

GRUPE BRUXELLES LAMBERT

Limited Liability Company

Registered office: avenue Marnix 24 – 1000 Brussels

Enterprise number: 0407.040.209 – RLE Brussels

**Extraordinary and Ordinary General Shareholders' Meetings of Groupe Bruxelles Lambert ("GBL")
to be held on Tuesday April 26, 2022, respectively at 2.30 pm and 3 pm, at the Hotel de Merode,
place Poelaert 6 at 1000 Brussels**

VOTE BY CORRESPONDENCE

**If you wish to vote by correspondence prior to these Meetings, please return this form completed,
at the address given at the end of this document.**

The undersigned,

Surname, first name/Company name: _____

Address/Registered office: _____

Owner of: (delete as appropriate)

_____, _____, _____ registered GBL share(s)

_____, _____, _____ dematerialised GBL share(s)

hereby **irrevocably votes**, as indicated hereafter in the appropriate boxes, on **all items** of the agenda, as indicated below.

Please note that it is mandatory to vote for all items (for, against or abstain).

A. Vote of the undersigned regarding all items of the agenda

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

1. Cancellation of treasury shares

Proposal to cancel 3,355,000 treasury shares acquired by the company.

The unavailable reserve created for the acquisition of the treasury shares would be cancelled as required by Article 7:219, § 4 of the Code on companies and associations.

Article 4 of the Articles of Association would be accordingly modified as follows:

*"The capital is set at six hundred and fifty-three million one hundred and thirty-six thousand three hundred and fifty-six euros and forty-six cents (653,136,356.46 EUR). It is represented by one hundred and fifty-three million shares (153,000,000), without mention of nominal value, each representing one / one hundred and fifty-three millionth (1/153,000,000th) of the capital.
Each of these shares is fully paid up."*

For

Against

Abstention

2. Modification of the date of the Ordinary General Shareholders' Meeting

Proposal to set the date of the Ordinary General Shareholders' Meeting on the first Thursday of May at 3 pm.

First paragraph of Article 25 of the Articles of Association would be accordingly amended as follows:
"The Ordinary General Shareholders' Meeting shall be held on the first Thursday of May at 3 pm, at the registered office or any other place in the Brussels-Capital Region, at the place indicated in the convening notices. If this day is a public holiday, the Meeting shall be held on the following business day."

For

Against

Abstention

3. Powers

Proposal to delegate all powers to any employee of Groupe Bruxelles Lambert, with a substitution option and, where appropriate, without prejudice to other delegations of power, in order (i) to coordinate the Articles of Association to take the above amendments into account, to sign the coordinated versions of the Articles of Association and deposit them with the clerk office of the Brussels Company Court, and (ii) to carry out any other formalities for the deposit or publication of the above decisions.

For

Against

Abstention

In order to be adopted, the proposals listed under items 1. and 2. of the agenda of this Meeting require a quorum of half of the capital and a majority of three fourths of the votes cast at the Meeting. The last proposal does not require a quorum and requires a simple majority of the votes cast.

ORDINARY GENERAL SHAREHOLDERS' MEETING

1. Management report of the Board of Directors and reports of the Statutory Auditor on the 2021 financial year

This item does not require a vote.

2. Financial statements for the year ended December 31, 2021

2.1. Presentation of the consolidated accounts for the year ended December 31, 2021.

This item does not require a vote.

2.2. Approval of annual accounts for the year ended December 31, 2021.

For

Against

Abstention

3. Discharge of the Directors

Proposal for the discharge to be granted to the Directors for duties performed during the year ended December 31, 2021.

For

Against

Abstention

4. Discharge of the Statutory Auditor

4.1. Proposal for the discharge to be granted to Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL for its mandate as Statutory Auditor for the period from January 1, 2021 to April 27, 2021.

For

Against

Abstention

4.2. Proposal for the discharge to be granted to PwC Réviseurs d'Entreprises SRL/Bedrijfsrevisoren BV for its mandate as Statutory Auditor for the period from April 28, 2021 to December 31, 2021.

For

Against

Abstention

5. Renewal of Director

Proposal to re-elect for a four-year term, in his capacity as Director, Paul Desmarais III whose current term of office expires at the conclusion of this General Shareholders’ Meeting.

For Against Abstention

6. Remuneration report

Proposal to approve the Board of Directors’ remuneration report for the 2021 financial year.

For Against Abstention

7. Long Term Incentive

7.1. Report of the Board of Directors drawn up pursuant to Article 7:227 of the Code on companies and associations with respect to the guarantees referred to in the following resolution proposal.

For Against Abstention

7.2. Pursuant to Article 7:227 of the Code on companies and associations, to the extent necessary, proposal to approve the grant by GBL of a guarantee with respect to a credit granted to a subsidiary of GBL, permitting the latter to acquire GBL shares in the framework of the annual long term incentive plan of the group.

For Against Abstention

8. Miscellaneous

In order to be adopted, the proposals on the agenda of this Meeting do not require a quorum and require a simple majority of the votes cast at the Meeting, with the exception of the proposal listed under item 7.2. which requires a quorum of half of the capital and a majority of three fourths of the votes cast.

* * *

B. Important notices

This form will be considered to be null and void **in its entirety** if the shareholder has not indicated above his/her/its choice concerning one or more of the items on the agenda of the Meetings.

The shareholder who has cast his vote by validly returning the present form to the company cannot vote in person or by proxy at the Meetings for the number of votes already cast.

In case shareholders exercise their right to add new items to the agenda of the Meetings and/or to submit new proposed resolutions, votes by correspondence received by the company will remain valid for the items covered. However, the vote cast in the present form on an item on the agenda will be null and void if the agenda has been amended concerning this item to include a new proposed resolution.

We remind you that this voting by correspondence form will only be taken into account if it is timely returned to the company and provided that the shareholder has complied with the admission formalities of prior registration as described in the convening notice.

* * *
* *
*

Done in _____, on ____/____/2022.

Signature(s):

Name: _____

Title: _____

Legal persons must provide the surname, first name and title of the natural person signing this vote by correspondence form in their name. Similarly, in such cases the signatory hereby declares and guarantees to Groupe Bruxelles Lambert that he has the power to sign this vote by correspondence form on behalf of the legal person.

The vote by correspondence of a usufructuary and of a holder of bare ownership are valid only if made out jointly.

This entire document, duly completed and signed, must reach the company at the latest by Wednesday April 20, 2022 at the address given below. This document can be sent by post or electronic mail. In the latter case, simply return a scanned or photographed copy of the form.

Groupe Bruxelles Lambert
To the attention of Priscilla Maters, General Secretary
Avenue Marnix 24 – 1000 Brussels – Belgium
Fax: +32 (0)2/289.17.32
Email: ag-av@gbl.be

Please provide us with a phone number and an email address where we can reach you if necessary:

Private: _____

Office: _____

Email: _____