



**Ontex Group**

**Limited liability company/Naamloze Vennootschap**

**Korte Keppestraat 21**

**9320 Erembodegem (Aalst), Belgium**

**Register of Legal Entities Ghent, division Dendermonde**

**Enterprise/VAT number: BE 0550.880.915**

**CONVENING NOTICE TO THE ANNUAL SHAREHOLDERS' MEETING TO BE HELD  
ON 5 MAY 2022**

The board of directors (the "**Board**") of Ontex Group NV (the "**Company**") is pleased to convene the annual shareholders' meeting of the Company that will be held at the seat of the Company, Korte Keppestraat 21, 9320 Erembodegem (Aalst), Belgium, on Thursday 5 May 2022 at 2 p.m., with the agenda and proposed resolutions set out below.

**COVID-19 NOTICE**

*In light of the recent softening of measures imposed by the Belgian authorities with respect to the COVID-19 pandemic, **physical attendance** at this year's annual shareholders' meeting of the Company **will be allowed**.*

*Nevertheless, as the pandemic still continues, shareholders may prefer to avoid physical attendance. In such case, shareholders are **recommended to cast their vote either (i) by way of proxy given to a representative of the Company** (see the instructions under the header "Voting by proxy" below) **or (ii) by voting remotely in advance of the shareholders' meeting** (see instructions under the header "Remote voting in advance of the shareholders' meeting" below). Shareholders cannot make use of both options at the same time.*

*In order to enable shareholders who choose not to physically attend the shareholders' meeting to follow the meeting, the **meeting will be broadcasted live**. During such broadcast, shareholders will have the possibility to **submit written questions** (see the instructions under the header "Live Broadcast" below). Such broadcast will not be a virtual shareholders' meeting within the meaning of article 7:137 of the Belgian Code of Companies and Associations, and shareholders **will not be able to cast their vote through such means**.*

*The other formalities with respect to admission and registration remain identical to previous years (see the instructions under the header "Admission and registration formalities" below).*

*Given the rapid and unpredictable evolution of the measures regarding the COVID-19 pandemic, the Company will provide further updates on the practical organization of the annual shareholders' meeting if and when necessary via the website of the Company ([www.ontex.com](http://www.ontex.com)).*

### **Agenda and proposed resolutions**

1. Presentation of the annual reports of the Board on the statutory (non-consolidated) and consolidated annual accounts of the Company for the financial year that ended on 31 December 2021.
2. Presentation of the reports of the statutory auditor on the statutory (non-consolidated) and consolidated Board report of the Company for the financial year that ended on 31 December 2021.
3. Communication of the consolidated annual accounts of the Company for the financial year that ended on 31 December 2021.
4. Approval of the statutory (non-consolidated) annual accounts of the Company for the financial year that ended on 31 December 2021, including the allocation of results.

*Proposed resolution: approval of the statutory (non-consolidated) annual accounts of the Company for the financial year that ended on 31 December 2021, including the following allocation of results:*

*Carry forward of the loss of the financial year amounting to € -19,745,775 to next financial year:*

|   |                      |
|---|----------------------|
| <i>Profit carried forward from last financial year:</i> | <i>€ 413,999,819</i> |
| <i>Result of the financial year to be appropriated:</i> | <i>€ -19,745,775</i> |
| <hr/>   |                      |
| <i>Profit to be appropriated:</i>                       | <i>€ 394,254,044</i> |
| <i>Accumulated profits:</i>                             | <i>€400,391,827</i>  |
| <i>Withdrawal from reserves:</i>                        | <i>€ 6,137,783</i>   |
| <i>Allocation to legal reserves:</i>                    | <i>€ 0</i>           |

5. Release from liability of the directors.

*Proposed resolution: approval of the release from liability of the persons who served as directors of the Company during the financial year that ended on 31 December 2021 for the performance of their duties during the financial year that ended on 31 December 2021.*

6. Release from liability of the statutory auditor.

*Proposed resolution: approval of the release from liability of the statutory auditor of the Company for the performance of its duties during the financial year that ended on 31 December 2021.*

7. (Re-)appointment of directors.

*Proposed resolutions:*

- (a) *Approval of the re-appointment of Inge Boets BV, with Inge Boets as permanent representative, as independent director, for a period which will end immediately after the annual shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2025.*
- (b) *Confirmation of the co-optation of MJA Consulting BV, with Manon Janssen as permanent representative, as independent director, for the remaining term of the mandate of Manon Janssen, i.e., a period which will end immediately after the annual shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2024.*
- (c) *Confirmation of the co-optation of JH GmbH, with Jesper Hojer as permanent representative, as non-executive director, for the remaining term of the mandate of Jesper Hojer, i.e., a period which will end immediately after the annual shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2024.*
- (d) *Confirmation of the co-optation of Alane SRL, with Aldo Cardoso as permanent representative, as non-executive director, for the remaining term of the mandate of Aldo Cardoso, i.e., a period which will end immediately after the annual shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2022.*
- (e) *Approval of the appointment of Paul McNulty, as independent director, for a period which will end immediately after the annual shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2025.*
- (f) *Approval of the appointment of Ebrahim Attarzadeh, as non-executive director, for a period which will end immediately after the annual shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2025.*

*Explanatory note:*

- (a) The current mandate of Inge Boets BV, with Inge Boets as permanent representative, will expire at this annual shareholders' meeting. Upon recommendation of the Remuneration and Nomination Committee, the Board proposes the renewal of such mandate for a period which will end immediately after the annual shareholders' meeting that will consider the

approval of the annual accounts for the financial year ending on 31 December 2025.

Inge Boets BV and Inge Boets meet the independence requirement of article 7:87 of the Belgian Code of Companies and Associations (as further developed through the function, family and financial criteria as provided by provision 3.5 of the 2020 Corporate Governance Code) and have expressed their intention to continue to do so.

- (b) Manon Janssen was an independent member of the Board. Manon Janssen proposed to the Remuneration and Nomination Committee to have herself replaced by MJA Consulting BV, with Manon Janssen as permanent representative. Manon Janssen has in the meantime resigned as member of the Board and the Board has co-opted MJA Consulting BV, with Manon Janssen as permanent representative, as independent member of the Board.

MJA Consulting BV and Manon Janssen meet the independence requirement of article 7:87 of the Belgian Code of Companies and Associations (as further developed through the function, family and financial criteria as provided by provision 3.5 of the 2020 Corporate Governance Code) and have expressed their intention to continue to do so.

- (c) Jesper Hojer was a non-executive member of the Board. Jesper Hojer proposed to the Remuneration and Nomination Committee to have himself replaced by JH GmbH, with Jesper Hojer as permanent representative. Jesper Hojer has in the meantime resigned as member of the Board and the Board has co-opted JH GmbH, with Jesper Hojer as permanent representative, as non-executive member of the Board.
- (d) Aldo Cardoso was a non-executive member of the Board. Aldo Cardoso proposed to the Remuneration and Nomination Committee to have himself replaced by Alane SRL, with Aldo Cardoso as permanent representative. Aldo Cardoso has in the meantime resigned as member of the Board and the Board has co-opted Alane SRL, with Aldo Cardoso as permanent representative, as non-executive member of the Board.
- (e) Earlier this year, the Board accepted the resignation, with effect as from 11 January 2022, of Frédéric Larmuseau, who was an independent director. Further, the Board also accepted the resignation of Philippe Costeletos, non-executive member of the Board who was appointed to the Board upon proposal of ENA Investment Capital LLC, which resignation shall enter into effect as of the annual shareholders' meeting of the Company that will consider the approval of the annual accounts for the financial year ending on 31 December 2021. The Board would like to extend its gratitude to Messrs. Larmuseau and Costeletos for their commitment and valuable

contribution to the Board during their tenure. The Board proposes two new candidates for appointment to replace them.

- (f) The first new director proposed for appointment, as independent member of the Board, is Mr. Paul McNulty.

Mr. McNulty, an Irish national, is Senior Partner and Member of the Executive Committee of Veraison Capital AG, the asset manager responsible for the Veraison SICAV – Engagement Fund, one of the Company’s shareholders, since June 2020. Prior to that, Mr. McNulty spent five years as a Senior Analyst with Sterling Strategic Value Limited (Monaco), the Investment Advisor for Sterling investment funds. From 2000 until 2015, Mr. McNulty was a Senior Fund Manager with Setanta Asset Management, an active global value oriented investment manager. Prior to that, Mr. McNulty was a consultant with PricewaterhouseCoopers.

Mr. McNulty was proposed to the Remuneration and Nomination Committee by Veraison SICAV – Engagement Fund, one of the Company’s shareholders.

The Remuneration and Nomination Committee and the Board concluded that Mr. McNulty’s experience and skillset, which includes extensive experience with public companies and in the field of capital markets, would be complementary to that of the current Board members.

Mr. McNulty meets the independence requirement of article 7:87 of the Belgian Code of Companies and Associations (as further developed through the function, family and financial criteria as provided by provision 3.5 of the 2020 Corporate Governance Code) and has expressed his intention to continue to do so. The independence criteria provided by provision 3.5 of the 2020 Corporate Governance Code require, among others, that the director has not been nominated by a shareholder holding shares, either directly or indirectly, either alone or in concert, representing globally one tenth or more of the Company’s capital or one tenth or more of the voting rights in the Company at the moment of appointment. On the basis of the transparency declarations received by the Company, this condition is also met on the date of this convening notice.

Upon recommendation from the Remuneration and Nomination Committee, the Board proposes to appoint Mr. Paul McNulty as independent director for a period which will end immediately after the annual shareholders’ meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2025.

- (g) ENA Investment Capital LLC, one of the Company’s reference shareholders, has proposed to the Remuneration and Nomination Committee to appoint Mr. Ebrahim Attarzadeh as a non-executive member of the Board and

representative of ENA Investment Capital LLC, in replacement of Mr. Philippe Costeletos.

Mr. Attarzadeh, a German national, has more than 20 years' experience in investment banking, including in capital markets. He was CEO of Mainfirst Schweiz AG, a financial institution, from 2011 until 2014, and CEO and Head of Equities of Stifel Europe Bank AG until end of 2021. Prior to that, Mr. Attarzadeh held other positions at Mainfirst Bank AG, and prior to that at Deutsche Bank and Arthur Andersen.

The Remuneration and Nomination Committee and the Board concluded that Mr. Attarzadeh's experience and skillset, which include several senior leadership roles, as well as experience in capital markets, would be complementary to that of the current Board members.

Upon recommendation from the Remuneration and Nomination Committee, the Board proposes to appoint Mr. Ebrahim Attarzadeh as non-executive director for a period which will end immediately after the annual shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2025.

Subject to approval of the aforementioned resolutions, the Board would continue to be composed of non-executive directors only, and 50% of its members would continue to be independent directors. In addition, the Board would continue to meet the legal gender diversity requirements.

8. Approval of the remuneration report.

*Proposed resolution: approval of the remuneration report included in the corporate governance statement of the annual report of the Board for the financial year that ended on 31 December 2021.*

Explanatory Note:

The remuneration report sets out the manner in which the Company's remuneration policy, as approved by the annual shareholders' meeting of 25 May 2021, has been applied during financial year 2021.

It provides a comprehensive overview of the remuneration awarded to the directors and the members of the Executive Committee of Ontex during financial year 2021.

9. Approval of an amendment to the remuneration policy.

*Proposed resolution: approve (x) the following amendments to the remuneration policy with respect to the Chairperson of the Board as well as (y) the updated*

*consolidated version of the remuneration policy reflecting these amendments (as made available on the website of the Company):*

- (i) an increase of the additional annual fixed fee awarded to the Chairperson of the Board from EUR 60,000 to EUR 190,000, such that the aggregate annual fixed fee awarded to the Chairperson of the Board is increased from an aggregate of EUR 120,000 to an aggregate of EUR 250,000; and*
- (ii) award of an annual transformation fee to the Chairperson of the Board of EUR 50,000 per financial year for the remainder of his current mandate.*

*The Board, acting upon recommendation of the Remuneration and Nomination Committee, may decide that the transformation fee shall no longer be due and payable to the Chairperson of the Board when the transformation of the Group no longer requires the additional time commitment that this fee aims to compensate for.*

*These amendments shall apply retroactively as of 1 January 2022.*

Explanatory Note:

The Company's remuneration policy, as was proposed to, and approved by, the annual shareholders' meeting of 25 May 2021, did not amend the Board members' remuneration compared to the preceding policy. As announced during last year's annual shareholders' meeting, the Remuneration and Nomination Committee has conducted a review of the compensation of the Board members in light of, among others, shareholder engagement, best practices and applicable governance principles.

For purposes of such compensation review, the Remuneration and Nomination Committee was advised by a reputable external consultant in the field of executive and leadership remuneration, complemented by a benchmarking exercise of board remuneration in comparable international and Belgian listed companies.

Having conducted the aforementioned review, the Remuneration and Nomination Committee and the Board have come to the conclusion that the remuneration for the Board members, other than the Chairperson of the Board, are at par with comparable international and Belgian listed companies.

At the same time, the Remuneration and Nomination Committee and the Board have concluded that the Chair, also taking into account his stature and profile, is currently not sufficiently compensated for the active role that he has performed since his appointment in May 2020, and is expected to continue to perform in the future.

This includes a significant time commitment in relation to, among others, (i) maintaining and expanding the Group's relations with its different stakeholders, including its shareholders, and (ii) coordinating interactions between the Board and the Group's executive management, including ensuring that appropriate support is given to ensure the implementation of the Group's strategic goals.

In addition, the Remuneration and Nomination Committee and the Board recognise the active role that the Chair is performing in the context of the Group's ongoing transformation (as announced in its press release of 15 December 2021), and which requires a significant further time-spend, in addition to the Chair's general tasks, among others towards the Group's executive management and its different stakeholders (including shareholders).

For the aforementioned reasons, the Board, upon recommendation of the Remuneration and Nomination Committee, proposes an increase to the Chair's fixed annual remuneration and the award of an annual transformation fee, each as described above.

The proposed consolidated version of our remuneration policy is available on the website of the Company ([www.ontex.be](http://www.ontex.be)) under the section titled "Investor Relations / Overview / Annual General Meetings".

The Board further notes that, despite the fact that the conflicts of interest procedure set forth in article 7:96 of the Belgian Code of Companies and Associations did not apply to the proceedings of the Remuneration and Nomination Committee and of the Board in this respect, the Chair voluntarily abstained from any deliberations and decision-making processes with respect to this topic in order to avoid any (perception of a) conflict of interest.

10. Approvals in accordance with Article 7:151 of the Belgian Code of Companies and Associations.

Proposed resolutions:

- (a) *Approval of and, insofar as required, ratification of, in accordance with and to the extent falling within the scope of article 7:151 of the Belgian Code of Companies and Associations, those provisions of the EUR 470 million credit facilities agreement entered into by the Company and certain of its subsidiaries on 23 June 2021 (the 'Senior Facilities Agreement') which grant rights to third parties that either have a substantial influence on the assets of the Company or create a substantial debt or obligation for the Company if the exercise of these rights is dependent on the launch of a public takeover bid on the shares of the Company or on a change of the control exercised over it, including, without limitation, clause 11.3 (Change of Control and Delisting), which provides, among others, that any lender under the Senior Facilities Agreement may require the Company to cancel its available commitment and repay its participations in all outstanding utilizations upon being informed of a 'Change of Control', which is*



*defined as any person or group of persons acting in concert have acquired, directly or indirectly, beneficial ownership of the issued share capital of the Company having the right to cast more than 50% of the votes capable of being cast at a shareholders' meeting of the Company.*

- (b) *Approval of and, insofar as required, ratification of, in accordance with and to the extent falling within the scope of article 7:151 of the Belgian Code of Companies and Associations, the provisions of the indenture dated 7 July 2021 relating to the EUR 580 million 3.500% senior notes issued by the Company and guaranteed by certain of its subsidiaries (the 'Indenture'), which grant rights to third parties that either have a substantial influence on the assets of the Company or create a substantial debt or obligation for the Company if the exercise of these rights is dependent on the launch of a public takeover bid on the shares of the Company or on a change of the control exercised over it, including, without limitation, clause 4.14 (Change of Control), which provides, among others, that, subject to certain conditions, each holder of notes issued under the Indenture may require the Company to repurchase all or any part of such holder's notes upon being informed of a 'Change of Control', which is defined as any person or group of related persons, other than certain 'permitted holders' (including officers, directors, employees, other members of management or consultants of the Company and its subsidiaries, certain of their related persons, and underwriters in connection with a public or private offering of shares in the Company), becoming the beneficial owner, directly or indirectly, of more than 50% of the votes attaching to the outstanding shares of the Company.*

**11.** Delegation of powers.

*Proposed resolution: approval of the following resolution: the shareholders' meeting grants a special power of attorney to each director of the Company, as well as to Messrs. Jonas Deroo and Jan-Willem Geeroms, each acting individually and with the power of substitution, to do all that is necessary or useful to implement all of the above resolutions.*

## Registration and admission conditions

In order to be admitted to and entitled to vote at the shareholders' meeting, the holders of securities issued by the Company must comply with Article 7:134, §2 of the Belgian Code of Companies and Associations and Article 33 of the Articles of Association of the Company and with the notification formalities set forth below:

### I. Holders of registered shares

In accordance with Article 7:134, §2 of the Belgian Code of Companies and Associations, shareholders holding registered shares will only be allowed to participate in the shareholders' meeting if they have complied with the following conditions:

- (a) The registered shares must be recorded in the name of the shareholder in the share register of the Company on Thursday 21 April 2022 at midnight (24:00h) (Belgian time) (the "**Record Date**").
- (b) In addition, the holders of registered shares must give written notice to the Company of their intention to participate in the shareholders' meeting and of the number of securities (which must all be recorded in the share register on the Record Date) for which they wish to participate in the shareholders' meeting. A standard form of this notice is available on the Company's website ([www.ontex.com](http://www.ontex.com)) under the section titled "Investor Relations / Overview / Annual General Meetings".

This notice must be received by the Company at the address or e-mail address mentioned below **at the latest on Friday 29 April 2022.**

### II. Holders of dematerialized shares

In accordance with Article 7:134, §2 of the Belgian Code of Companies and Associations, shareholders holding dematerialized shares will only be allowed to participate in the shareholders' meeting if they have complied with the following conditions:

- (a) The dematerialized shares must be recorded in the name of the shareholder in the accounts of an authorized account holder or a central securities depository on Thursday 21 April 2022 at midnight (24:00h) (Belgian time) (the "**Record Date**").
- (b) In addition, the holders of dematerialized shares must provide the Company with, or arrange for the Company to be provided with, a certificate issued by the authorized account holder or the central securities depository certifying the number of dematerialized shares recorded in the shareholder's account on the Record Date and in respect of which such holder has indicated his/her/its intention to participate in the shareholders' meeting.

- (c) In addition, the holders of dematerialized shares must give written notice to the Company of their intention to participate in the shareholders' meeting and of the number of securities (which must all be recorded in the accounts of an authorized account holder or a central securities depository on the Record Date) for which they wish to participate in the shareholders' meeting. A standard form of this notice is available on the Company's website ([www.ontex.com](http://www.ontex.com)) under the section titled "Investor Relations / Overview / Annual General Meetings".

The certificate referred to in (b) and the notice referred to in (c) must be received by the Company at the address or e-mail address mentioned below **at the latest on Friday 29 April 2022**.

**Only persons who are shareholders of the Company on the Record Date (i.e., on Thursday 21 April 2022 at midnight (24:00h) (Belgian time)) and who have communicated their intention to participate in the shareholders' meeting at the latest on Friday 29 April 2022 as set out above, will be admitted to the shareholders' meeting.**

The shares are not blocked as a result of the above-mentioned procedure. Shareholders are thus free to dispose of their shares after the Record Date.

**COVID-19 NOTICE**

*In light of the recent softening of measures imposed by the Belgian authorities with respect to the COVID-19 pandemic, **physical attendance** at this year's annual shareholders' meeting of the Company **will be allowed**.*

*Nevertheless, as the pandemic still continues, shareholders may prefer to avoid physical attendance. In such case, shareholders are **recommended to cast their vote either (i) by way of proxy given to a representative of the Company** (see the instructions under the header "Voting by proxy" below) **or (ii) by voting remotely in advance of the shareholders' meeting** (see instructions under the header "Remote voting in advance of the shareholders' meeting" below). Shareholders cannot make use of both options at the same time.*

*In order to enable shareholders who choose not to physically attend the shareholders' meeting to follow the meeting, the **meeting will be broadcasted live**. During such broadcast, shareholders will have the possibility to **submit written questions** (see the instructions under the header "Live Broadcast" below). Such broadcast will not be a virtual shareholders' meeting within the meaning of article 7:137 of the Belgian Code of Companies and Associations, and shareholders **will not be able to cast their vote through such means**.*

*The other formalities with respect to admission and registration remain identical to previous years, as set out herein.*

*Given the rapid and unpredictable evolution of the measures regarding the COVID-19 pandemic, the Company will provide further updates on the practical organization of the annual shareholders' meeting if and when necessary via the website of the Company ([www.ontex.com](http://www.ontex.com)).*

## **Voting by proxy**

In accordance with Article 7:143 of the Belgian Code of Companies and Associations and Article 33(b) of the Articles of Association of the Company, shareholders may participate in the shareholders' meeting and exercise their right to vote by giving a proxy.

Except if explicitly provided otherwise by law, a shareholder may designate only one person as proxyholder for any particular shareholders' meeting. Any appointment of a proxyholder must comply with the applicable Belgian legislation, including, among others, with respect to potential conflicts of interest and the obligation to keep a register with voting instructions for at least one year.

The appointment of a proxyholder by a shareholder should be done by making use of the standard form of shareholder proxy that is available on the Company's website ([www.ontex.com](http://www.ontex.com)) under the section titled "Investor Relations / Overview / Annual General Meetings". Shareholders are invited to comply with the instructions provided on the standard form of shareholder proxy, including by providing voting instructions, in order to ensure they will be validly represented. A signed copy of the proxy must be received by the Company at the address or e-mail address mentioned below **at the latest on Friday 29 April 2022**.

## **Remote voting in advance of the shareholders' meeting**

In accordance with Article 7:146 of the Belgian Code of Companies and Associations and Article 34 of the Articles of Association of the Company, shareholders may participate in the shareholders' meeting and exercise their right to vote by voting remotely in advance of the shareholders' meeting.

Voting remotely should be done by making use of the standard remote voting form that is available on the Company's website ([www.ontex.com](http://www.ontex.com)) under the section titled "Investor Relations / Overview / Annual General Meetings". Shareholders are invited to comply with the instructions provided on the standard remote voting form. A signed copy of the remote voting form must be received by the Company at the address or e-mail address mentioned below **at the latest on Friday 29 April 2022**.

## **Right to add agenda items and to submit resolution proposals**

In accordance with Article 7:130 of the Belgian Code of Companies and Associations and Article 32 of the Articles of Association of the Company, one or more shareholders holding (together) at least 3% of the capital of the Company may request to have new items added to the agenda of the shareholders' meeting and may submit resolution proposals in relation to existing or new agenda items.

The additional agenda items and/or resolution proposals must be received by the Company **at the latest on Wednesday 13 April 2022**. They must be sent to the Company to the address or e-mail address mentioned below. If such requests are

received by the Company, it will publish a modified agenda of the shareholders' meeting, standard form of shareholder proxy and standard remote voting form, completed on the basis of any requests validly submitted, on the Company's website ([www.ontex.com](http://www.ontex.com)), **at the latest on Wednesday 20 April 2022**.

More information concerning the above right and its exercise modalities is included in the Company's Articles of Association as published on the Company's website ([www.ontex.com](http://www.ontex.com)) under the section titled "Investor Relations / Leadership & Corporate Governance / Articles of Association".

### **Right to ask questions**

In accordance with Article 7:139 of the Belgian Code of Companies and Associations, shareholders are entitled to ask questions to the directors with respect to the annual report or the agenda items and to the statutory auditor with respect to its report.

During the shareholders' meeting, shareholders may ask such questions orally in the event they are physically present or submit written questions during the meeting in the event they attend the live broadcast (see the instructions under the header "Live broadcast" below).

In addition, shareholders may submit written questions in advance of the shareholders' meeting. Such questions will only be answered if the shareholder asking them has complied with the above admission conditions in accordance with Article 7:134, §2 of the Belgian Code of Companies and Associations and Article 33 of the Articles of Association of the Company and if the questions have been received by the Company **at the latest on Friday 29 April 2022**. Written questions must be sent to the Company on the address or e-mail address mentioned below. Shareholders are invited to make use of the standard form for written questions that is available on the Company's website ([www.ontex.com](http://www.ontex.com)).

### **Live broadcast**

In order to enable shareholders to follow the shareholders' meeting, the meeting will be broadcasted live, and shareholders will have the possibility to submit written questions during the meeting.

In order to attend the live broadcast, shareholders that have complied with the registration and admission conditions (as set out above) must send a request to that end via email to [shm@ontexglobal.com](mailto:shm@ontexglobal.com). Such email request must have been received by the Company **at the latest on Friday 29 April 2022**. The Company will subsequently send login details and technical instructions to remotely attend the shareholders' meeting.

It will **not be possible** for shareholders **to vote remotely during the shareholders' meeting**. The live broadcast is not considered a virtual shareholders' meeting within the meaning of Article 7:137 of the Belgian Code of Companies and Associations. Shareholders who are not physically present at the meeting, will thus only be able to

cast their vote either (i) by voting remotely ahead of the meeting or (ii) by giving a proxy, as set out above.

### **Availability of documents**

The documents and reports mentioned herein are available on the Company's website ([www.ontex.com](http://www.ontex.com)).

In addition, shareholders can obtain a copy of these documents and reports at the Company's seat (at Korte Keppestraat 21, 9320 Erembodegem (Aalst)) during regular office hours on business days, for holders of dematerialized shares upon presentation of a certificate issued by an authorized account holder or central securities depository certifying the number of dematerialized shares recorded in the shareholder's account.

### **Physical presence**

In order to be admitted to the shareholders' meeting, security holders and proxyholders must be able to prove their identity by means of a valid ID card or passport. Representatives of legal entities must further also provide recent copies of documents establishing their powers to represent such entity.

### **Data protection**

The Company is responsible for the processing of personal data it receives from, or collects about, shareholders, security holders and proxy holders in the context of shareholders' meeting. The processing of such data will be carried out for the purpose of the organization and conduct of the shareholders' meeting. The data include, amongst others, identification data, the number and type of securities issued by the company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of services to the Company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with the Company's privacy policy, available at <http://ontex.com/legal/privacy-statement/>. For more information or complaints regarding the processing of personal data by or on behalf of the Company, the Company can be contacted by e-mail at [gdpr@ontexglobal.com](mailto:gdpr@ontexglobal.com).

By registering and attending the shareholder meeting, you agree that the Company may photograph and make film recordings during the shareholders' meeting, in order to market the Company and to support future events. The Company will process your images, pictures and video's for this purposes. If you do not wish to be photographed nor recorded, please inform the Company upfront by sending an email to [shm@ontexglobal.com](mailto:shm@ontexglobal.com). In any event, you can always withdraw your consent or exercise your rights of information, restriction, rectification and deletion by sending an email to [gdpr@ontexglobal.com](mailto:gdpr@ontexglobal.com).

**Address of the Company:**

Ontex Group NV  
Attention of Mr. Jan-Willem Geeroms, Associate General Counsel  
Korte Kepestraat 21  
9320 Erembodegem (Aalst)  
Belgium  
Tel: +32 53 333 689  
E-mail: [shm@ontexglobal.com](mailto:shm@ontexglobal.com)

The Board of Directors