



**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 AND EXTRAORDINARY GENERAL  
SHAREHOLDERS' MEETINGS TO BE HELD ON 5 MAY 2023**

The board of directors (the "**Board**") of Ontex Group NV (the "**Company**") is pleased to convene the annual and extraordinary general shareholders' meetings of the Company that will be held at the seat of the Company, Korte Keppestraat 21, 9320 Erembodegem (Aalst), Belgium on Friday 5 May 2023 at 2 p.m. CET, with the agenda and proposed resolutions set out below.

In order for the extraordinary general shareholders' meeting to be validly constituted to deliberate and vote upon the proposed resolutions described under point II below, shareholders representing at least half of the registered capital of the Company must be present or represented at the meeting. If this attendance quorum is not reached, a new extraordinary general shareholders' meeting will be convened at the seat of the Company, with the same agenda and proposed resolutions. This second extraordinary general shareholders' meeting will be able to validly deliberate and vote irrespective of the portion of the registered capital present or represented.

## Agenda and proposed resolutions

### I. Annual general shareholders' meeting

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 2022.
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 2022.
3. Communication of the consolidated annual accounts of the Company for the financial year that ended on 31 December 2022.
4. Approval of the statutory (non-consolidated) annual accounts of the Company for the financial year that ended on 31 December 2022, 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 2022, including the following allocation of results:*

*Carry forward of the loss of the financial year amounting to € -244,962,844 to next financial year:*

<i>Profit carried forward from last financial year:</i>	€ 400,391,827
<i>Result of the financial year to be appropriated:</i>	€ -244,962,844
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<i>Profit to be appropriated:</i>	€ 155,428,983
<i>Accumulated profits:</i>	€157,155,232
<i>Withdrawal from reserves:</i>	€ 1,726,249
<i>Allocation to legal reserves:</i>	€ 0

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 2022 for the performance of their duties during the financial year that ended on 31 December 2022.*

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 2022.*

7. (Re-)appointment of director.

*Proposed resolution: confirmation of the co-optation of HVV GmbH, with Jesper Hojer as permanent representative, as non-executive director, for the remaining term of the mandate of JH GmbH, with Jesper Hojer as permanent representative, i.e., a period which will end immediately after the annual general shareholders' meeting that will consider the approval of the annual accounts for the financial year ending on 31 December 2024.*

Explanatory note:

JH GmbH, with Jesper Hojer as permanent representative, was a non-executive member of the Board. JH GmbH proposed to the Nomination and Remuneration Committee to be replaced by HVV GmbH, with Jesper Hojer as permanent representative. JH GmbH has in the meantime resigned as member of the Board and the Board has co-opted HVV GmbH, with Jesper Hojer as permanent representative, as non-executive member of the Board with effect from 1 October 2022. Upon recommendation of the Nomination and Remuneration Committee, the Board now proposes to ratify such mandate.

The Board will continue to be composed of non-executive directors only, and more than 50% of its members will be independent directors. In addition, the Board will continue to meet the legal gender diversity requirements.

8. Remuneration of the statutory auditor.

*Proposed resolution: ratification of the increase (in addition to the approved annual adjustment based on the cost of living on the basis of the Belgian Consumer Price Index) of the annual remuneration paid to the Company's statutory auditor, PwC Bedrijfsrevisoren BV, represented by Ms. Lien Winne, for the audit of the Company's annual statutory and consolidated financial statements for financial year 2021 to EUR 265,961 (excl. VAT) and for financial year 2022 to EUR 315,165 (excl. VAT).*

Explanatory note:

These increases in remuneration reflect, in particular, additional workload for the Company's statutory auditor, among others as a result of legislative changes, in addition to the approved annual adjustment of its remuneration based on the cost of living on the basis of the Belgian Consumer Price Index.

9. Re-appointment of the statutory auditor.

*Proposed resolution: approval of the re-appointment of PwC Bedrijfsrevisoren BV, represented by Ms. Lien Winne, with seat at Culliganlaan 5, 1821 Machelen, and registered with the Crossroads Bank for Enterprises under number 0429.501.944, as statutory auditor of the Company for a period of three years, ending on the date of the annual shareholders' meeting of the Company that shall approve the annual accounts of the financial year ending on 31 December 2025. The annual remuneration of the statutory auditor for the audit of the Company's annual statutory and consolidated financial statements shall be EUR 416,533 (excl. VAT). This remuneration shall be adjusted annually as from financial year 2024 to the cost of living on the basis of the Belgian Consumer Price Index.*

Explanatory note:

PwC Bedrijfsrevisoren BV ("**PwC**") has been the statutory auditor of the Company since its incorporation in April 2014. PwC's third three-year mandate expires at the Company's annual shareholders' meeting that will approve the annual accounts of the financial year ending on 31 December 2022.

Therefore, in accordance with the requirements of Article 3:61, §3 of the Belgian Code of Companies and Associations and Articles 16 and 17 of EU Regulation N° 537/2014, the Company organized a public tender process for the appointment of its statutory auditor.

After conclusion of the public tender process, the Company's Audit and Risk Committee ("**ARC**") deliberated on such process, evaluated the proposals received from participating audit firms in accordance with the selection criteria predefined in the tender documents, and submitted a formal recommendation to the Board.

In accordance with applicable law, the ARC formally recommended two audit firms (which included PwC) to the Board, with a preference for PwC that was duly justified based on the aforementioned selection criteria. PwC was found to be the best candidate on the basis of an overall assessment of the selection criteria (which included, amongst others, financial audit, non-financial audit and price competitiveness). In its formal recommendation to the Board, the ARC also declared that its recommendation was free from influence by a third party and that the Company is not bound by any contractual clause restricting the choice of statutory auditor by the Company's shareholders' meeting to certain categories or lists of statutory auditors or audit firms.

On the basis of the Board's review of the process and outcome of the public tender process and the ARC's formal recommendation, and after due and careful deliberation, the Board unanimously decided to propose to the Company's annual shareholders' meeting to re-appoint PwC as statutory auditor in accordance with the terms set forth in the proposed resolution.

**10.** 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 2022.*

Explanatory note:

The remuneration report sets out the manner in which the Company's remuneration policy, as approved by the annual general shareholders' meeting of 5 May 2022, has been applied during the financial year that ended on 31 December 2022.

It provides a comprehensive overview of the remuneration awarded to the directors and the members of the Executive Committee of the Company during the financial year that ended on 31 December 2022.

11. Approval of the remuneration policy.

*Proposed resolution: approval of the new remuneration policy as included as an annex to this convening notice and made available on the website of the Company. This remuneration policy shall apply retroactively as of 1 January 2023.*

Explanatory note:

Building on the 2021 remuneration policy and in light of the Company's ongoing turnaround, the Board believes that certain exceptional, one-off measures are instrumental to accelerate such turnaround's execution.

Therefore, the Board proposes certain changes to the 2021 remuneration policy that aim to achieve such acceleration by strongly incentivizing management to complete the turnaround as soon as possible, and in doing so further strengthening the alignment of executive rewards and shareholder returns.

One of the key proposed changes to that end is a rebalancing of the weighing between the annual bonus amount (short-term incentive or STI) and the long-term incentive (LTI) of the members of the Executive Committee. This rebalancing would be an exceptional, one-off measure for the period FY2023-25. During this period, a larger portion of the remuneration will be attributed to the LTI and the STI annual bonus amount "at target" would be reduced by half. By directing the executives' remuneration more towards the LTI, a larger component of the remuneration will be "at risk".

For FY2023-25, there will be one single, exceptional LTI plan (still consisting solely of performance share units) that covers these three financial years, and which will have a single KPI, being the Company's share price. This revised structure offers the benefit of simplicity, transparency and full alignment with value-creation for the shareholders. This structure further sharpens the focus of the organization on delivering the turnaround in the course of the next three years.

For the STI, in the financial bonus KPIs "Cash flow" will be replaced by "Cash Conversion Cycle" to further optimize the alignment of the STI with the underlying financial performance of the Company. Moreover, the ESG KPIs (which were previously included in the LTI) will be moved to the STI to provide more short-term attention on these KPIs. By also introducing a "personal leadership multiplier" on the annual bonus, the new policy incentivizes strong individual performance and leadership excellence, and reinforces the focus on talent development and people impact of executives.

At the same time, some other modifications are being made to the 2021 remuneration policy, including with respect to the principles for welcome bonuses. Experience has shown that the 2021 policy did not allow for sufficient flexibility in exceptional circumstances. The new policy foresees that the Board can decide to offer a welcome bonus to an incoming Executive Committee member, in exceptional circumstances, if the Board deems this to be justified in the Company's interest, and can decide on the form of such welcome bonus (e.g., in cash, as an exceptional performance share unit grant, etc.). Further, the requirements for deviations from the remuneration policy generally are also being aligned closer to the statutory requirements of the Belgian Code of Companies and Associations.

The full version of our proposed new 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".

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

Proposed resolutions:

- (a) *approval, in accordance with and to the extent falling within the scope of Article 7:151 of the Belgian Code of Companies and Associations, of those provisions of the new 2023-2025 Value Creation Projects long term incentive plan of the Company (the "VCP LTIP") which, if approved by the shareholders meeting, grant rights to third parties that either have a substantial impact on the assets of the Company or create a substantial liability or obligation for the Company and of which the exercise is dependent on the launch of a public takeover bid on the shares of the Company or on a change of the control of the Company, including, without limitation, clause 10 (Change of Control) which provides, among others, that the performance share units outstanding under the VCP LTIP shall partially vest immediately prior to a "Change of Control" on a curve identical to the pro rata vesting scheme in the event of termination of a member of the Executive Committee by the Company other than for cause as set forth in the Company's 2023 remuneration policy, whereby a "Change of Control" is defined as "the occurrence of any of the following events: (i) a Takeover (defined as "a public (voluntary or mandatory) takeover bid on the shares of the Company") that results in a change of Control; (ii) any other change of Control; or (iii) any other event which, in the opinion of the Board, would have a substantially similar effect or consequence as a change of Control (as a result of a Takeover or otherwise), provided, however that the Board shall be entitled, at its discretion, to decide that a certain event does not qualify as a 'Change of Control'", and "Control" is defined as "the power, de jure or de facto, to have a decisive influence on the appointment of the majority of the directors or on the orientation of the management, as described in article 1:14 et seq. of the Belgian Code of Companies and Associations".*
- (b) *approval, in accordance with and to the extent falling within the scope of Article 7:151 of the Belgian Code of Companies and Associations, of those provisions of the annual long term incentive plan of the Company (the "LTIP") for 2023 and all future years which, if approved by the shareholders meeting, grant rights to third parties that either have a substantial impact on the assets of the Company or create a substantial liability or obligation for the Company and of which the exercise is dependent on the launch of a public takeover bid on the shares of the Company or on a change of the control of the Company, including, without limitation, clause 10 (Change of Control) which provides, among others, that the performance share units outstanding under the LTIP shall partially vest immediately prior to a "Change of Control" on a curve identical to the pro rata vesting scheme in the event of termination of a member of the Executive Committee by the Company other than for cause as set forth in the Company's 2023 remuneration policy, whereby a "Change of Control" is defined as "the occurrence of any of the following events: (i) a Takeover (defined as "a public (voluntary or mandatory) takeover bid on the*

*shares of the Company”) that results in a change of Control; (ii) any other change of Control; or (iii) any other event which, in the opinion of the Board, would have a substantially similar effect or consequence as a change of Control (as a result of a Takeover or otherwise), provided, however that the Board shall be entitled, at its discretion, to decide that a certain event does not qualify as a ‘Change of Control’”, and “Control” is defined as “the power, de jure or de facto, to have a decisive influence on the appointment of the majority of the directors or on the orientation of the management, as described in article 1:14 et seq. of the Belgian Code of Companies and Associations”.*

Explanatory note:

- (a) Pursuant to article 7:151 of the Belgian Code of Companies and Associations, only the shareholders’ meeting is competent to approve so-called “change of control” clauses, *i.e.*, provisions that grant rights to third parties that either have a substantial impact on the assets of the Company or create a substantial liability or obligation for the Company and of which the exercise is dependent on the launch of a public takeover bid on the shares of the Company or on a change of the control of the Company. The Company’s VCP LTIP, of which the members of the Executive Committee shall be beneficiaries, will include a provision that entitles the participants to a partial vesting of the VCP LTIP instruments (on a curve identical to the *pro rata* vesting scheme in the event of termination of a member of the Executive Committee by the Company other than for cause as set forth in the 2023 remuneration policy) in the event of a “Change of Control” (as defined in the VCP LTIP).
  - (b) Similar to the VCP LTIP, the Company’s (regular) annual LTIP (in which the members of the Executive Committee do not participate during the period covered by the VCP LTIP) will as from 2023 and in future years also include a “change of control” clause identical to the one for the VCP LTIP.
- 13.** Delegation of powers.

*Proposed 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.*

## II. Extraordinary general shareholders' meeting

1. Renewal of the powers granted to the board of directors in the framework of the authorised capital.

*Proposed resolution: approval to grant a new authorisation to the board of directors to increase the capital of the Company in one or more times by a maximum amount of EUR 82,358,746.64 (i.e., 10% of the Company's share capital) in case of cancellation or limitation of the preferential subscription rights of shareholders or by a maximum amount of EUR 164,717,493.28 (i.e., 20% of the Company's share capital) in case there is no cancellation or limitation of the preferential subscription rights of shareholders, for a duration of five years and, accordingly, approval to replace Article 7 (Authorised Capital) of the articles of association of the Company (the "**Articles of Association**") as follows:*

*The board of directors is authorised to increase the capital, in one or several times, on the terms and subject to the conditions as the board of directors shall determine:*

*(i) by a maximum amount of up to EUR 82,358,746.64 (eighty-two million three hundred fifty-eight thousand seven hundred forty-six euros and sixty-four cents) in the event of a (or multiple) capital increase(s) with cancellation or limitation of the preferential subscription rights of shareholders, including in favour of one or more specified persons that are not members of the personnel of the company or its subsidiaries; and*

*(ii) by a maximum amount of up to EUR 164,717,493.28 (one hundred sixty-four million seven hundred seventeen thousand four hundred ninety-three euros and twenty-eight cents) in the event of a (or multiple) capital increase(s) without cancellation or limitation of the preferential subscription rights of shareholders.*

*In any event, the maximum aggregate amount by which the board of directors is authorised to increase the capital by a combination of the authorisations set forth in (i) and (ii) above, is limited to EUR 164,717,493.28 (one hundred sixty-four million seven hundred seventeen thousand four hundred ninety-three euros and twenty-eight cents).*

*This authorisation is valid for a period of five years starting on the date of the publication in the Annexes to the Belgian Official Gazette of the amendment to the articles of association resolved upon by the extraordinary shareholders' meeting of 5 May 2023. This authorisation may be renewed in accordance with the relevant provisions of the Code of Companies and Associations.*

*The board of directors may carry out such capital increase(s) by contributions in cash or, within the mandatory limits prescribed by the Code of Companies and Associations, in kind, as well as by incorporation of reserves, whether available or unavailable for distribution, or of issuance premiums, with or without issuing new ordinary shares, with or without voting rights. The board of directors can also use this authorisation for the issuance of convertible bonds, subscription rights or other securities, within the mandatory limits prescribed by the Belgian Code of Companies and Associations. The board of directors may freely*



*determine whether the new securities (if any) shall be issued in registered or dematerialised form.*

*If the capital increase resolved upon by the board of directors includes an issuance premium, the amount of the issuance premium shall be allocated to an account "issuance premiums", from which it may not be withdrawn in whole or part except to be incorporated into the capital by a decision of the board of directors using, should the case arise, the authorisation conferred upon it by this Article, or by a decision of the shareholders' meeting in accordance with the conditions provided for by the Code of Companies and Associations in respect of amendments to the articles of association.*

*The board of directors is authorised, with power of substitution, to amend the articles of association after each capital increase pursuant to this Article.*

Explanatory note:

The current authorisation granted to the Board in the framework of the authorised capital will expire on 11 June 2023. In light thereof, the Board proposes to grant a new authorisation, subject to reduced limits (from 50% of the Company's share capital without and 20% of the Company's share capital with cancellation or limitation of the preferential subscription rights of shareholders under the current authorization to, respectively, 20% of the Company's share capital and 10% of the Company's share capital for the new authorization) in light of an assessment of the Company's future needs. For further background, reference is made to the special report prepared by the Board in accordance with article 7:199 of the Belgian Code of Companies and Associations.

**2.** Renewal of the authorisation to acquire own shares.

*Proposed resolution: approval to grant a new authorisation to the board of directors to take as pledge and acquire up to a maximum of 10% of the Company's own shares, profit-sharing certificates and associated certificates at a price that is not more than 5% above the highest closing price and not more than 10% below the lowest closing price on Euronext Brussels during the last 30 trading days preceding the acquisition, for a duration of five years and, accordingly, approval to replace Article 13 (Acquisition of own shares) of the Articles of Association as follows:*

*§1. The company may acquire, take as pledge or dispose of its own shares, profit-sharing certificates and associated certificates, in accordance with the Code of Companies and Associations.*

*§2. The company may, without any prior authorisation of the shareholders' meeting, and the board of directors is hereby authorised to, take as pledge and acquire, on or outside of the stock exchange, its own shares, profit-sharing certificates and associated certificates up to a maximum of 10% of each of the outstanding shares, profit-sharing certificates and associated certificates of the company for a price that is not more than 5% above the highest closing price on Euronext Brussels during the last 30 trading days preceding the transaction, and not more than 10% below the lowest closing price on Euronext Brussels during the last 30 trading days preceding the transaction, in accordance with the provisions of the Code of Companies and Associations where applicable.*

*This authorisation is valid for a period of five years starting on the date of the publication in the Annexes to the Belgian Official Gazette of the amendment to the articles of association resolved upon by the extraordinary shareholders' meeting of 5 May 2023. This authorisation may be renewed in accordance with the relevant provisions of the Code of Companies and Associations.*

*If the acquisition is made by the company outside of the stock market, even from a subsidiary, the company shall comply with Article 7:215, §1, 4° of the Code of Companies and Associations.*

*§3. All authorisations granted herein also extend to any pledges taken, acquisitions and disposals, in each case on or outside of the stock market, of the company's shares, profit-sharing certificates and associated certificates by direct subsidiaries of the company in accordance with Article 7:221 of the Code of Companies and Associations.*

Explanatory note:

The current authorisation granted to the Board to acquire and take as pledge the Company's own shares, profit-sharing certificates and associated certificates will expire on 25 May 2023. In light thereof, the Board proposes to grant a new authorisation, with identical limits as the authorisation currently in force.

**3.** Delegation of powers.

*Proposed resolution: the extraordinary shareholders' meeting grants a special power of attorney to (i) 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 and to (ii) any Belgian notary, or any of its notarial associates, to draw up a coordinated version of the Articles of Association of the Company, to file this coordinated version with the clerk's office of the Enterprise Court of Ghent, division Dendermonde and to arrange for the completion of the necessary formalities with the Register of Legal Entities and any relevant public administration.*

## Registration and admission conditions

In order to be admitted to and entitled to vote at the shareholders' meetings, 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' meetings 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 Friday 21 April 2023 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' meetings 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' meetings. 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 Tuesday 2 May 2023**.

### 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' meetings 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 authorised account holder or a settlement institution on Friday 21 April 2023 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 authorised account holder or the settlement institution 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' meetings.
- (c) In addition, the holders of dematerialized shares must give written notice to the Company of their intention to participate in the shareholders' meetings and of the number of securities (which must all be recorded in the accounts of an authorised account holder or a settlement institution on the Record Date) for which they wish to participate in the shareholders' meetings. 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 Tuesday 2 May 2023**.

**Only persons who are shareholders of the Company on the Record Date (*i.e.*, on Friday 21 April 2023 at midnight (24:00h) (Belgian time)) and who have communicated their intention to participate in the shareholders' meetings at the latest on Tuesday 2 May 2023 as set out above, will be admitted to the shareholders' meetings.**

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.

### **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' meetings 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 Tuesday 2 May 2023**.

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

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' meetings and exercise their right to vote by voting remotely in advance of the shareholders' meetings.

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 Tuesday 2 May 2023**.

### **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' meetings 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 Thursday 13 April 2023**. 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' meetings, 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)) under the section titled "Investor Relations / Overview / Annual General Meetings", **at the latest on Thursday 20 April 2023**.

More information concerning the above right and its exercise modalities is available on the Company's website ([www.ontex.com](http://www.ontex.com)) under the section titled "Investor Relations / Overview / Annual General Meetings" and 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' meetings.

In addition, shareholders may submit written questions in advance of the shareholders' meetings. 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 Tuesday 2 May 2023**. 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)) under the section titled "Investor Relations / Overview / Annual General Meetings".

### **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 Kepestraat 21, 9320 Erembodegem (Aalst)) during regular office hours on business days, for holders of dematerialized shares upon presentation of a certificate issued by an authorised account holder or settlement institution certifying the number of dematerialized shares recorded in the shareholder's account.

### **Physical presence**

In order to be admitted to the shareholders' meetings, 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 entities.

### **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' meetings. The processing of such data will be carried out for the purpose of the organization and conduct of the shareholders' meetings. 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 meetings, you agree that the Company may photograph and make film recordings during the shareholders' meetings, in order to market the Company and to support future events. The Company will process your images, pictures and videos for these 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, General Counsel  
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