



**Ontex Group**

Limited liability company (*naamloze vennootschap*)  
Korte Keppestraat 21  
9320 Erembodegem (Aalst), Belgium  
Register of Legal Entities Ghent (division Dendermonde)  
Enterprise number: 0550.880.915

**CONVENING NOTICE TO THE SPECIAL GENERAL SHAREHOLDERS' MEETING TO  
BE HELD ON 29 JULY 2026**

The board of directors (the "**Board**") of Ontex Group NV (the "**Company**") hereby convenes a special general shareholders' meeting of the Company that will be held at the seat of the Company, Korte Keppestraat 21, 9320 Erembodegem (Aalst), Belgium on Wednesday 29 July 2026 at 9 a.m. CEST, with the agenda and proposed resolutions set out below.

**Agenda and proposed resolutions**

1. Approval in accordance with Article 7:151 of the Belgian Code of Companies and Associations.

*Proposed resolution: Approval and, insofar as required, ratification, 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 indenture dated 3 April 2025 relating to the EUR 400 million 5.250% 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 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 over the Company, including, without limitation, section 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 a 'Change of Control', which is defined as any person or group of related persons, other than certain 'permitted holders' (including officers, directors, employees and other members of the management of, or consultants to, 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, or the sale, lease, transfer, conveyance or other disposition (other than by way of merger, consolidation or other business combination*

*transaction), in one or a series of related transactions, of all or substantially all of the Company's and certain of its subsidiaries' assets.*

Explanatory note:

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 Indenture includes a provision that may entitle the holders of notes, among others, to require the Company to repurchase all or any part of such holder's notes upon a "Change of Control" (as defined in the Indenture).

**2.** 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, Jan-Willem Geeroms and Vincent Chantillon, 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 Wednesday 15 July 2026 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 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.

This notice must be received by the Company at the address or e-mail address mentioned below **at the latest on Thursday 23 July 2026**.

### 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 authorised account holder or a settlement institution on Wednesday 15 July 2026 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' 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 authorised account holder or a settlement institution 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 / Financial Calendar / Shareholders' Meeting".

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 Thursday 23 July 2026.**

**Only persons who are shareholders of the Company on the Record Date (*i.e.*, on Wednesday 15 July 2026 at midnight (24:00h) (Belgian time)) and who have communicated their intention to participate in the shareholders' meeting at the latest on Thursday 23 July 2026 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.

### **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 / Financial Calendar / Shareholders' Meeting. 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 Thursday 23 July 2026.**

### **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 / Financial Calendar / Shareholders' Meeting. 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 Thursday 23 July 2026.**

### **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 Tuesday 7 July 2026**. 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)) under the section titled "Investor Relations / Financial Calendar / Shareholders' Meeting", **at the latest on Tuesday 14 July 2026**.

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 / Financial Calendar / Shareholders' Meeting" 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 / 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 agenda items during the shareholders' meeting.

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 Thursday 23 July 2026**. 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 / Financial Calendar / Shareholders' Meeting".

### **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 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 the 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 shareholders' 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 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  
Korte Keppestraat 21  
9320 Erembodegem (Aalst)  
Belgium  
Tel: +32 53 333 689  
E-mail: shm@ontexglobal.com

The Board of Directors