

GRUPE BRUXELLES LAMBERT

Limited Liability Company

Ordinary General Shareholders' Meeting of May 2, 2024

Agenda

1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE 2023 FINANCIAL YEAR

2. FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023

2.1. Presentation of the consolidated accounts for the year ended December 31, 2023.

2.2. Approval of annual accounts for the year ended December 31, 2023.

3. DISCHARGE OF THE DIRECTORS

Proposal for the discharge to be granted to the Directors for duties performed during the year ended December 31, 2023.

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, 2023.

5. APPOINTMENTS

5.1. Renewal of a Director's term of office

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

5.2. Renewal of the Statutory Auditor's mandate

On the recommendation of the Audit Committee, proposal to renew the mandate of the Statutory Auditor PricewaterhouseCoopers Bedrijfsrevisoren-Reviseurs d'entreprises for a term of three years and to set its fees at EUR 252,050 a year (exclusive of VAT, indexation and miscellaneous costs). For information purposes, it is specified that PricewaterhouseCoopers Bedrijfsrevisoren-Reviseurs d'entreprises will appoint Alexis Van Bavel SRL (B00810), auditor, as its representative, responsible for exercising the mandate, with as permanent representative Alexis Van Bavel, also auditor.

5.3. Assurance of sustainability reporting

The Directive (EU) 2022/2464 of December 14, 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (the “CSRD Directive”) requires the execution of an assurance of sustainability reporting mission. On the recommendation of the Audit Committee, pending transposition of the CSRD Directive into Belgian law, proposal to appoint PricewaterhouseCoopers Bedrijfsrevisoren-Reviseurs d'entreprises to carry out this mission on sustainability reporting. For information purposes, it is specified that PricewaterhouseCoopers Bedrijfsrevisoren-Reviseurs d'entreprises will appoint Alexis Van Bavel SRL (B00810), auditor, as its representative, responsible for exercising the mandate, with as permanent representative Alexis Van Bavel, also auditor. This mission will be considered as the legal mission as it will be provided for by the Belgian law transposing the CSRD Directive when this law has been passed. The duration and financial terms of this mission will be agreed between the company and the auditor in accordance with the law.

6. REMUNERATION REPORT

Proposal to approve the Board of Directors’ remuneration report for the 2023 financial year.

7. REMUNERATION POLICY

Proposal to approve the remuneration policy applicable as from the 2024 financial year.

8. LONG TERM INCENTIVE PLAN

8.1. 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.

8.2. 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.

9. 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 8.2. which requires a quorum of half of the capital and a majority of three fourths of the votes cast at the Meeting.