

Convening of Extraordinary and Annual General Meetings

Kortrijk, Belgium, 26 March 2024, 07.30 hrs - The notification was published in "Het Belgisch Staatsblad" and in "De Tijd" of 26 March 2024. This notification can also be found below and is available on <https://www.barco.com/en/about/corporate-governance>

Barco

Naamloze vennootschap te 8500 Kortrijk
President Kennedypark 35
B.T.W.-plichtige - Ondernemingsnummer BE 0473.191.041
Rechtspersonenregister Gent, afdeling Kortrijk

CONVENING OF EXTRAORDINARY GENERAL MEETINGS

Since at the extraordinary general meeting of March 22, 2024, the quorum required to validly deliberate and decide was not met, the Board of Directors kindly invites the shareholders and the holders of stock options to attend at **8500 Kortrijk, Beneluxpark 21**, the second extraordinary general meeting on **Thursday, April 25, 2024 at 3.45 p.m.**, with the below agenda containing the following proposals of decision.

With regard to the first item on the agenda concerning the acquisition and alienation of treasury shares, the Board of Directors wishes to clarify – to the extent necessary – that in the past the company has never acquired more than 7.5% of the capital. Although this authorization under the Code of companies and associations theoretically allows the acquisition of all shares of the company, the Board of Directors foresees that the treasury shares will not represent more than 10% of the capital. If the number of treasury shares exceeds this threshold, the Board of Directors will alienate the surplus of treasury shares or propose to the shareholders to delete them. The Board of Directors wishes to acquire treasury shares in order to meet its obligations under stock option plans or to finance acquisitions, not as a defense mechanism against a public takeover bid.

AGENDA

1. **Renewal of authorization to acquire and alienate own shares**

Proposal of resolution (1st vote):

"The Board of Directors is authorized, subject to the applicable legal conditions, to acquire the maximum permissible amount of own shares over a period of five (5) years for a price of not less than one euro (€ 1.00) and not more than the average closing price of the share over the previous thirty (30) calendar days prior to the transaction, increased by fifteen percent (15%), and to alienate own shares, and this for a price of not less than the average closing price of the share over the previous thirty (30) calendar days prior to the transaction, decreased by ten percent (10%), and not more than the average closing price of the share over the previous thirty (30) calendar days prior to the transaction increased by ten percent (10%)."

2. **Report**

Presentation and review of the special report of the board of directors prepared in accordance with section 7:199 of the Code of companies and associations (CCA), in which the special circumstances under which the authorized capital can be used, and the purposes pursued hereby are laid down.

3. Renewal of authorization to increase the issued capital

Proposal of resolution (2nd vote):

"The board of directors is authorized to increase the capital of the Company in one or more steps with an amount not to exceed fifty percent (50%) of the capital. A maximum of ten percent (10%) of the capital can hereby be used for capital increases with suspension of the preferential right of existing shareholders or for contributions in kind for other purposes than the distribution of an optional dividend.

The board of directors can use this authorization for a period of five years from the publication of the change of the by-laws decided by the extra-ordinary meeting of shareholders of 22 March 2024().*

The capital increases which may be implemented pursuant to this authorization in accordance with the terms to be decided by the board of directors such as, among others, a contribution in cash or in kind with the limits set by the CCA, incorporation of reserves or share premiums, with or without issuance of new shares with or without voting rights or by issuance of subordinated convertible notes, or by issuance of warrants or of notes to which warrants or other rights may be attached, or other instruments, such as shares in the frame of a share option plan.

These authorizations can be renewed in accordance with the applicable regulations.

In the interest of the company, the board of directors can, within the limits and in accordance with the conditions prescribed by the CCA, limit or suspend the preferential right of shareholders, when the capital increase occurs within the limits of the capital authorized pursuant to this article. This limit or suspension can also apply to the benefit of one or more persons, which may or may not be employees of the company or its subsidiaries.

If, pursuant to a capital increase decided by the board of directors or following the conversion of notes or the exercise of warrants or other similar rights, a share premium is paid, it will not be considered for the calculation of the use of the authorized capital.

The mandate authorized capital cannot be used as a defensive mechanism against a public take-over bid.

The board of directors has the authority, with the possibility to delegate, after every capital increase realized within the limits of the authorized capital, to update the by-laws with the new status of capital and shares."

Consequently, the general meeting decides, as of the publication of this decision in the Annexes to the Belgian Official Gazette, to replace the words "29 April 2021" with the words "22 March 2024" in the second paragraph of Article 6 of the by-laws and to delete the last paragraph of the said article.*

() If at the extra-ordinary general meeting of 22 March 2024 the required quorum to deliberate and decide validly is not met, the date of "22 March 2024" must be read as "25 April 2024".*

For the avoidance of doubt, if the proposed resolution is not adopted, the existing authorization to increase the capital will continue to apply.

WRITTEN QUESTIONS

Each shareholder who has completed the below formalities for attending the general meeting, can submit questions to the Directors or the Statutory Auditor with respect to the agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **not later than Friday April**

19, 2024 by letter or e-mail (shareholders.meeting@barco.com) to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk.

REGISTRATION

Only those persons who are shareholders on the **registration date (Thursday 11 April 2024 at midnight (24:00 hrs))** have the right to attend and vote at the general meeting.

The owners of **DEMATERIALIZED SHARES** must register the shares with which they wish to vote at the general meeting at the latest on the registration date.

The evidence of the completion of the registration formalities shall be provided by the shareholder or its financial institution to ING Bank **by not later than Wednesday April 24, 2024 within the office hours.**

The shareholders will be admitted to the general meeting based upon the confirmation by ING Bank to Barco NV of the completion of the registration formalities or upon presentation of a certificate issued by the company, the depositary institution or an authorized accountholder or the clearing institute confirming that the registration has occurred at the latest on the registration date.

The **HOLDERS OF REGISTERED SHARES**, as well as the holders of options must inform the company **by not later than Friday April 19, 2024** by letter addressed to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk, or by e-mail (shareholders.meeting@barco.com) of their intention to attend the meeting and, if applicable, the number of shares they wish to vote with.

Registered shareholders, holders of registered shares and holders of options who wish to attend the meeting remotely must inform the company by e-mail (shareholders.meeting@barco.com) so that the video link can be sent to them.

VOTE BY LETTER OR POWER OF ATTORNEY

Shareholders, who wish to vote by letter or wish to be represented, should use the form which is available at the company's headquarters or can be downloaded from the company's website www.barco.com. No other forms will be accepted.

Collective proxies, proxies by substitution, or proxies granted by financial institutions, trusts, fund managers or accountholders in the name and for the account of several shareholders have to specify: the identity of each individual shareholder, the identity of the proxy holder(s) and, for each individual shareholder, the number of shares the proxy holder will be voting with.

Forms signed by hand should be delivered **in original copy** to the company (to the attention of the Legal Department), Beneluxpark 21, 8500 Kortrijk, Belgium. Forms signed electronically should be sent by email (shareholders.meeting@barco.com). The forms must arrive at the company **by not later than Wednesday April 24, 2024 within the office hours.**

DATA PROTECTION

The company is responsible for the processing of personal data it receives from, or collects about, shareholders, the holders of warrants and stock options issued by the company, and proxy holders in the context of the general meetings. The processing of such data will be carried out for the purpose of the organization and conduct of the general meeting. The data include, amongst others, identification data, the number and type of shares, warrants and stock options issued by the company, proxies and voting

instructions. This data may also be transferred to third parties for the purposes of services to the company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with Barco's privacy policy, available at <https://www.barco.com/en/about-barco/legal/privacy-policy/barco-com-privacy-policy>. For more information or complaints regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at dataprotection@barco.com.

Barco may photograph and make film recordings during the extraordinary general meeting, in order to market Barco and to support future events. Barco can process your image for this. If you do not wish to be photographed or taped, please inform the company hereof via email at shareholders.meeting@barco.com.

The Board of Directors



CONVENING OF THE ANNUAL GENERAL MEETING

The Board of Directors kindly invites the shareholders and the holders of stock options to attend the annual general meeting on **Thursday April 25, 2024 at 4:00 pm.**

The general meeting will take place at **8500 Kortrijk, Beneluxpark 21.** Shareholders who wish to physically attend must register as from 15:30. The registration for the general meeting will be closed at 15:50.

The general meeting is convened with the following agenda and proposals for resolution:

AGENDA

- 1. Presentation and discussion of the annual report of the Board of Directors, including the corporate governance statement, and the report of the Statutory Auditor on (i) the annual accounts of Barco NV and (ii) the consolidated annual accounts for the fiscal year ending December 31, 2023**

This agenda item does not require a resolution of the general meeting.

- 2. Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2023 – Distribution of the results – Dividend**

Proposal for resolution (1st vote):

"The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2023, including the distribution of the results and the determination of the gross dividend at forty-eight eurocent (0.48 €) per fully paid-up share.

- 3. Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2023**

This agenda item does not require a resolution of the general meeting.

- 4. Approval of the remuneration report**

Proposal for resolution (2nd vote):

"The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2023."

- 5. Discharge to the directors**

Proposal for resolution (3rd vote):

"The general meeting gives discharge to each one of the directors for the execution of his or her mandate during the fiscal year ending December 31, 2023."

- 6. Discharge to the Statutory Auditor**

Proposal for resolution (4th vote):

"The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2023."

- 7. End of mandate of directors – re-appointment directors**

The Board of Directors requests the general meeting to acknowledge that the mandates of Mrs. Hilde Laga and Mrs. Lieve Creten expire at the end of this annual general meeting. Their mandate is renewable.

7.1 Re-appointment of independent director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint Mrs. Hilde Laga as independent director as defined in article 7:87 CCA.

The Board of Directors proposes this director because of the professional qualities and experience as set out in her CV available on the [website](#).

According to the Board of Directors this director meets the criteria of independence as defined in art. 7:87 CCA and art. 3.5 of the Corporate Governance Code 2020.

Proposal for resolution (5th vote):

"The general meeting re-appoints Mrs. Hilde Laga (°26-04-1956), residing at Oosthelling 1/0102, 8670 Koksijde, as independent director as defined in art. 7:87 CCA for a period of four (4) years from the closing of this general meeting until the closing of the ordinary general meeting of 2028."

7.2 Re-appointment of independent director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as independent director as defined in article 7:87 CCA Mrs. Lieve Creten.

The Board of Directors proposes this director because of the professional qualities and experience as set out in her CV available on the [website](#).

According to the Board of Directors this director meets the criteria of independence as defined in art. 7:87 CCA and art. 3.5 of the Corporate Governance Code 2020.

Proposal for resolution (6th vote):

"The general meeting re-appoints Mrs. Lieve Creten (°26-04-1965), residing at Dorsthoeveweg 48, 2820 Bonheiden, as independent director as defined in art. 7:87 CCA for a period of four (4) years from the closing of this general meeting until the closing of the ordinary general meeting of 2028."

8. Remuneration of the directors

Proposal for resolution (7th vote):

"Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the non-executive Directors at 457.000 euro for the year 2024, to be apportioned according to the internal rules."

9. Re-appointment of a Statutory Auditor

Proposal for resolution (8th vote):

"Upon recommendation of the works council and on proposal of the audit committee, the general meeting re-appoints PwC Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Culliganlaan 5, as a statutory auditor of Barco NV for a term of three years. This company appoints, in accordance with Article 3:60 of the CCA, Lien Winne BV (B00989), a company auditor, for the performance of its mandate, permanently represented by Lien Winne, who is also a company auditor. The mandate expires after the general meeting of shareholders that has to approve the annual accounts as at December 31, 2026.

The fee for this assignment, consisting of the review of the consolidated and statutory financial statements of Barco NV and a number of subsidiaries, as well as the statutory assurance of sustainability reporting, amounts to EUR 400,000 per year (plus VAT, travel expenses, bank confirmations costs and IBR contribution) subject to annual adjustments depending on the evolution of the consumer price index."

10. Approval of the financial statements of Cinionic BV for the fiscal year ending December 31, 2023 – Distribution of the results - Discharge to the directors and the Statutory Auditor

By authentic deed dated 15 January 2024, published in the Belgian Official Gazette on 13 March 2024, Barco NV acquired all the shares of its subsidiary Cinionic BV and, by way of a transaction similar to a merger by acquisition, the entire assets, both rights and obligations, of Cinionic BV were transferred to Barco NV.

In accordance with Article 12:58 of the CCA, the general meeting of the acquiring company must approve the annual accounts of the acquired company and decide on the discharge to the management and supervisory bodies of the acquired company.

Proposal for resolution (9th vote):

"The general meeting approves the annual accounts of Cinionic BV for the financial year ended 31 December 2023, including the addition of the positive result for €7,371,000 to the profit to be carried forward, and grants discharge to each of the directors and to the statutory auditor for the assignment fulfilled during the financial year ended 31 December 2023."

ADDITION OF AGENDA TOPICS

One or more shareholders jointly owning at least 3% of the company's share capital may add topics for discussion to the agenda and submit proposals for resolution with respect to topics listed or to be added on the agenda. Shareholders must address their request hereto **no later than Wednesday April 3, 2024** to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk (email: shareholders.meeting@barco.com). The request must be accompanied by (i) the proof of ownership of the required stake in the company's share capital, (ii) the text of the topics to be discussed and the proposals of resolution related thereto, or the text of the proposals of resolution to be added to the agenda, and (iii) a postal or e-mail address to which receipt of the request can be confirmed. If applicable, the company will publish an updated agenda at the latest on Wednesday April 10, 2024.

WRITTEN QUESTIONS

Each shareholder who has completed the below formalities for attending the general meeting, can submit questions to the Directors or the Statutory Auditor with respect to the annual report or the agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **not later than Friday April 19, 2024** by letter or e-mail (shareholders.meeting@barco.com) to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk.

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Forms submitted to the company prior to the publication of an updated agenda (see above under "Addition of agenda topics"), if applicable, shall remain valid with respect to those topics of the agenda to which they relate, without prejudice to the right to withdraw its vote by letter or power of attorney and/or replace it with a new letter or power of attorney based upon the updated agenda.

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INTEGRATED ANNUAL REPORT 2023

The 2023 integrated annual report as well as the information required under article 7:129, §3 CCA can be downloaded from the website www.barco.com.

The Board of Directors

For more information

Kurt Verheggen, Company Secretary
+32 56 26 22 45 or kurt.verheggen@barco.com

About Barco

Barco, headquartered in Kortrijk (Belgium), is a global company leading in visualization, networking, and collaboration technology. Its innovative solutions drive advancements in the healthcare, enterprise, and entertainment markets. At the heart of Barco's success are over 3,000 dedicated 'visioneers', each passionately contributing to driving change through technology.

Listed on Euronext (BAR), Reuters (BARBt.BR), and Bloomberg (BAR BB), Barco realized sales of 1,050 million euro in 2023.

For further insights, please visit www.barco.com or connect on [X](#), [LinkedIn](#), [YouTube](#), [Instagram](#), and [Facebook](#).

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