

GREENYARD

Public limited liability company
Strijbroek 10
2860 Sint-Katelijne-Waver (Belgium)
RLP Antwerp, Mechelen division
VAT BE 0402.777.157

CONVENING NOTICE OF THE EXTRAORDINARY AND ORDINARY GENERAL SHAREHOLDERS' MEETING OF GREENYARD NV TO BE HELD ON SEPTEMBER 20, 2024

The shareholders of Greenyard NV (**Greenyard** or the **company**) are invited to attend on **Friday, September 20, 2024**, the extraordinary general shareholders' meeting of the company at 1:45 p.m. (CEST) (the **extraordinary general meeting**) to be held in the presence of notary public Van Roosbroeck and, following this, the ordinary general shareholders' meeting of the company at 2:00 p.m. (CEST) (the **ordinary general meeting**) at the Crowne Plaza Antwerp Hotel (conference room Albertdok) at Gerard Le Grellelaan 10, 2020 Antwerp (Belgium), to deliberate on the agenda and resolution proposals as set forth below.

EXTRAORDINARY GENERAL MEETING: AGENDA AND RESOLUTION PROPOSALS

1. **Renewal of the authorisation to the board of directors to acquire, dispose of and cancel the company's own shares.**

Resolution proposal: Renewal of the authorisation granted to the board of directors by the extraordinary general meeting of September 17, 2021, to acquire, dispose of and cancel the company's own shares, for a new term of five years, and consequently, replacement of current article 12, paragraphs 1 to 3 of the articles of association of the company with the following text:

"Article 12: Acquisition, disposal of and cancellation of own shares

The board of directors is authorised, during a five-year period counting from the date of the extraordinary general shareholders' meeting of the company held on [September 20, 2024], and within the limits determined by law, whether on or outside of the stock exchange, directly or indirectly, to acquire by way of purchase or exchange, contribution or any other means of acquisition, the maximum number of company's shares permitted by law, without requiring further general meetings' approval or resolution, at a price or a consideration per share not higher than 20% above the highest closing price of the share on Euronext Brussels over the last 20 trading days preceding the acquisition, with a minimum of € 1 per share.

The board of directors is also authorised to dispose of the acquired shares on or outside of the stock exchange by way of sale, exchange, contribution, conversion of bonds or any other means of transfer, to offer these shares to the personnel, to otherwise dispose of or cancel these shares, without requiring further general meetings' approval or resolution and without limitation in time.

These authorisations also apply for any acquisitions and disposals of company's shares, directly or indirectly, by direct subsidiaries of the company in accordance with article 7:221 of the Belgian Code on Companies and Associations."

2. Renewal of the authorisation to the board of directors to acquire and dispose of the company's own shares to prevent an imminent serious disadvantage to the company.

Resolution proposal: Renewal of the authorisation granted to the board of directors by the extraordinary general meeting of September 17, 2021, to acquire and dispose of the company's own shares to prevent an imminent serious disadvantage to the company, for a new term of three years, and consequently, replacement of current article 12, (last) paragraph 4 of the articles of association of the company with the following text:

"In addition, the board of directors is authorised, during a three-year period counting from the publication in the annexes of the Belgian Official Gazette of the amendment to the articles of association approved by the extraordinary general shareholders' meeting of the company held on [September 20, 2024], whether on or outside of the stock exchange, directly or indirectly, to acquire (by way of purchase or exchange, contribution or any other means of acquisition) or to dispose of (by way of sale, exchange, contribution, conversion of bonds or any other means of transfer) company's shares, if such acquisition or disposal is necessary to prevent an imminent serious disadvantage to the company. This authorisation also applies for the acquisition or disposal of company's shares, directly or indirectly, by direct subsidiaries of the company in accordance with article 7:221 of the Belgian Code on Companies and Associations."

ORDINARY GENERAL MEETING: AGENDA AND RESOLUTION PROPOSALS

1. Acknowledgment and discussion of the annual report of the board of directors and of the report of the statutory auditor relating to the annual accounts and the consolidated financial statements for the financial year ended on March 31, 2024.

2. Acknowledgment and approval of the annual accounts for the financial year ended on March 31, 2024, and the allocation of the annual result as proposed by the board of directors, including a (gross) dividend distribution of EUR 0.25 per share.

Resolution proposal: Approval of the annual accounts for the financial year ended on March 31, 2024, and the allocation of the annual result as proposed by the board of directors, including a (gross) dividend distribution of EUR 0.25 per share, payable as of October 4, 2024, and the authorisation of the board of directors with all further powers in view of the dividend distribution.

3. Acknowledgement and discussion of the consolidated financial statements for the financial year ended on March 31, 2024.

4. Acknowledgement and approval of the remuneration report, as included in the annual report of the board of directors, for the financial year ended on March 31, 2024.

Resolution proposal: Approval of the remuneration report, as included in the annual report of the board of directors, for the financial year ended on March 31, 2024.

5. Acknowledgement and approval of the revised remuneration policy.

Resolution proposal: Approval of the revised remuneration policy, which will enter into force as of April 1, 2024, in accordance with article 7:89/1 and, to the extent necessary and applicable, article 7:91 of the Belgian Code on Companies and Associations.

6. Discharge in favour of the directors for the performance of their mandate during the financial year ended on March 31, 2024.

Resolution proposal: Grant, by a separate vote, of discharge to each individual director of the company, in office during the financial year ended on March 31, 2024, including the permanent representatives of each director-legal person, for the performance of their mandate during the financial year ended on March 31, 2024.

7. Discharge in favour of the statutory auditor for the performance of its mandate during the financial year ended on March 31, 2024.

Resolution proposal: Grant of discharge to the statutory auditor of the company, including its permanent representative, for the performance of its mandate during the financial year ended on March 31, 2024.

8. Renewal of the mandate of an independent non-executive director.

Resolution proposal: On the proposal of the board of directors, and in accordance with the advice of the company's nomination and remuneration committee, (a) renewal of the mandate of Aalt Dijkhuizen B.V., with its registered office at Dr. Cuypersstraat 11, 3961 CS Wijk bij Duurstede, the Netherlands (Chamber of Commerce 59485337), permanently represented by Mr. Aalt Dijkhuizen, as an independent non-executive director of the company, for a period of four years, effective as of today and ending immediately after the ordinary general meeting to be held in 2028 for the financial year ending on March 31, 2028 and (b) confirmation of the mandate of Aalt Dijkhuizen B.V., permanently represented by Mr. Aalt Dijkhuizen, as an independent member of the board of directors since: (i) Aalt Dijkhuizen B.V. and its permanent representative meet the independence criteria set forth in article 7:87 of the Belgian Code on Companies and Associations, and provision 3.5 of the Belgian Corporate Governance Code 2020, and (ii) the board of directors has no indication of any element that might call its independence into question. The mandate of Aalt Dijkhuizen B.V., permanently represented by Mr. Aalt Dijkhuizen, as an independent non-executive director of the company, is remunerated as provided for non-executive members of the board of directors in the company's applicable remuneration policy, as outlined in the remuneration report for the financial year ended on March 31, 2024, and as approved by the general shareholders' meeting from time to time.

9. Appointment of the statutory auditor for the "assurance" of the CSRD sustainability reporting.

Resolution proposal: On the proposal of the board of directors, and in accordance with the recommendation of the company's audit committee, taking into account the pending transposition of the Corporate Sustainability Reporting Directive 2022/2464/EU (**CSRD**) into Belgian law, extension of the current statutory auditor's mandate, being KPMG Bedrijfsrevisoren BV, with its registered office at Brussels National Airport 1K, B-1930 Zaventem and registered with the Crossroads Enterprise Database under the number 0419.122.548 (RLP Brussels), permanently represented by Mr. Filip De Bock (IBR no. A01913), with the additional assurance assignment of the company's sustainability reporting as required by the CSRD and in accordance with the Belgian law transposing the CSRD, once it is promulgated. The term aligns with the current mandate of KPMG Bedrijfsrevisoren BV as statutory auditor, ending immediately after the ordinary general meeting to be held in 2026 for the financial year ending on March 31, 2026. The financial terms

and conditions of this assignment will be agreed upon by the company and the statutory auditor in accordance with the Belgian law transposing the CSRD.

10. Approval of change of control provisions in accordance with article 7:151 of the Belgian Code on Companies and Associations related to the Multi-Country Factoring Syndication Agreement dated March 26, 2024.

Resolution proposal: Approval, and if necessary ratification, in accordance with article 7:151 of the Belgian Code on Companies and Associations, of (a) clause 15.1 (j) (*Enforcement events/Events of default*) of the Multi-Country Syndication Agreement dated March 26, 2024 (the **Agreement**), entered into between, among others, Greenyard and certain of its subsidiaries indicated therein as the *Clients*, on the one side, and ING Commercial Finance Belux NV (*Agent*), KBC Commercial Finance NV and Belfius Commercial Finance NV as the *Factors*, on the other side, and (b) any other provision of the Agreement, and (c) all other documents and transactions related to the Agreement that grant rights to third parties affecting the assets of the company, or cause a debt or undertaking for the company, whenever the exercise of such rights is dependent on the launch of a public takeover bid on the shares of the company, or a change of control of the company.

PARTICIPATION IN THE EXTRAORDINARY AND ORDINARY GENERAL MEETING

To participate in person or by proxy in the extraordinary and ordinary general meeting, shareholders of the company are kindly requested to take due note of the following provisions, in accordance with article 31 of the articles of association:

CONDITIONS FOR ADMISSION

According to article 7:134, §2 of the Belgian Code on Companies and Associations, shareholders are admitted to the extraordinary and ordinary general meeting and can exercise their voting rights thereat if the following two conditions are met:

1. Greenyard must receive proof from the shareholders that the number of shares with which they intend to participate in the extraordinary and ordinary general meeting is recorded in their name on **Friday, September 6, 2024, at midnight (24:00 (CEST))** (the **registration date**), and
2. These shareholders must notify Greenyard no later than **Saturday, September 14, 2024**, of their intention to participate in the extraordinary and ordinary general meeting:
 - a. Through ABN AMRO Bank N.V. (**ABN AMRO**) by way of the electronic procedure: see below, **a. Electronic notification of participation**, or
 - b. Directly to the company by way of written notification: see below, **b. Written notification of participation**.

a. Electronic notification of participation

Holders of **registered shares** or **dematerialized shares** who wish to participate in the extraordinary and ordinary general meeting can register electronically by registering itself (as the case may be, through a financial intermediary upon the shareholder's instruction in the event of dematerialized shares) via ABN AMRO (www.abnamro.com/evoting) **no later than Saturday, September 14, 2024**.

The certified account holder or the central securities depository of the holders of dematerialized shares should deliver to ABN AMRO (www.abnamro.com/intermediary), no later than Saturday, September 14, 2024, an electronic certificate confirming the number of dematerialized shares registered and held in the name of the shareholder on the registration date and for which the shareholder has instructed to participate in the extraordinary and ordinary general meeting. ABN AMRO will provide the shareholders who have registered electronically directly or via the relevant financial intermediary, with an admission ticket.

b. Written notification of participation

For shareholders who wish to notify their participation in written form, the following formalities apply:

- Holders of **registered shares** must notify the company by ordinary post or e-mail of the number of shares with which they wish to participate in the extraordinary and ordinary general meeting **no later than Saturday, September 14, 2024**. A form entitled *notice of participation for shareholders* is available on the company's website which can be used for this purpose. The company will verify whether the stated shares are held by the relevant shareholders on the registration date based on their entry in the company's register of registered shares.
- Holders of **dematerialized shares** must prove ownership of the relevant number of dematerialized shares by means of a certificate issued by a certified account holder or central securities depository confirming the number of shares registered in their accounts in the shareholder's name on the registration date and for which the shareholder has stated he/she/it wishes to participate in the extraordinary and ordinary general meeting. The certificate issued by the certified account holder or central securities depository must be provided to the company by ordinary post or e-mail **no later than Saturday, September 14, 2024**.

VOTING BY PROXY

Each shareholder may have himself/herself/itself represented by a proxy at the extraordinary and ordinary general meeting. Shareholders wanting to be represented must, in addition to fulfilling the registration formalities mentioned above, use the following means provided by the board of directors:

a. Electronic proxy

For granting an **electronic proxy**, shareholders must use the platform provided by ABN AMRO (www.abnamro.com/evoting), where the shareholder can grant a proxy with voting instructions via an electronic form. The company must be notified of the proxy **no later than Saturday, September 14, 2024**, through the platform of ABN AMRO.

b. Written proxy

For granting a **written proxy**, shareholders must use the proxy template that is made available by the board of directors at the registered office and on the company's website. The dated and signed proxy must reach the company by ordinary post or e-mail **no later than Saturday, September 14, 2024**.

Shareholders who wish to do so may have themselves represented at the extraordinary and ordinary general meeting by the Company Secretary of the company as their proxy holder. In view of the

potential conflict of interests as employee of the company as provided by article 7:143, §4 of the Belgian Code on Companies and Associations, the Company Secretary may only vote on behalf of the shareholder if the proxy includes specific voting instructions for each item on the agenda.

RIGHT TO ASK QUESTIONS

Shareholders who meet the formalities mentioned above may ask questions either beforehand (in writing) or (verbally) during the extraordinary and ordinary general meeting relating to, as applicable, the reports by the board of directors and the statutory auditor as well as on other items on the agenda for the extraordinary and ordinary general meeting. Questions that are asked in writing will only be answered if the relevant shareholder has complied with the registration and admission conditions described above and if the company has received the written questions **no later than Saturday, September 14, 2024**, by ordinary post or e-mail. More detailed information on this can be found on the company's website.

THE RIGHT TO HAVE ITEMS PUT ON THE AGENDA AND SUBMIT RESOLUTION PROPOSALS

Shareholders who individually or collectively hold at least 3% of the company's share capital may request the company in writing to place one or more items on the agenda of the extraordinary and ordinary general meeting, and to include resolution proposals relative to items on or to be included on the agenda. These requests, together with proof of the required shareholding, and, where applicable, the text of the items on the agenda and the accompanying resolution proposals, must be notified to the company by ordinary post or e-mail and must be received by the company **no later than Thursday, August 29, 2024**. If applicable, the revised agenda will be published **no later than Thursday, September 5, 2024**. More detailed information on this can be found on the company's website.

DATA PROTECTION

The company is responsible for processing the personally identifiable information received from shareholders and proxy holders in the context of the extraordinary and ordinary general meeting in accordance with applicable data privacy laws and Greenyard's internal data protection policy. Such data will be used for the purposes of analysing and administering the attendance and voting process in connection with the meetings and will be transferred to third parties assisting in the administration of the voting process. More information on the processing of personally identifiable information by the company can be found in the company's privacy statement on its website (www.greenyard.group). Shareholders and proxy holders may request access to, and rectification of the information provided to the company via company.secretary@greenyard.group.

PRACTICAL – AVAILABLE DOCUMENTS

Any notice or communication to the company pursuant to this convening notice must be sent by ordinary post or e-mail to Greenyard NV, attn.: Company Secretary, Strijbroek 10, 2860 Sint-Katelijne-Waver, Belgium, or company.secretary@greenyard.group.

For any questions in this regard, please contact Ms. Fran Ooms, Company Secretary, by telephone (+32 (0)15 32 42 59) or by e-mail (company.secretary@greenyard.group).



All documents and forms relating to the extraordinary and ordinary general meeting required by law to be made available to shareholders will be available on the company's website **as from Wednesday, August 21, 2024,**

at: www.greenyard.group/investor-relations/corporate-governance/shareholders-information.

From this date, any shareholder may obtain a printed version of these documents upon simple request.

The board of directors