

4 April 2024 – before 8.30am  
Regulated information

## Convening notice of the Annual General Meeting of shareholders of 8 May 2024

Shareholders are invited to attend the Annual General Meeting (the "**Meeting**") to be held on Wednesday, **8 May 2024** at **3.00pm** at the Company's registered office, rue de l'Industrie 31, 1040 Brussels, in order to deliberate on the agenda listed below.

The Meeting will be held in person at the Company's registered office and will also be webcast. Shareholders wishing to attend the webcast of the Meeting are requested to complete the registration and participation formalities and to provide their e-mail address in order to allow the Company to send them the necessary information to access this webcast. It is important to note that it will not be possible to ask questions or vote during the webcast. Only shareholders who are physically present or represented at the Meeting will be able to ask questions and cast votes during the Meeting.

### Agenda of the Annual General Meeting of 8 May 2024 at 3.00pm

#### 1 Reports and annual accounts

- 1.1 Presentation of the Management report of the Board of Directors (including the Corporate Governance Statement and the ESG section of the Annual report) and of the Statutory Auditor's report relating to the financial year 2023.
- 1.2 Presentation of the Consolidated financial statements relating to the financial year 2023.
- 1.3 Approval of the Statutory financial statements of the Company relating to the financial year 2023 and appropriation of results.

**Proposal** to approve the Statutory financial statements of the Company as at 31 December 2023, as drawn up by the Board of Directors, including the appropriation of the Company's result and the distribution of a gross dividend of EUR 3.35 per share. As the dividend right attached to the own shares lapses, the total amount allocated by the Company to the dividend payment depends on the number of own shares held by the Company on Friday 17 May 2024 at 11.59pm Belgian time (i.e. the trading day preceding the ex-date). Therefore, delegation of authority to the Board of Directors, with power of subdelegation, to determine the total amount allocated by the Company to the dividend payment (without changing the amount of the gross dividend per share) and to reflect this (and any other changes in the appropriation of the result resulting therefrom) in the Statutory financial statements based on the number of own shares held by the Company on that date.

#### 2 Remuneration report and amendments to the remuneration policy

- 2.1 Presentation of the Remuneration report relating to the financial year 2023.
- 2.2 Approval of the Remuneration report relating to the financial year 2023.

**Proposal** to approve the Remuneration report relating to the financial year 2023. The vote on the Remuneration report is advisory.

- 2.3 Approval of amendments to the Remuneration policy applicable to non-Executive Directors and to the members of the Leadership Council.

**Proposal** to approve the amendments to the Remuneration policy applicable to non-Executive Directors and to the members of the Leadership Council.

### 3 Discharge to the Directors and to the Statutory Auditor

- 3.1 **Proposal** to grant discharge by special vote to the Directors for any liability resulting from the fulfilment of their mandate during the financial year 2023.
- 3.2 **Proposal** to grant discharge by special vote to the Statutory Auditor for any liability resulting from the fulfilment of its mandate during the financial year 2023.

### 4 Renewal of Directors' mandates

The term of office of M. Nicolas Boël, Ms. Laura Cioli, M. Laurent de Meeûs d'Argenteuil, Ms. Charlotte Strömberg and Ms. Gwill York will expire at the end of the Annual General Meeting of 8 May 2024.

**Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the following mandates:

- 4.1 M. Nicolas Boël, for a term of three years up to and including the Annual General Meeting to be held in 2027. His remuneration is set in accordance with the Remuneration policy and Article 36 of the articles of association.
- 4.2 Ms. Laura Cioli, for a period of four years, expiring at the end of the 2028 Annual General Meeting, and to establish her independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Ms. Laura Cioli that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.
- 4.3 M. Laurent de Meeûs d'Argenteuil, for a term of three years up to and including the Annual General Meeting to be held in 2027. His remuneration is set in accordance with the Remuneration policy and Article 36 of the articles of association.
- 4.4 Ms. Charlotte Strömberg, for a period of four years, expiring at the end of the 2028 Annual General Meeting, and to establish her independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Ms. Charlotte Strömberg that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.
- 4.5 Ms. Gwill York, for a period of three years, expiring at the end of the 2027 Annual General Meeting, and to establish her independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Ms. Gwill York that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.

### 5 Miscellaneous

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# Participation formalities

Shareholders will be invited to vote on each of the resolutions by a vote indicating their decision, either in favour either against, either by abstaining.

In order to attend the Annual General Meeting, to be represented, to add items to the agenda or to ask questions, the shareholders must comply with the following provisions, in accordance with the articles of association and the provisions of the Companies and Associations Code:

## 1. Registration date

The right to participate in the Meeting is granted only to shareholders whose securities are registered in their name on the record date, set at **midnight (Belgian time) on Wednesday 24 April 2024**. To do so, they must, **at the latest on that date**:

- **for holders of registered shares:** be registered in the Company's shareholders' register;
- **for holders of dematerialised shares:** be registered as holders of dematerialised shares of the Company with an authorised account holder or settlement institution.

Only persons registered as shareholders at that date and time will be entitled to attend and vote (in person or by proxy) at the Meeting.

## 2. Confirmation of attendance

Shareholders registered in the shareholders' register or registered as holders of dematerialised shares of the Company on the aforementioned record date of **Wednesday 24 April 2024** who wish to participate in the Annual General Meeting must give notice of their wish to participate in the Meeting no later than **3.00pm (Belgian time) on Thursday 2 May 2024**, as follows:

- **by registering on the Lumi platform** ([www.lumiconnect.com](http://www.lumiconnect.com)); or
- **by sending documents as follows:**
  - **for holders of registered shares:** send (preferably by e-mail) to the Company the attendance notification form attached to their individual convening notice, duly completed;
  - **for holders of dematerialised shares:** send to Euroclear Belgium, through an authorised account holder or settlement institution, a certificate certifying the number of dematerialised shares for which they wish to participate in the Annual General Meeting.

**Only holders of registered shares or dematerialised shares who have completed the formalities described above by Thursday 2 May 2024 at 3.00pm (Belgian time) will be entitled to participate in the Meeting.**

## 3. Powers of attorney

Shareholders wishing to vote by proxy must:

- grant a proxy via the Lumi platform ([www.lumiconnect.com](http://www.lumiconnect.com)) by **Thursday 2 May 2024 at 3.00pm (Belgian time) at the latest**;
- complete the proxy form attached to their convening notice or available on the Company's website ([www.sofinagroup.com](http://www.sofinagroup.com)) (under the heading "Governance" and then "General Meetings") and submit the signed form to the Company (by mail or e-mail) or to Euroclear Belgium (by mail or e-mail) by **Thursday 2 May 2024 at 3.00pm (Belgian time) at the latest**. A scanned or photographed copy of the proxy form is sufficient.

In accordance with Article 7:130, §3 of the Companies and Associations Code, in case new items are added to the agenda and/or new proposals for decisions for the Meeting, a new proxy form, allowing the principal to give the proxyholder specific voting instructions in this respect, will be made available to the shareholders by the Company by **Tuesday 23 April 2024 at the latest**.

Shareholders are requested to read and carefully follow the instructions on the proxy form in order to be validly represented at the Meeting. **As indicated in the proxy form, shareholders who have not completed the voting instructions will be deemed to vote in favour of all proposed resolutions.**

**Shareholders who wish to be represented must comply with the registration and confirmation of participation procedure described above.**

#### **4. Right to add items to the agenda and to submit proposals for decisions**

One or more shareholders who together hold at least 3% of the share capital of the Company may add items to the agenda of the Meeting and submit proposals for resolutions on items included or to be included in the agenda of the Meeting, by means of a written notification to the Company by **Tuesday 16 April 2024 at the latest**. Such notice must be accompanied by written proof of the 3% shareholding and full contact details to which Sofina may send an acknowledgement of receipt.

If applicable, the Company will publish a completed agenda and an amended proxy form by **Tuesday 16 April 2024 at the latest**. The items on the agenda and proposals for decisions to be added will only be discussed at the Meeting if the required fraction of the capital is registered on the registration date in the name of the requesting shareholder(s) and if written proof thereof is provided.

#### **5. Right to ask questions**

Shareholders may ask written questions to the Board of Directors and to the Statutory Auditor prior to the Meeting, by submitting such questions either through the Lumi platform ([www.lumiconnect.com](http://www.lumiconnect.com)) either by mail or e-mail to the Company by **Thursday 2 May 2024 at 3.00pm (Belgian time) at the latest**.

Such questions will be answered in the Meeting provided that (i) they relate to the matters on the agenda of the Meeting, (ii) the answer thereto does not prejudice the interests of Sofina or the confidentiality undertakings entered into, (iii) the shareholder asking the question is registered on the record date of Wednesday 24 April 2024 and has complied with the registration and participation formalities and (iv) they have been transmitted to the Company in accordance with the formalities and within the time limits set out above.

Shareholders who attend the webcast of the Meeting will not be able to ask questions during the Meeting.

#### **6. Webcast of the Meeting**

The Company organises a webcast of the Meeting.

Only holders of shares who have duly complied with the registration and participation formalities specified above will be able to access the webcast of the Meeting. The information required to access this webcast will be sent by e-mail to the shareholders who have ticked this option on the Lumi platform or on the attendance notice form and who have communicated their e-mail address to the Company.

## 7. Documents and information

The documents relating to the Meeting, if applicable, the amended agenda and the proposed resolutions, can be consulted on the Company's website at [www.sofinagroup.com](http://www.sofinagroup.com) (under "Governance" and then "General Meetings"). Shareholders wishing to obtain further information on how to participate in the Meeting or to make the above-mentioned notifications are invited to contact either the Company or Euroclear Belgium at one of the following addresses (preferably by e-mail):

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| <b>SOFINA SA</b><br>General Secretariat<br>Rue de l'Industrie, 31<br>1040 Brussels<br>e-mail : <a href="mailto:shareholders@sofinagroup.com">shareholders@sofinagroup.com</a><br>Tél. : +32 (0) 2 551 06 11<br>Fax : +32 (0) 2 551 06 36 | <b>EUROCLEAR BELGIUM</b><br>Issuer Relations Department<br>Boulevard du Roi Albert II, 1<br>1210 Brussels<br>e-mail : <a href="mailto:ebe.issuer@euroclear.com">ebe.issuer@euroclear.com</a><br>Tél : +32 (0) 2 337 59 00<br>Fax : +32 (0) 2 337 54 46 |
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Shareholders are invited to arrive, if possible, one-half hour before the start of the Annual General Meeting, in order to facilitate the compilation of the attendance list.

The Annual Report 2023 is available on Sofina's website ([www.sofinagroup.com](http://www.sofinagroup.com)). It will be sent in hard copy to the shareholders who have requested it. Printed versions of the Annual Report will also be available on the day of the Meeting.

In the framework of the organisation of its general meetings, Sofina processes information about its shareholders which constitutes "personal data". Sofina considers the protection of such personal data an important matter and has therefore adopted a Privacy Policy, available at <https://www.sofinagroup.com/general-privacy-policy/>.

The Company invites its shareholders to carefully read this Privacy Policy, which sets out in more detail in which context the Company processes its shareholders' personal data and explains their rights (including a right of access, rectification and objection to direct marketing as well as, in certain circumstances, a right of erasure, restriction of processing, data portability and a right to object to other forms of processing) and the Company's obligations in that respect.

THE BOARD OF DIRECTORS