

## **Gimv**

Naamloze Vennootschap  
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 special general meeting (together hereinafter the 'general meeting') that will be held on **Wednesday June 30<sup>th</sup>, 2021 at 10:30 am** at the Crowne Plaza Hotel, Gerard le Grellelaan 10, 2020 Antwerp, and to which shareholders can participate remotely via an electronic means of communication provided by Gimv.

**Given the current government measures to prevent the further spread of Covid-19, it is currently not possible to organize a physical general meeting. Therefore, to ensure the health and safety of its shareholders, employees and external service providers, the general meeting is held at a distance without the possibility of physical participation.**

However, the Company invites its shareholders to make use of the possibility to participate in the digital general meeting via the Lumi AGM+ platform. In addition, it is of course also possible to participate in writing (by means of the voting form or the proxy with voting instructions). All practical details are set out further in this notice.

It is as yet unclear whether and to what extent physical participation in the general meeting will be possible on June 30<sup>th</sup>, 2021. If an adaptation of the current measures would allow physical participation of all shareholders and such adaptation is announced by the government before June 16<sup>th</sup>, 2021, the Company will further inform its shareholders on the practical organization by means of a press release and via its website ([www.gimv.com](http://www.gimv.com)).

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

### **AGENDA OF THE ANNUAL AND SPECIAL GENERAL MEETING**

- 1. Presentation of the report of the board of directors on the financial year ending on March 31<sup>st</sup>, 2021**
- 2. Presentation of the auditor's report on the financial year ending on March 31<sup>st</sup>, 2021**
- 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 March 31<sup>st</sup>, 2021**
- 4. Presentation and approval of the remuneration policy**  
*Proposed resolution: approval of the remuneration policy which is applicable as of the financial year 2021-22.*
- 5. 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 March 31<sup>st</sup>, 2021.*
- 6. Approval of the annual accounts of the financial year ending on March 31<sup>st</sup>, 2021 and appropriation of the result**  
*Proposed resolution: approval of the annual accounts of the financial year ending on March 31<sup>st</sup>, 2021, including the appropriation of the result as proposed by the board of directors, in particular:*
  - (i) adoption of a gross dividend of EUR 2.50 per share; and*
  - (ii) acknowledgement of the shareholders' option to have this dividend paid out in shares of the Company under the conditions and modalities as presented at the general meeting.*

**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 March 31<sup>st</sup>, 2021.

**8. Discharge to the auditor**

Proposed resolution: Discharge to the auditor for the performance of his mandate during the financial year ending on March 31<sup>st</sup>, 2021.

**9. Resignation and appointment of directors**

9.a Proposed resolution: on recommendation of the nomination committee, proposal of the board of directors to reappoint Mr. Koen Dejonckheere as director. His mandate will run for a period of four years until the end of the annual general meeting in 2025.

9.b. Proposed resolution: on recommendation of the nomination committee, proposal of the board of directors to reappoint Mrs. An Vermeersch as independent director. Her mandate will run for a period of four years until the end of the annual general meeting in 2025.

Mrs. Vermeersch, who was first appointed as independent director on 28 June 2017, meets the independence criteria set out in the Belgian Corporate Governance Code 2020. Mrs. Vermeersch has furthermore explicitly stated that she has nor had any significant business connections with the Company which could harm her independence, a statement which is endorsed by the board of directors.

9.c Proposed resolution: on recommendation of the nomination committee, proposal of the board of directors to reappoint Mr. Frank Verhaegen as independent director. His mandate will run for a period of four years until the end of the annual general meeting in 2025.

Mr. Verhaegen, who was first co-opted as an independent director on 18 July 2017 and whose co-option was confirmed by the general meeting of 27 June 2018, meets the criteria of independence set out in the Belgian Corporate Governance Code 2020. Mr. Verhaegen has furthermore explicitly stated that he has nor had any significant business connections with the Company which could harm his independence, a statement which is endorsed by the board of directors.

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

**10. Approval of the global budget for the remuneration of the non-executive directors**

Proposed resolution: approval of the global budget of the remuneration for the non-executive members of the board of directors of EUR 900,000 for the financial year 2021-22 and authorization to the board of directors, within this budget and in accordance with the principles set out in the remuneration policy, to remunerate the non-executive directors for the performance of their duties.

**11. Approval of the change of control clause contained in condition 5(b) of the terms and conditions of the information memorandum dated March 9<sup>th</sup>, 2021 with respect to the sustainable bond issued by Gimv NV on March 15<sup>th</sup>, 2021 for an amount of EUR 100 million.**

Proposed resolution: Approval and, to the extent necessary, ratification in accordance with article 7:151 of the Belgian Companies and Associations Code of the change of control clause included in condition 5(b) of the terms and conditions of the information memorandum dated March 9<sup>th</sup>, 2021 with respect to the sustainable bond issued by Gimv NV on March 15<sup>th</sup>, 2021 of EUR 100 million .

## **PARTICIPATION IN THE GENERAL MEETING**

**Lumi AGM+** - Gimv uses the Lumi AGM+ platform (<https://lumiagm.com>) to handle the admission procedure completely digitally, to give an electronic power of attorney or to digitally participate in the general meeting. For questions and practical assistance related to this platform, one can always consult <https://support.lumiagm.com/blog>.

**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 June 16<sup>th</sup>, 2021** (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.

<b>Condition</b>	<b>Holders of registered shares</b>	<b>Holders of dematerialised shares</b>
Registered on the record date (i.e. June 16 <sup>th</sup> , 2021)	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 authorised account holder or settlement institution on the registration date.
Notification	<p>No later than Thursday June 24<sup>th</sup>, 2021, 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>Notification of the intention to participate digitally in the general meeting or the granting of an electronic proxy can also be done via the Lumi AGM+ platform (<a href="https://lumiagm.com">https://lumiagm.com</a>).</p>	<p>Holders of dematerialised shares: need to (i) request a certificate issued by their financial intermediary or authorised 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 June 24<sup>th</sup>, 2021.</p> <p>Registration, notification of the intention to digitally participate in the general meeting or the granting of an electronic proxy is also possible via the Lumi AGM+ platform (<a href="https://lumiagm.com">https://lumiagm.com</a>). All formalities can be fulfilled via this platform.</p>

### **Participation in the general meeting**

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

**Given the current government measures to prevent the further spread of Covid-19, it is currently not possible to organize a physical general meeting. Therefore, to ensure the health and safety of its shareholders, employees and external service providers, the general meeting is held remotely without the possibility of physical participation.**

**It is yet still unclear whether and to what extent physical participation in the general meeting will be possible on June 30<sup>th</sup>, 2021. If an adaptation of the current measures would allow physical participation of all shareholders and such adaptation is announced by the government before June 16<sup>th</sup>, 2021, the Company will further inform its shareholders on the practical organization by means of a press release and via its website ([www.gimv.com](http://www.gimv.com)).**

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. **If physical participation is not possible or limited, the secretary of the meeting shall act as a proxy.** In order to validly participate in the voting, the proxy must be delivered to the Company no later than **Thursday June 24<sup>th</sup>, 2021**. 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 AGM+ platform (<https://lumiagm.com>) can also give an electronic proxy (with voting instructions) through this channel. This must be done by **Thursday June 24<sup>th</sup>, 2021** 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 with in 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 June 24<sup>th</sup>, 2021**. 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 AGM+ platform (<https://lumiagm.com>) can also vote electronically in advance. This must be done by **Thursday June 24<sup>th</sup>, 2021** at the latest.

**(c) Digital participation**

Shareholders (or their proxy holder) can digitally **participate in the general meeting via the Lumi AGM+ platform** (<https://lumiagm.com>). To do this, shareholders first need to register via the platform. After registration, shareholders will receive the procedure and login details to digitally participate in the general meeting. More information is available on the website of Lumi (<https://www.lumiglobal.com>) and Gimv ([www.gimv.com](http://www.gimv.com)). It is the shareholders' responsibility to ensure that the medium and internet connection they use are sufficient and sufficiently stable to allow them to digitally participate in the general meeting, including all possible functionalities.

**Provision of information** - Due to governmental measures on preventing the further spread of Covid-19, 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 2021 (agenda item 1) including the remuneration report (agenda item 5)
- Auditor's report on the financial year ending on 31 March 2021 (agenda item 2)
- (Consolidated) annual accounts on the year ending on 31 March 2021 (agenda items 3 and 6)
- Remuneration policy (agenda item 4)
- CVs of the directors to be reappointed (agenda item 9)

**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 June 8<sup>th</sup>, 2021**. 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 June 15<sup>th</sup>, 2021**.

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 June 24<sup>th</sup>, 2021** 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 AGM+ platform (<https://lumiagm.com>) can also submit written questions via this channel (no later than **Thursday, June 24<sup>th</sup>, 2021**). Shareholders who digitally participate in the general meeting will also be able to ask questions during the meeting, more specifically directly via the platform in a written form. Shareholders are encouraged to submit questions prior to the meeting so that the answers are as focused and complete as possible.

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:**

Edmond Bastijns  
Chief Legal Officer & Secretary General  
T +32 3 290 22 04  
[infogav@gimv.com](mailto:infogav@gimv.com)

Gimv NV  
Karel Oomsstraat 37, B-2018 Antwerp  
VAT number: BE0220.324.117  
[www.gimv.com](http://www.gimv.com)