

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 Thursday May 4, 2023, respectively at 2.30 pm and 3 pm, at the Hotel de Merode,
place Poelaert 6 at 1000 Brussels**

PROXY

**If you wish to be represented at these Meetings by a proxy, please return this form completed,
at the address given at the end of this document.**

The undersigned,

Surname/Company name: _____

First name: _____

Address/Registered office: _____

Owner of: *(delete as appropriate)*

_____, _____, _____ registered GBL share(s)

_____, _____, _____ dematerialised GBL share(s) registered with the following authorised account holder
or financial institution:

will be represented at the Extraordinary and Ordinary General Shareholders' Meetings for the total number of shares for which he/she wishes to exercise his/her voting rights, limited, however, to the number of shares for which ownership will have been established on the **registration date, that is, at midnight on April 20, 2023 (Belgian time)**.

DECLARES that he has been informed that the **Extraordinary and Ordinary General Shareholders' Meetings of Groupe Bruxelles Lambert** will be held on **Thursday May 4, 2023, respectively at 2.30 pm and 3 pm**, at the Hotel de Merode, place Poelaert 6 at 1000 Brussels.

WISHES to be represented at these Meetings (as well as at any other Meeting that may be held at a later time with the same agenda following the adjournment, the suspension or the re-convening of the Meetings of May 4, 2023).

TO THIS EFFECT, AUTHORISES, with power of substitution, the person named below to vote on his/her behalf on all items on the agenda, in accordance with the voting instructions set out below:

Surname, first name/Company name: _____

First name: _____

Address/Registered office: _____

In the event of potential conflicts of interest, the following rules shall apply:

1. “the proxy must divulge the precise details that are relevant in order to enable the shareholder to assess the risk that the proxy may pursue an interest other than that of the shareholder” (Article 7:143, §4, 1° of the Code on companies and associations). In this regard, a Director will be inclined, without express instructions from the principal, to vote systematically in favour of the proposed resolutions drawn up by the Board of Directors. The same is true for an employee who may find himself or herself in a relationship of subordination with GBL.
2. “the proxy is authorised to exercise the right to vote on behalf of the shareholder only on condition that he has specific voting instructions for each item on the agenda” (Article 7:143, §4, 2° of the Code on companies and associations). GBL therefore asks you to give specific instructions by ticking a box for each item on the agenda. **In the absence of specific voting instruction for a given agenda item on this form, the shareholder will be assumed to have given the proxy specific instructions to vote in favour of that item.**

Potential conflicts of interest may arise, in particular, from:

- the appointment as proxy of: (i) GBL or one of its subsidiaries; (ii) a member of the Board of Directors of GBL; (iii) an employee or the Statutory Auditor of GBL; (iv) a relative of a natural person who is one of the persons referred to in (ii) and (iii) or of a spouse or legal cohabitant of such a person or of the relative of such a person;
- the failure to appoint a proxy, in which case GBL will appoint a member of its Board of Directors or one of its employees as proxy.

A. **Voting instructions regarding the items on the agenda**

The proxy shall vote or abstain on behalf of the undersigned in accordance with the voting instructions set out below. In the absence of voting instructions for one or several proposed decision(s), or if for any reason whatsoever the instructions given by the principal are unclear, the proxy shall always vote **in favour** of the proposed decision(s).

EXTRAORDINARY GENERAL SHAREHOLDERS’ MEETING

1. Cancellation of treasury shares

Proposal to cancel 6,300,000 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 forty-six million seven hundred thousand shares (146,700,000), without mention of nominal value, each representing one / one hundred and forty-six million seven hundred thousandth (1/146,700,000th) of the capital. Each of these shares is fully paid up.”

For

Against

Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

2. 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 decision.

For

Against

Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

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

ORDINARY GENERAL SHAREHOLDERS' MEETING

1. Management report of the Board of Directors and reports of the Statutory Auditor on the 2022 financial year

This item does not require a vote.

2. Financial statements for the year ended December 31, 2022

2.1. Presentation of the consolidated accounts for the year ended December 31, 2022.

This item does not require a vote.

2.2. Approval of annual accounts for the year ended December 31, 2022.

For **Against** **Abstention**

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

3. Discharge of the Directors

Proposal for the discharge to be granted to the Directors for duties performed during the year ended December 31, 2022.

For **Against** **Abstention**

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

4. Discharge of the Statutory Auditor

Proposal for the discharge to be granted to the Statutory Auditor for duties performed during the year ended December 31, 2022.

For **Against** **Abstention**

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

5. Resignation and appointment of Directors

5.1. Acknowledgment of the resignation of Jocelyn Lefebvre as Director at the conclusion of this General Shareholders' Meeting (for information purposes).

This item does not require a vote.

5.2. Acknowledgment of the expiration of the term of office as Director of Gérald Frère, Antoinette d'Aspremont Lynden and Marie Polet at the conclusion of this General Shareholders' Meeting (for information purposes).

This item does not require a vote.

5.3. Appointment of Directors

- 5.3.1. Proposal to appoint Mary Meaney as Director for a four-year term and to acknowledge the independence of Mary Meaney who meets the criteria listed in Article 7:87, §1 of the Code on companies and associations and included in the GBL Corporate Governance Charter.

For Against Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

- 5.3.2. Proposal to appoint Christian Van Thillo as Director for a four-year term and to acknowledge the independence of Christian Van Thillo who meets the criteria listed in Article 7:87, §1 of the Code on companies and associations and included in the GBL Corporate Governance Charter.

For Against Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

5.4. Renewal of Directors' term of office

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

For Against Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

- 5.4.2. Proposal to re-elect for a four-year term, in his capacity as Director, Cedric Frère whose current term of office expires at the conclusion of this General Shareholders' Meeting.

For Against Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

- 5.4.3. Proposal to re-elect for a four-year term, in her capacity as Director, Ségolène Gallienne - Frère whose current term of office expires at the conclusion of this General Shareholders' Meeting.

For Against Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

6. Remuneration report

Proposal to approve the Board of Directors' remuneration report for the 2022 financial year.

For Against Abstention

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

7. Long Term Incentive Plan

- 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 guarantee referred to in the following resolution proposal.

This item does not require a vote.

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

If no box has been ticked, the shareholder is assumed to have instructed the proxy to vote in favour of the proposed resolution.

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 at the Meeting.

* * *

B. Voting instructions on items and/or new/alternative decisions that may be added to the agenda at a later time, in accordance with Article 7:130 of the Code on companies and associations

In accordance with Article 7:130, §3 of the Code on companies and associations, GBL shall provide shareholders with a new proxy form supplemented by any new items and/or new/alternative decisions that may be added to the agenda at a later time, thus enabling the shareholder to give the proxy specific voting instructions on those items.

The following voting instructions will only be applicable in the absence of specific voting instructions validly sent to the proxy after the date of this proxy form.

1. If, after the date of this proxy form, **new items are added to the agenda** of the Meetings, the proxy shall **(tick one of the two boxes)**:

- abstain from voting on these new items and the relevant proposals for decision;
- vote on these new items and the relevant proposals for decision or abstain from voting if he/she deems it appropriate in view of the interests of the shareholder.

If the shareholder does not indicate a choice above, the proxy shall abstain from voting on the new agenda items and on the relevant proposals for decision.

In the event of conflict of interest, the proxy shall always abstain from voting on the new agenda items and the relevant proposals for decision.

2. If, after the date of this proxy form, **new/alternative decisions are proposed** regarding items on the agenda, the proxy shall **(tick one of the two boxes)**:

- abstain from voting on these new/alternative proposals for decision and vote or abstain from voting on the existing proposals for decision in accordance with the instructions set out above (sub. A.);
- vote on the new/alternative proposals for decision or abstain from voting if he/she deems it appropriate in view of the interests of the shareholder.

If the shareholder does not indicate a choice above, the proxy shall abstain from voting on the new/alternative proposals for decision and shall vote or abstain from voting on the existing proposals for decision in accordance with the instructions set out above (sub. A.).

Only in the case mentioned in paragraph B.2. above, the proxy may nevertheless deviate at the Meetings from the voting instructions set out above (sub. A.) if following those instructions he/she would risk compromising the interests of the principal. If the proxy makes use of this faculty, he/she shall inform the principal.

In the event of conflicts of interest, the proxy shall always abstain from taking part in the vote on the new/alternative proposals for decision.

* * *
* *
*

Done in _____, on ____/____/2023.

Signature(s):

Name: _____

Title: _____

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

The proxies of a usufructuary and of a holder of bare ownership are valid only if made out jointly and drawn up in the name of the same proxy.

This entire document, duly completed and signed, must reach the company at the latest by Friday April 28, 2023 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, Company Secretary
Avenue Marnix 24
1000 Brussels
Belgium
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: _____