

## Lumi

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CONVENING NOTICE OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF LUMI BVBA TO BE HELD ON FEBRUARY 16, 2021

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The board of directors of Lumi (the *company*) is pleased to invite the holders of securities to attend the **ordinary general meeting of shareholders** which shall be held **on Tuesday, February 16, 2021 at 10:00 a.m. (CET) at Lumi Offices, located at Provincielaan 54, 2870 Breendonk (Belgium)** (the *meeting* or the *ordinary general meeting*), to deliberate and vote on the agenda and resolution proposals.

### AGENDA

**First agenda item:** To receive the Report & Accounts

**Second agenda item:** To approve the Remuneration Report

**Third agenda item:** To declare a final dividend of 35p per share

**Fourth agenda item:** To reappoint the auditors

**Fifth agenda item:** To authorise the Directors to agree the auditors remuneration

**Sixth agenda item:** To reappoint John Smith as a Director

**Seventh agenda item:** To reappoint Claire Jones as a Director

**Eighth agenda item:** To reappoint Arthur Jackson as a Director

**Ninth agenda item:** To reappoint Elizabeth Warren as a Director

### CONDITIONS FOR ADMISSION

*In view of the ongoing COVID-19 pandemic, and with a view to safeguard the health and safety of its security holders and employees, the ordinary general meeting will be organised in accordance with the government-imposed safety measures. Participants who are physically present during the meeting will therefore be requested to comply with certain safety instructions, such as (among other things) taking seats at a 1.5m distance from each other, wearing a face mask, and not gathering informally prior to or after the meeting.*

According to section 7:134, §2 of the Belgian Code on Companies and Associations, shareholders are admitted to the ordinary general meeting and can exercise their voting rights thereat if the following two conditions are met:

i (i) Lumi must receive proof from the shareholders that, on **Friday, September 4, 2020, at midnight (24:00 (CET))** (the **registration date**), they were actually holder of the number of shares with which they intend to participate to the meeting, regardless of the number of shares of which they are holder on the date of the meeting, and

(ii) Lumi must be notified by the shareholders no later than **Saturday, September 12, 2020**, of their participation to the ordinary general meeting:

- through Lumi AGM + by way of the electronic procedure: see below, '*(a) Electronic notification of participation*', or
- directly to the company by way of written notification, see below, '*(b) Written notification of participation*'.

- *(a) Electronic notification of participation*

Holders of **registered shares** or **dematerialized shares** who wish to participate at the ordinary general meeting can register electronically. To register electronically, the shareholder (or the financial intermediary upon the shareholders' instruction in the event of dematerialized shares) must register itself via ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) **no later than Saturday, September 12, 2020**.

The certified account holder or the settlement institution that holds the dematerialized shares, should deliver to Lumi AGM+ on Saturday, September 12, 2020 at the latest, an electronic certificate confirming the number of dematerialized shares registered and held in the name of the shareholder on the registration date and for which the shareholder has instructed to participate to the meeting. ABN AMRO will provide the shareholders who have registered electronically directly or via the relevant financial intermediary, with an admission ticket. 5

- *(b) Written notification of participation*

For shareholders that wish to notify their participation in written form, holders of **registered shares** must notify the company by ordinary post or email (see below under "*Practical matters – Available documents*" for the mailing and email address) of the number of shares with which they wish to participate in the ordinary general meeting **no later than Saturday, September 12, 2020**. A form entitled 'notice of participation for shareholders' is available on the company's website which can be used for this purpose.

The company will verify that the stated shares are held by the relevant shareholders on the registration date on the basis of their entry in the company's register of holders of registered shares.

Holders of **dematerialized shares** must prove ownership of the relevant number of dematerialized shares by means of a certificate issued by a recognised account holder or clearing agency confirming the number of shares registered in their accounts in the shareholders' name on the registration date and for which the shareholder has stated he/she wishes to participate in the meeting. The certificate issued by the recognised account holder or clearing agency must be provided to the company by ordinary post or email **no later than Saturday, September 12, 2020**.

In addition, the relevant shareholders must give notice to the company of their intention to take part in the ordinary general meeting no later than the last-mentioned date. A form entitled

'notice of participation for shareholders' is available on the company's website which can be used for this purpose.

According to section 7:135 of the Belgian Code on Companies and Associations, holders of convertible bonds and warrants may attend the ordinary general meeting with only a consultative vote. For this purpose, they are required to satisfy the same conditions for admission as apply to shareholders, as set forth above.

### **VOTING BY PROXY**

Each shareholder may take part in the meeting in his/her own name or, providing the articles of association are complied with, have itself/himself/herself represented by a proxy. Shareholders wanting to be represented must, in addition to fulfilling the aforementioned registration formalities, use the following means provided by the board of directors:

- The shareholder has the possibility to grant an **electronic proxy**. Shareholders wishing to use this option, must use the platform provided by Lumi AGM+, where the shareholder can grant a proxy with voting instructions via an electronic form. The company must be notified of the proxy **no later than Saturday, September 12, 2020** through the platform of Lumi.

- In the event the shareholder wishes to grant a **written proxy**, use should be made of the proxy form that is prepared for the ordinary general meeting and that is available on the company's website. The company must be notified of the proxy by ordinary post or email **no later than Saturday, September 12, 2020**.

In view of the ongoing COVID-19 pandemic, the board of directors strongly encourages the shareholders to have themselves represented at the ordinary general meeting by the secretary of the company as their proxyholder. In view of the potential conflict of interests of the secretary of the company as employee of the company as provided by article 7:143 of the Belgian Code on Companies and Associations, the secretary of the company may only vote on behalf of the shareholder if the proxy includes specific voting instructions for each item on the agenda.