutory auditor concerning his report. These inquiries must be sent no later than **Thursday 19 June 2025** by regular mail (to the Company's registered office) or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). An answer in writing will be made available to the shareholders via publication on the Company's website ([www.gimv.com](http://www.gimv.com))

Shareholders using the Lumi Connect platform (<http://www.lumiconnect.com/>) can also submit written questions via this channel (no later than **Thursday, 19 June 2025**).

More detailed information on the rights under Article 7:139 of the Belgian Companies and Associations Code is made available to shareholders on the Company's website.

The board of directors

**For more information, please contact:**

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