



**MONTEA**

Public regulated real estate investment company under Belgian law  
Public limited liability company  
27 Industrielaan, box 6 - 9320 Erembodegem (Aalst)  
Ghent Register of Legal Entities, Dendermonde Division – VAT BE 0417.186.211

(the **Company** or **Montea**)

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**CONVOCAATION NOTICE FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
ON 19 MAY 2026**

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The shareholders, bondholders, Montea Management NV, with registered office at 9320 Erembodegem, Industrielaan 27, registered in the register of legal entities at the Crossroads Bank for Enterprises under number 0882.872.026 (Ghent register of Legal Entities, Dendermonde Division) (the **Sole Director** or **Montea Management**) and the statutory auditor of the Company are invited to the ordinary and extraordinary general meeting in order to discuss and decide on the agenda items listed below. The ordinary general meeting will take place on Tuesday 19 May 2026 at 10.00 a.m. (the **Ordinary General Meeting**) and will be immediately followed by the extraordinary general meeting on Tuesday 19 May 2026 at 10:45 a.m. (the **Extraordinary General Meeting**) (the Ordinary General Meeting and the Extraordinary General Meeting are hereinafter referred to together as the **Meeting**).

If the required quorum is not reached at the Extraordinary General Meeting, the Extraordinary General Meeting will be reconvened on 17 June 2026 at 11:00 a.m. to deliberate and decide on the same agenda. At this second meeting, the proposals listed below may be adopted with the same (special) majorities, regardless of the number of shares present or represented

The Ordinary General Meeting and the Extraordinary General Meeting (and if necessary, the second Extraordinary General Meeting) will be organized via a physical meeting at **Industrielaan 27, box 6, 9320 Erembodegem, Belgium**. No live webcast will be organized. Shareholders have the possibility to vote during the physical general meeting of shareholders or in advance through a voting form or a power of attorney. You will find more information about this at the end of this convocation under 'Information for the shareholders'.

**A. AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

- 1. Acknowledgement and discussion of the statutory and consolidated annual accounts of the Company as at 31 December 2025, and the reports of the Sole Director, including the corporate governance statement and the remuneration report, with respect to the statutory annual accounts and consolidated annual accounts of the Company as at 31 December 2025**

*For information purposes only, no resolution needed.*

- 2. Acknowledgement and discussion of the statutory auditor's reports concerning the annual accounts referred to under item A.1.**

*For information purposes only, no resolution needed.*

- 3. Approval of the statutory and consolidated annual accounts closed on 31 December 2025**

Proposed resolution: The general meeting approves the statutory and consolidated annual accounts closed on 31 December 2025.

#### **4. Approval of the appropriation of the results for financial year 2025**

Proposed resolution: The general meeting decides to allocate the result of the last financial year as proposed by the Sole Director, whereby a gross dividend of € 3.93 per share will be distributed.

#### **5. Approval of the remuneration report**

Proposed resolution: The general meeting approves the remuneration report relating to financial year 2025.

#### **6. Discharge to the Sole Director**

Proposed resolution: The general meeting grants discharge to the Sole Director for the fulfillment of its mandate during the financial year 2025

#### **7. Discharge to the permanent representative of the Sole Director**

Proposed resolution: The general meeting grants discharge to the permanent representative of the Sole Director, Mr. Jo De Wolf, for the fulfillment of his mandate during the financial year 2025.

#### **8. Discharge to the statutory auditor and its permanent representative**

Proposed resolution: The general meeting grants discharge to the statutory auditor, and its permanent representative, Mr. Christophe Boschmans (acting on behalf of a BV), for the fulfillment of their mandates during the financial year 2025.

#### **9. Approval of the remuneration of the Sole Director for financial year 2025**

Proposed resolution: The general meeting approves the remuneration of the Sole Director relating to the financial year 2025 for an amount of € 1,190,382.99 (VAT excluded).

#### **10. Remuneration policy**

Proposed resolution: The general meeting takes note of the revised remuneration policy drawn up in accordance with article 7:89/1 of the Code of Companies and Associations. The current version of the remuneration policy dates from 17 May 2022. In accordance with the Code of Companies and Associations, the remuneration policy must be submitted to the general meeting for approval at least every four years.

The proposed new version was drawn up by the board of directors, on the advice of the remuneration and nomination committee, and is available via [Shareholder meeting | Montea](#) together with an explanatory note containing further information on the proposed amendments.

The general meeting decides to approve the remuneration policy with effect as from the date of this general meeting, it being understood that the proposed amendments to the remuneration policy resulting from the change in the sole director to a one-tier board of directors (as indicated as such in the remuneration policy) are only approved subject to the approval by the extraordinary general meeting of the resolutions set out in agenda items B.1, B.2 and B.3.

#### **11. Resolution following the (operation considered equivalent to a) merger with Montea Services BV**

##### **a) Approval of the annual accounts and allocation of the result of the absorbed company Montea Services BV with respect to the period from 1 January 2026 to 31 March 2026**

Proposed resolution: The general meeting approves the annual accounts with respect to the period from 1 January 2026 to 31 March 2026 of the absorbed company Montea Services BV, including the allocation of the result.

##### **b) Discharge to Mr. Jo De Wolf as sole director of the absorbed company Montea Services BV, for the fulfilment of this mandate during the period from 1 January 2026 to 31 March 2026**

Proposed resolution: By separate vote, the general meeting grants discharge to Mr. Jo De Wolf as sole director of the absorbed company Montea Services BV, for the fulfilment of this mandate during the period from 1 January 2026 to 31 March 2026.

- c) Discharge to the statutory auditor of the absorbed company Montea Services BV, and its permanent representative, for the fulfilment of this mandate during the period from 1 January 2026 to 31 March 2026.

*Proposed resolution: The general meeting grants discharge to the statutory auditor of the absorbed company Montea Services BV for the fulfilment of this mandate during the period from 1 January 2026 to 31 March 2026.*

## **12. Approval, pursuant to article 7:151 of the CCA, of clauses granting rights to third parties in connection with a change of control**

In the context of the financing of its activities, the Company has entered into the following (re)financing agreements: (i) term loan facility agreement of 26 May 2025 with Argenta Spaarbank NV for a total amount of € 60 million, (ii) term loan agreement of 12 June 2025 with ING Belgium SA/NV for a total amount of € 50 million, (iii) roll-over credit agreement of 17 June 2025 with Belfius Bank NV for a total amount of € 71 million, (iv) revolving credit agreement of 11 July 2025 with BNP Paribas Fortis NV for a total amount of € 50 million, (v) revolving credit agreement of 26 June 2025 with BNP Paribas Fortis NV for a total amount of € 20 million, (vi) revolving loan facility agreement of 24 June 2025 with ABN Amro for a total amount of € 50 million, and (vii) revolving credit agreement of 16 June 2025 with KBC Bank NV for a total amount of € 55 million (hereinafter collectively referred to as the **Financing Agreements**).

Proposed resolution: The general meeting approves, pursuant to article 7:151 of the CCA, that the Company is a party to the Financing Agreements and that certain provisions of the Financing Agreements grant rights to third parties that affect the Company's assets, or give rise to a debt or an obligation for the Company, the exercise of which depends on a change of control (as defined in the respective Financing Agreements) over (or of a public takeover bid in relation to) the Company.

The general meeting of shareholders decides to appoint (i) Jörg Heirman, General Counsel of the Company, and (ii) Monique Van der Sypt, Corporate Paralegal of the Company, as special proxy holders, each of them acting individually and with the right of substitution, to carry out all the required administrative formalities towards the administration of the Belgian Official Gazette, the clerk's office of the competent enterprise court, the Crossroads Bank for Enterprises and the VAT Administration and to sign all documents and deeds in this regard, as well as to perform, in general, anything that would be necessary or useful for the implementation of this resolution.

## **B. AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

### **1. Transition of the board structure from sole director to a governance structure with a one-tier board of directors**

Proposed resolution: The general meeting decides to change the Company's board structure from a sole director to a one-tier board of directors in accordance with articles 7:85 et seq. of the CCA, with effect from the date of this extraordinary general meeting.

*Additional explanation for the shareholders: Montea Management NV formally confirmed on 16 April 2026 that it agrees with this proposed resolution and will reconfirm this during the extraordinary general meeting.*

### **2. Termination of the sole director's mandate – interim discharge – approval of remuneration up to and including the date of this meeting**

Proposed resolution: Subject to the condition precedent of the general meeting's approval of the resolution set out under B.1, the general meeting decides:

- with effect as from the date of this extraordinary general meeting, to terminate the mandate of Montea Management NV, represented by Mr. Jo De Wolf, as the sole director of the Company;
- to grant interim discharge to Montea Management NV, and to its permanent representative, Mr. Jo De Wolf, for the performance of the mandate of sole director of the Company up to and including the date of this extraordinary general meeting;
- to approve the pro-rata settlement of the remuneration in respect of the exercise of the mandate of sole director from 1 January 2026 up to and including the day immediately preceding the date of this extraordinary general meeting, for a total amount of € 612,598.53.

Additional information for shareholders: On 16 April 2026, Montea Management NV formally confirmed its agreement to this proposed resolution and will reconfirm this at the extraordinary general meeting.

Given the end of the mandate of Montea Management NV as sole director, it is proposed to settle the remuneration for the performance of this mandate during the 2026 financial year. The proposed remuneration is in line with past practice, the remuneration policy and the Company's articles of association, and comprises the remuneration of the directors and the permanent representative of Montea Management NV in the context of its mandate as sole director of the Company.

### 3. Amendment to the articles of association following a change to the governance structure

Proposed resolution: The general meeting takes note of the proposed new articles of association of the company, which are available at [Shareholder meeting | Montea](#), together with (i) an explanatory note detailing the proposed amendments, and (ii) a mark-up against the current text of the articles of association.

The general meeting takes note of the fact that the proposed amendments are intended to bring the articles of association into line with the change in the governance structure from a sole director to a one-tier board of directors and that the FSMA approved the proposed amendments to the articles of association on 24 March 2026 in accordance with Article 12 of the RREC Act.

Subject to the resolutions set out under B.1 and B.2, the general meeting decides, with effect from the date of this extraordinary general meeting, to adopt the following amended articles of association:

#### **"TITLE I – TYPE OF COMPANY**

##### Article 1 – Form and name

1.1. The Company has the form of a public limited liability Company with the name: "Montea".

1.2. The Company is a public regulated real estate Company (abbreviated, "public RREC") in the meaning of the Act of May 12, 2014 on regulated real estate companies, as amended from time to time (hereinafter the "RREC Act"), whose shares are admitted to trading on a regulated market which raises its financial resources in Belgium or abroad through a public offering of shares.

The name of the Company is preceded or followed by the words "public regulated real estate Company under Belgian law" or "Public RREC under Belgian law" and all documents emanating from the Company will mention the same statement.

The Company is subject to the RREC Act and the Royal Decree of July 13 2014 regarding regulated real estate companies, as amended from time to time (hereinafter referred to as the "RREC Royal Decree") (this act and this royal decree are hereinafter jointly referred to as "the RREC legislation").

##### Article 2 – Registered office, e-mail address and website

The registered office is situated in the Flemish Region.

The governing body is authorised to relocate the Company's registered office within Belgium, on condition that said relocation, in accordance with the applicable language legislation, does not require an amendment to the language of the articles of association. Such decision does not require an amendment to the articles of association unless the Company's registered office is being relocated to a different Region. In this latter case, the governing body is authorised to decide on the amendment to the articles of association.

If the language of the articles of association has to be changed as the result of the relocation of the registered office, only the general meeting of shareholders may take this decision in accordance with the requirements laid down for an amendment to the articles of association.

The Company may, by simple decision taken by the governing body, establish administrative offices, subsidiaries or branches, both in Belgium and abroad.

The e-mail address of the Company is: [info@montea.com](mailto:info@montea.com).

The website of the Company is: [www.montea.com](http://www.montea.com)

The governing body may change the Company's e-mail address and website in accordance with the Code of Companies and Associations.

##### Article 3 – Object

3.1. The Company has as its exclusive object:

(a) to make real estate property available to users, directly or via a Company in which it owns a participation in accordance with the terms of the RREC Act and in execution of the decisions taken and regulations set under it; and

(b) within the boundaries of the RREC legislation, to own property within the meaning of the RREC legislation. If the RREC legislation changes in the future and designates other types of assets as real estate within the meaning of the RREC legislation, the Company will also be allowed to invest in these additional types of assets.

(c) in the long term, to conclude or join one or more contracts with a public client, directly or through a Company in which it owns equity interest pursuant to the provisions of the RREC regulation and the implementing decrees and regulations, if necessary in cooperation with third parties:

(i) "Design, Build, Finance" (DBF) agreements;

(ii) "Design, Build, (Finance) and Maintain" DB(F)M agreements;

(iii) "Design, Build, Finance, (Maintain) and Operate" DEF(M)O agreements; and/or

(iv) public works concession agreements for buildings and/or other immovable infrastructure and services relating thereto, and on the basis of which:

(i) it ensures the provision, maintenance and/or operation for the benefit of a public entity and/or the citizen as end-user, in order to meet a social need and/or to provide a public service; and

(ii) it can bear all or part of the related financing, availability, demand and/or operating risk, in addition to any construction risk, without necessarily having rights in rem; or

(d) in the long term, either directly or through a Company in which it owns equity pursuant to the RREC regulation and the resolutions and regulations adopted pursuant thereto, if necessary, in cooperation with third parties, develop, have developed, set up, manage, operate, run or make available to third parties:

(i) facilities and repositories for the transport, distribution or storage of electricity, gas, fossil or non-fossil fuel and energy in general and related goods;

(ii) utilities for the transport, distribution, storage or purification of water and related goods;

(iii) installations for the generation, storage and transport of renewable or non-renewable energy and related goods; or

(iv) waste and incineration plants and related goods.

(e) the initial holding of less than 25% of the capital or, if the Company concerned has no capital, less than 25% of the equity of a Company in which the activities referred to in article 3.1, (c) above are carried out, insofar as said equity interest is converted into an equity interest in accordance with the provisions of the RREC legislation within two years, or any longer period required by the public entity with which the contract is concluded in this respect, following the end of the construction phase of the PPP project (within the meaning of the RREC legislation) as a result of a transfer of shares.

If the RREC legislation should be amended in the future and authorize the Company to perform new activities, the Company will also be authorized to perform those additional activities.

For the provision of immovable property, the Company may, in particular, carry out all activities relating to the creation, reconstruction, renovation, development, acquisition, disposal, management and operation of immovable property.

3.2. The Company may invest, on an ancillary or temporary basis, in securities other than real estate within the meaning of the RREC legislation. Such investments shall be made in accordance with the risk management policy adopted by the Company and shall be diversified in order to ensure appropriate risk diversification. The Company may also hold unallocated liquid assets in any currency in the form of sight or term deposits or in the form of any other easily negotiable monetary instrument.

In addition, the Company may enter into transactions relating to hedging instruments for the sole purpose of hedging interest rate and exchange rate risks in the financing and management of the Company's activities as referred to in the RREC Act and excluding any transaction of a speculative nature.

3.3. The Company may acquire or lease one or more real estate properties. The activity of property leasing with a purchase option may be exercised only on an ancillary basis, unless such immovable property is intended for a general interest including social housing and education (in which case the activity may be exercised as the main activity).

3.4. The Company may, by means of a merger or in any other way, take an interest in all businesses, enterprises or companies with a similar or complementary object, and of such a nature as to promote the development of its business and, in general, it may carry out all operations directly or indirectly related to its corporate object as well as all acts that are relevant or necessary to attaining said corporate object.

#### Article 4 – Prohibition provisions

The Company may not in any way:

- act as a property developer in the sense of the RREC legislation, with the exception of occasional transactions;
- participate in an association for permanent acquisition or guarantee;
- lend financial instruments, with the exception of loans granted under the conditions and in accordance with the provisions of the Royal Decree of March 7, 2006;
- acquire financial instruments issued by a Company or private law association that has been declared bankrupt, that has entered into a private agreement with its creditors, that is the subject of judicial reorganisation proceedings, that has obtained deferral of payment, or that is the subject of a similar measure in another country.
- make contractual arrangements or implement statutory provisions in respect of perimeter companies, that might affect their voting rights attributed to them under the applicable law in relation to a shareholding of 25% plus one vote.

#### Article 5 - Duration

5.1. The Company is established for an indefinite period.

### **TITEL II - CAPITAL – SHARES**

#### Article 6 - Capital

6.1. Registration and payment of the capital

The Company share capital amounts to four hundred and seventy-six million nine hundred and forty-nine thousand three hundred and eighty-five euros and forty-one cents (€ 476,949,385.41) and is represented by twenty-three million four hundred and two thousand eight hundred and eighty-four (23,402,884) shares without nominal value, each representing one/twenty-three million four hundred and two thousand eight hundred and eighty-fourths (1/23,402,884ths) of the of the capital.

6.2. Capital increase

Any capital increase will be made in accordance with the Code of Companies and Associations and the RREC legislation. The Company is prohibited from directly or indirectly subscribing to its own capital increase.

On the occasion of any capital increase, the governing body shall determine the price, the possible issue premium and the conditions of issue of the new shares, unless the general meeting of shareholders itself would determine them.

If an issue premium is requested, it must be booked in one or more separate equity accounts in the liabilities section of the balance sheet. The governing body may freely decide to place any issue premiums, possibly after deduction of an amount equal at most to the cost of the capital increase within the meaning of the applicable IFRS rules, in an unavailable account which shall constitute the guarantee of third parties on the same footing as the capital and which may under no circumstances be reduced or abolished except by a decision of the general meeting decisive as regards the amendment of the articles of association, except for conversion into capital. The contributions in kind may also relate to the dividend right within the framework of the distribution of an optional dividend, with or without an additional contribution in cash.

In the event of a capital increase by cash contribution by decision of the general meeting or within the framework of the authorized capital, the shareholders' preferential right can only be restricted or cancelled insofar as, to the extent required by the RREC legislation, an irreducible allocation right is granted to the existing shareholders when allocating new securities in accordance with the conditions provided for in the RREC legislation.

Capital increases by contribution in kind are subject to the provisions of the Code of Companies and Associations and must be carried out in accordance with the conditions set out in the RREC legislation.

### 6.3. Authorized capital

The governing body is authorized to increase the Company capital in one or several instalments on the dates and in accordance with the conditions as it will determine, in accordance with applicable law, by a maximum amount of

- (a) two hundred and five million thirty-seven thousand four hundred and three euro eighty-nine cents (€ 205,037,403.89) for public capital increases by contribution in cash whereby the option is provided for the shareholders of the Company to exercise the preferential subscription right or the irreducible allocation right;
- (b) two hundred and five million thirty-seven thousand four hundred and three euro eighty-nine cents (€ 205,037,403.89) for capital increases in the framework of the distribution of an optional dividend;
- (c) forty-one million seven thousand four hundred and eighty euro seventy-eight cents (€ 41,007,480.78), for capital increases by way of contribution in cash without the possibility for the shareholders of the Company to exercise the preferential right or irreducible allocation right, provided that the board of directors may increase the capital in accordance with this paragraph (c) only to the extent that the cumulative amount of capital increases carried out in accordance with this paragraph (c) over a twelve-month period does not exceed 10% of the amount of capital at the time of the decision to increase the capital;
- (d) forty-one million seven thousand four hundred and eighty-eight euro seventy-eight cents (€ 41,007,480.78), for (i) a capital increase by way of contribution in kind (other than as referred to in paragraph (b) above), or (ii) any other type of capital increase not referred to in paragraphs (a) to (c) above;

it being understood that, in any event, the board of directors will never be able to increase the capital by more than the maximum amount of four hundred and ten million seventy-four thousand eight hundred and seven euro seventy-seven cents (€ 410,074,807.77). This authorisation is granted for a period of five (5) years from the publication of the minutes of the extraordinary shareholders' meeting of 25 January 2024.

By resolution of the sole director of 14 May 2024, the capital of the Company was increased, within the framework of the authorized capital, by a contribution in kind in accordance with sub (d) of this article, by three million twenty-four thousand three hundred and one euro seventy-nine cents (€ 3,024,301.79), to bring it from four hundred and ten million seventy-four thousand eight hundred and seven euro seventy-seven cents (€ 410,074,807.77) to four hundred and thirteen million ninety-nine thousand one hundred and nine euro fifty-six cents (€ 413,099,109.56), through the issue of one hundred and forty-eight thousand three hundred and ninety-six (148,396) new shares, without indication of nominal value, of which fourteen thousand eight hundred and forty (14,840) are registered shares and one hundred and thirty-three thousand five hundred and fifty-six (133,556) dematerialized shares, which capital increase was accompanied by an issue premium of nine million one hundred and forty-four thousand two hundred and twenty-six euro seventy-five cents (€ 9,144,226.75).

By a resolution of the sole director dated 21 May 2024, followed by a deed of determination dated 12 June 2024, the capital of the Company was increased, within the framework of the authorized capital, in the context of an optional dividend in accordance with sub (b) of this article, by eight million four hundred and sixty-five thousand four hundred and eighty-four euro and thirty-eight cents (€ 8,465,484.38 EUR), to bring it from four hundred and thirty-nine million ninety-nine thousand one hundred and nine euros fifty-six cents (€ 413,099,109.56) to four hundred and twenty-one million five hundred and sixty-four thousand five hundred and ninety-three euros ninety-four cents (€ 421,564,593.94), by issuing four hundred and fifteen thousand three hundred and eighty-four (415,384) new shares, without indication of nominal value, of which one hundred and eight thousand five hundred and sixty-one (108,561) registered shares and three hundred and six thousand eight hundred and twenty-three (306,823) dematerialised shares), which capital increase was accompanied by an issue premium of twenty-three million seventy-one thousand two hundred and ninety-nine euro sixty-seven cents (€ 23,071,299.67).

By resolution of the sole director of 24 September 2024, followed by a deed of determination of 8 October 2024, the capital of the Company was further increased, within the framework of the authorized capital, in accordance with sub (a) of this article, by forty-six million eight hundred forty thousand five hundred and one euro thirty-eight cents (€ 46,840,501.38), to raise it from four hundred and twenty-one million five hundred and sixty-four thousand five hundred and ninety-three euro and ninety-four cents (€ 421,564,593.94) to four hundred and sixty-eight million four hundred and five thousand and ninety-five euro and thirty-two cents (€ 468,405,095.32 EUR), by issuing two million two hundred and ninety-eight thousand three hundred and sixty-three (2,298,363) new shares, without indication of nominal value, of which three hundred and thirty-nine thousand seven hundred and sixty-four (339,764) registered shares and one million nine hundred fifty-eight thousand five hundred ninety-nine (1,958,599) dematerialized shares), which capital increase was accompanied by an issue premium of one hundred seven million one hundred forty-nine thousand eight hundred nineteen euro sixty-two cents (€ 107,149,819.62).

By resolution of the sole director of 28 October 2024, the capital of the Company was increased, within the framework of the authorized capital, by a contribution in kind in accordance with sub (d) of this article, by three million seven thousand six hundred and thirty euro eighty-seven euro cents (€ 3,007,630.87 EUR), to bring it from four hundred and sixty-eight million four hundred and five thousand ninety-five euro and thirty-two euro cents (€ 468,405,095.32) to four hundred and seventy-one million four hundred and twelve thousand seven hundred and twenty-six euro and nineteen euro cents (€ 471,412,726.19), by the issue of one hundred and forty-seven thousand five hundred and seventy-eight (147,578) new shares, without designation of nominal value, of which fourteen thousand seven hundred and fifty-eight (14,758) registered shares and one hundred and thirty-two thousand eight hundred and twenty (132,820) dematerialized shares, which capital increase was accompanied by an issue premium of seven million eight hundred and forty-two thousand three hundred and sixty-nine euro thirteen cents (€ 7,842,369.13).

By resolution of the sole director of 2 December 2025, the capital of the Company was increased, within the framework of the authorized capital, by a contribution in kind in accordance with sub (d) of this article, by five million five hundred and thirty-six thousand six hundred and fifty-nine euro twenty-two euro cents (€ 5,536,659.22 EUR), to bring it from four hundred and seventy-one million four hundred and twelve thousand seven hundred and twenty-six euro and nineteen euro cents (€ 471,412,726.19) to four hundred and seventy-six million, nine hundred and forty-nine thousand, three hundred and eighty-five euro and forty-one euro cents (€ 476,949,385.41), by the issue of two hundred and seventy-one thousand six hundred and seventy-two (271,672) new shares, without designation of nominal value, of which twenty-seven thousand one hundred and sixty-seven (27,167) registered shares and two hundred and forty-four thousand five hundred and five (244,505) dematerialized shares, which capital increase was accompanied by an issue premium of thirteen million six hundred and sixty thousand two hundred and forty-four euro seventy-eight cents (€ 13,660,244.78).

In the event of a capital increase accompanied by a payment or placement of an issue premium, only the amount subscribed to the capital shall be deducted from the usable permanent amount of the authorised capital. When capital increases decided pursuant to these authorisations include an issue premium, the amount thereof should be booked on one or more own separate equity accounts on the liabilities side of the balance sheet.

The capital increases thus decided by the board of directors can be carried out by way of a contribution in cash or contribution in kind in accordance with the applicable legislation, or by way of an incorporation of reserves or issue premiums with or without creation of new shares. The capital increases may give rise to the issue of shares with or without voting rights. These capital increases may also be made by issuing convertible bonds or subscription rights – whether or not attached to another movable asset – which may give rise to the issue of shares with or without voting rights.

Capital increases by way of a contribution in kind are carried out in accordance with the conditions set out in the RREC Legislation and in accordance with the conditions set out in the articles of association. Such contributions may also relate to the dividend right in the context of the distribution of an optional dividend.

The board of directors is entitled to cancel or limit the preferential right of the shareholders, even if this benefits particular persons other than employees of the Company or its subsidiaries, insofar as and to the extent required by the RREC Legislation, an irreducible allocation right is granted to the existing shareholders when allocating new securities. Where applicable, this irreducible right allocation right complies with the conditions set out in the RREC Legislation and the articles of association. Without prejudice to the application of the applicable regulations, the aforementioned restrictions in the context of the cancellation or limitation of the preferential right shall not apply in case of contribution in cash with cancellation or limitation of the preferential right, (i) in the context of the authorised capital where the cumulative amount of the capital increases carried out in accordance with article 26, §1, third paragraph of the RREC legislation over a period of twelve (12) months, does not exceed ten percent (10%) of the amount of capital at the time of the capital increase decision, or (ii) following a contribution in kind in the context of the distribution of an optional dividend to the extent that this is effectively made payable to all shareholders.

#### 6.4. Acquiring, pledging and disposing of own shares.

The Company may acquire, pledge or dispose of its own shares under the conditions stipulated by law.

The governing body is specifically authorized for a period of five (5) years from the publication in the Annexes to the Belgian Official Gazette of the decision of the extraordinary general meeting of May 20, 2025, to acquire or pledge (even outside the stock exchange) on behalf of the Company, the Company's own shares with a maximum of ten percent (10%) of the total number of issued shares at a unit price that cannot be lower than seventy-five percent (75%) of the average closing price of the Montea share on the regulated market Euronext Brussels during the last twenty (20) trading days prior to the date of the transaction (acquisition and pledge) and cannot be higher than one hundred twenty-five (125%) of the average closing price of the Montea share on the regulated market Euronext Brussels during the last twenty (20) trading days prior to the date of the transaction (acquisition and pledge).

The governing body is also expressly authorized to dispose of the Company's own shares to, inter alia, one or more specified persons other than members of the personnel of the Company or its subsidiaries, subject to compliance with the Code of Companies and Associations.

The authorizations referred to above do not affect the possibilities, in accordance with the applicable legal provisions, for the board of directors to acquire, pledge or dispose of shares in the Company if no authorization by the articles of association or from the general meeting of shareholders is (no longer) required.

The authorizations referred to above extend to the acquisitions and disposals of shares of the Company by one or more direct subsidiaries of the Company, within the meaning of the legal provisions governing the acquisition of shares issued by a parent Company by its subsidiaries.

The governing body is also explicitly authorized to dispose of the Company's own shares to the personnel of the Company or its subsidiaries, even if the Company's own shares would be disposed of more than twelve months after their acquisition.

#### 6.5. Capital reduction

The Company may proceed with capital reductions subject to compliance with the statutory requirements therein.

#### 6.6. Mergers, splits and similar transactions

The mergers, demergers and similar transactions referred to in the Code of Companies and Associations must be carried out in accordance with the conditions provided for in the RREC legislation and the Code of Companies and Associations.

Article 7 – Nature of shares

The shares are without par value.

The shares are registered or dematerialised, depending on the preference of the owner or holder (referred to hereinafter as the “Holder”) and in line with any restrictions imposed by law. The Holder may at any time and at no charge request the conversion of his/her/its registered shares into dematerialised shares.

Each dematerialised share will be represented by an entry in an account in the name of its Holder, with a recognised account holder or settlement institution.

A register of registered shares will be kept at the Company’s registered office. Where applicable, this register may also be in electronic form. The Holders of registered shares may examine the entire register of registered shares.

Article 8 – Other securities

The Company may issue all securities that are not prohibited by or under the law, with the exception of profit shares and similar securities and subject to the specific provisions of the RREC regulation and the articles of association. These securities may take the forms provided for in the Code of Companies and Associations.

Article 9 – Listing on the stock exchange and disclosure of major holdings

The Company’s shares must be allowed to trade on a Belgian regulated market, in accordance with the RREC legislation.

The thresholds which when exceeded will result in a notification obligation under the law in terms of the disclosure of major holdings in issuers whose shares are allowed to be traded on a regulated market, are set at 3%, 5% and any multiple of 5% of the total number of existing voting rights.

Subject to the exceptions provided for by law, no one may attend the Company’s general meeting of shareholders with more voting rights than those linked to the securities that they own, in accordance with the law, have notified at least twenty (20) days prior to the date of the general meeting of shareholders. The voting rights attached to these unreported shares are suspended.

**TITLE III – MANAGEMENT AND SUPERVISION**

Article 10 - Management - chairmanship

The board of directors must be composed in such a way that the Company can be managed in accordance with the RREC legislation. The board of directors shall consist of at least five members, who may or may not be shareholders, appointed for a maximum of six years by the general meeting of shareholders and who may at any time be recalled, suspended or dismissed by the latter. Directors may be reappointed. The directors shall meet the requirements laid down by the RREC legislation, where applicable.

The board of directors shall comprise at least three independent members in accordance with the applicable legislation.

Unless the appointment resolution of the general meeting provides otherwise, the mandate of the directors shall run until the ordinary general meeting in the financial year in which their mandate expires in accordance with the appointment resolution.

When a director’s position becomes vacant, the remaining directors shall be entitled to co-opt a new director. The next general meeting must confirm the mandate of the co-opted director; upon confirmation, the co-opted director shall complete the mandate of his predecessor, unless the general meeting decides otherwise. In the absence of confirmation, the mandate of the co-opted director shall end upon the conclusion of the general meeting, without prejudice to the regularity of the composition of the board of directors up to that point.

The board of directors may elect a chairman from among its members.

Article 11 – Meetings

Meetings of the board of directors shall be convened by the chair or by two directors whenever the interests of the Company so require. Notices of meetings shall specify the location, date, time and agenda of the meeting and shall be sent at least five working days before the meeting by post, email or any other written means. In exceptional circumstances, where the aforementioned notice period is impracticable, the notice period may be shorter. If necessary, the notice may be given by telephone.

If the chairman is unable to attend, the board of directors shall be chaired by a director appointed by his colleagues.

Compliance with the notice period does not need to be demonstrated if all directors are present or duly represented and agree to the agenda.

Directors may participate in meetings by any means of telecommunication, videography or other means of communication that enables all directors to communicate with one another. They shall then be deemed to have attended that meeting. Unless otherwise specified, resolutions shall be deemed to have been adopted at the Company’s registered office and on the date of the meeting.

Article 12 – Deliberations

The board of directors may only validly deliberate if at least half of its members are present or represented.

The board of directors may take decisions in writing without meeting, provided that such decisions are taken by unanimous agreement of all directors.

The board of directors may only validly deliberate on items not included on the agenda with the consent of the entire board of directors and provided that all directors are present or represented.

Any director may, by letter, email or other written means, as well as by email, grant a proxy to another director to represent him at a meeting of the board of directors.

A director who, in relation to a decision or the execution of a transaction or decision, has a direct or indirect financial interest that conflicts with a decision or transaction falling within the competence of the board of directors must comply with the provisions of article 7:96 of the Companies and Associations Code.

Resolutions of the board of directors are adopted by a majority of the votes cast. Abstentions are not counted in either the numerator or the denominator.

In the event of a tie or a deadlock in the votes cast, the vote of the chairman of the board of directors shall be decisive.

#### Article 13 – Minutes

The deliberations and decisions of the board of directors, including those taken during video or telephone conferences, shall be recorded in minutes signed by the members present. Proxies shall be attached to the minutes.

Copies or extracts, to be submitted in court or otherwise, shall be signed by the chairman of the board of directors, two directors or a person responsible for day-to-day management.

#### Article 14 – Powers of the board of directors

14.1. The board of directors shall have the most extensive powers to perform all acts necessary or useful for the realisation of the object with the exception of those acts reserved by law or by the articles of association for the general meeting.

14.2. The board of directors may delegate the day-to-day management of the Company and the representation of the Company in relation to such management to one or more persons who need not necessarily be directors, and who may, as the case may be, act individually, jointly or as a body. Any person entrusted with the day-to-day management may delegate his powers in the context of day-to-day management to a representative, even if the latter is not a shareholder or director, for specific and well-defined matters.

14.3. The board of directors may delegate all special powers to any proxy holder, even if the latter is not a director or shareholder, within the limits set by the applicable legal provisions.

14.4. The board of directors may, in accordance with the RREC Law, determine the remuneration of those to whom day-to-day management or specific powers have been delegated. The board of directors may revoke the mandate of such representatives at any time.

14.5. The board of directors shall appoint one or more independent valuation experts in accordance with the RREC Law and, where applicable, shall propose any amendments to the list of experts included in the file attached to the application for recognition as a RREC.

#### Article 15 – Advisory and specialized committees

The board of directors will establish an audit committee and a remuneration and nomination committee in its midst and define their composition, tasks and powers. The board of directors may also establish one or more consultative committees in its midst and under its responsibility, for which it will define the composition and tasks.

#### Article 16 – Effective leaders

To the extent required by the RREC legislation, the Company entrusts the effective management of the Company to at least two natural persons.

The persons charged with the effective management must comply with the requirements of reliability and expertise, as provided for in the RREC legislation, and may not fall within the scope of the prohibition conditions set out in the RREC legislation.

To the extent that the Company is legally required to appoint effective leaders, such appointments shall be submitted to the FSMA for approval in advance.

#### Article 17 – Representation of the Company and signature of documents

The Company is legally represented in all its dealings, including legal representation, by two directors acting jointly.

Where a person is entrusted with the day-to-day management, the Company shall be legally represented in all acts of day-to-day management by that person, who shall not be required to provide proof of a prior resolution by any body of the Company to third parties. Furthermore, the Company shall be validly represented by special proxy holders within the limits of their proxy.

#### Article 18 – Revised supervision

The Company appoints one or more statutory auditors to perform the functions entrusted to them under the Code of Companies and Associations and the RREC legislation.

To the extent required by the RREC legislation, the statutory auditor must be approved by the FSMA.

### **TITEL IV – GENERAL MEETING**

#### Article 19 – General meeting of shareholders

The annual general meeting will convene on the third (3) Tuesday of May at ten (10.00) am.

If this day falls on a statutory public holiday, the meeting will be held on the previous working day at the same time (Saturdays and Sunday are not working days).

The ordinary or extraordinary general meeting of shareholders will be held at the Company's registered office or at any other location stated in the letter of summons or in any other way.

The threshold from which one or more shareholders may demand the calling of a general meeting in order to present one or more proposals, and in accordance with the Code of Companies and Associations, is set at max. ten percent (10%) of the capital.

One or more shareholders, who together own at least three per cent (3%) of the capital, may in accordance with the terms of the Code of Company and Associations, request that the topics to be discussed be included on the agenda of any general meeting of shareholders and may propose items to be decided on in relation to the topics to be discussed that are on the agenda or that will be included on it.

#### Article 20 – Attendance at the meeting

The right to attend a general meeting of shareholders and to exercise a voting right depends on the accounting registration of the shareholder's registered shares at midnight (Belgian time) (referred to below as the 'registration date'), either by registering them in the Company's registered shares register, or by registering them in the accounts of an accredited account holder or settlement institution, regardless of the number of shares owned by the shareholder in the day of the general meeting.

The owners of dematerialized shares who wish to take part in the meeting must submit a certificate issued by their financial intermediary or accredited account holder, stating the number of dematerialized shares registered on the registration date in their accounts in the name of the shareholder and for which the shareholder has indicated that he or she wishes to attend the general meeting. They shall notify the Company or the person designated by the Company for that purpose, as well as their wish to participate in the general meeting of shareholders, if applicable by sending a proxy, at the latest on the sixth day prior to the date of the general meeting via the Company's email address or via the email address specifically mentioned in the convocation.

The owners of registered shares who wish to participate in the meeting must notify the Company, or the person it has designated for that purpose, of their intention no later than the sixth (6th) day preceding the date of the meeting, via the Company's email address or via the email address specifically mentioned in the convocation, or, as the case may be, by sending a proxy.

#### Article 21 – Voting by proxy

Any owner of securities granting the right to take part in the general meeting may be represented by a proxy, who/which may or may not be a shareholder.

The shareholder may only appoint one person as proxy for a particular general meeting, subject to the derogations stated in the Code of companies and associations.

The proxy must be signed by the shareholder and must be notified to the Company no later than on the sixth day prior to the general meeting. This will be done via the Company's e-mail address or via the e-mail address specifically stated in the convening notice.

The governing body may draw up a proxy form.

If more than one person holds right in rem to the same share, the Company may suspend the exercise of the voting rights attached to the share until such time as one person has been designated as the holder of the voting rights.

#### Article 22 – Bureau

All general meetings will be presided over by the chairman of the board of directors or, in his/her absence, by the person appointed by the directors present.

The chairman will appoint the secretary and the scrutineer of the votes. These persons do not have to be shareholders. These two functions may be carried out by a single person. The chairman, secretary and scrutineer constitute the bureau.

#### Article 23 – Number of votes

Each share entitles the holder to one (1) vote, without prejudice to cases where the voting right provided for in the Code of Companies and Associations or any other applicable law has been suspended.

#### Article 24 - Deliberation

The general meeting may validly deliberate and vote, regardless of the proportion of the capital present or represented, except in cases where the Code of Companies and Associations requires an attendance quorum.

The general meeting may only validly deliberate on amendments to the articles of association if at least half of the capital is present or represented.

If this condition is not fulfilled, the general meeting must be reconvened and the second meeting will make valid decisions regardless of the proportion of the capital represented by the shareholders present or represented.

The general meeting may not deliberate on topics that are not on the agenda.

Unless stated otherwise in a statutory provision, any decision of the general meeting must be approved by a majority of votes cast, regardless of the number of shares represented. Blank or invalid votes cannot be added to the number of votes cast.

If the votes are tied, the proposal will be rejected.

Any amendment to the articles of association will only be permitted if it is approved by at least three-quarters (3/4) of the votes cast or, if it relates to a change of in the Company's object, by four-fifths (4/5) of the votes cast, where abstentions are neither included in the numerator or the denominator. Voting will be conducted by a show of hands or roll call, except where the general meeting decides otherwise by a simple majority of the votes cast.

To the extent required by the RREC legislation, any proposed amendment to the articles of association must be submitted beforehand to the FSMA.

An attendance list showing the names of the shareholders and the number of shares will be signed by each of the shareholders or by a representative prior to the beginning of the meeting.

#### Article 25 – Remote voting

Shareholders will be authorised to vote remotely by letter, using a form drawn up and made available by the Company, provided the governing body has authorised the use of remote voting in the convocation letter.

This form must state the date and place of the meeting, the name or title of the shareholder and his/her/its place of residence or registered office, the number of votes that the shareholder wishes to vote with at the general meeting, the form of the votes held by the shareholder, the topics on the agenda for the meeting (including proposals for decisions) and a space allowing the shareholder to vote for or against each decision proposal, or to abstain, as well as the deadline by which the voting form must reach the Company. The form must expressly state that it must be signed and reach the Company at the latest on the sixth day prior to the meeting, in the manner stated in the convocation letter.

Under article 7:137 of the Code Companies and Associations, the governing body can provide the possibility for each shareholder and any other holder of securities referred to in article 7:137 of the Code of Companies and Associations to vote remotely at the general meeting using a means of electronic communication made available by the Company.

Shareholders who take part in the general meeting in this way are, for the purpose of fulfilling the majority and attendance conditions, deemed to be present at the place where the meeting is held. The means of electronic communication mentioned above must enable the Company to verify the capacity and identity of the shareholder in accordance with methods established by the governing body. This body may set any additional conditions designed to safeguard the security of the means of electronic communication. The means of electronic communication must at least enable the holders of securities mentioned in the first paragraph to be aware directly, simultaneously and uninterruptedly of discussions during the meeting and, for shareholders, to exercise their voting right in relation to all of the topics on which the meeting is to express itself.

The governing body may also ensure that the means of electronic communication enables them to take part in the deliberations and ask questions. If the governing body provides the ability to take part in the general meeting by way of a means of electronic communication, the letter of convocation to the general meeting will state the terms and procedures that apply.

#### Article 26 – Minutes

The minutes of the general meeting will be signed by the members of the bureau and by any shareholders who request to do so. Copies of or extracts from the minutes that are used in court or otherwise must be signed either by two directors, or by the person to whom the day-to-day management has been delegated.

#### **TITLE V – FINANCIAL YEAR – ANNUAL ACCOUNTS - DIVIDENDS – ANNUAL REPORT**

##### Article 27 – Financial year – annual accounts

The financial year commences on January 1st and ends on December 31st each year. At the end of each financial year, the books and accounting transactions will be closed and the governing body will draw up an inventory, as well as the annual accounts.

The governing body will draw up a report (the annual report), in which the board of directors accounts for its management. The statutory auditor will prepare a written and comprehensive report for the annual general meeting (the audit report).

##### Article 28 – Dividends

Within the limits set by the Code of Companies and Associations and the RREC legislation, the Company must distribute a dividend to its shareholders, the minimum amount of which is set by the RREC legislation.

##### Article 29 – Interim dividends

The governing body may, under its own responsibility, decide to pay out interim dividends in the cases and at the periods permitted by law.

##### Article 30 – Availability of the annual and half-yearly reports

The Company's annual and half-yearly reports containing the Company's statutory and consolidated annual and half-yearly accounts, as well as the report from the statutory auditor, will be made available to the shareholders in line with the provisions that apply to the issuers of financial instruments permitted for trading on a regulated market and with the RREC legislation. The Company's annual and half-yearly reports will be published on the Company website.

The Company's annual and half-yearly reports will be published on the Company website.

Shareholders may obtain a free copy of the annual and half-yearly reports from the Company's registered office.

#### **TITLE VI – DISSOLUTION – LIQUIDATION**

##### Article 31 – Loss of capital

In the event of the capital being reduced by one-half or three-quarters, the governing body must submit to the general meeting the request for dissolution pursuant to and in accordance with the provisions of the Companies and Associations Code.

##### Article 32 – Appointment and powers of the liquidators

The Company may be dissolved at any time by a resolution of the general meeting, which shall deliberate in the manner required by law, or shall be dissolved in the cases specified by law.

In the event of dissolution with liquidation, one or more liquidators shall be appointed by the general meeting where applicable.

The liquidation of the Company will be closed in accordance with the provisions of the Companies and Associations Code.

##### Article 33 - Distribution

Distribution to the shareholders will not take place until after the meeting to close the liquidation.

Except in the event of a merger, the net assets of the Company, once all debts have been discharged or the sums necessary for that have been set aside, will first be applied to repay all fully paid-up capital. Any balance will be distributed equally among all of the Company's shareholders in proportion to the number of shares they own.

#### **TITLE VII – GENERAL AND TRANSITIONAL PROVISIONS**

##### Article 34 – Choice of domicile

For the execution of the articles of association any shareholder or bondholder domiciled abroad, any director, delegate to the day-to-day management, statutory auditor or liquidator, is deemed to elect domicile in Belgium. Failing this, such persons shall be deemed to have elected domicile at the Company's registered office, at which place all notices, summonses or official notifications may be validly served on them.

The holders of registered shares are required to notify the Company of any change to their place of domicile. If this is not the case, all notices, summonses or official notifications may be validly served to their last known place of domicile.

##### Article 35 – Jurisdiction

All disputes between the Company, its shareholders, bond holders, directors, statutory auditors and liquidators relating to Company matters and in execution of these articles of association, will derive to the exclusive competence of the Company's registered office, except where the Company expressly waives such jurisdiction.

##### Article 36 – General provisions

Any provisions of these articles of association that may be contrary to the provisions of the RREC legislation or any other applicable legislation shall be considered as not written. The nullity of one article or part of an article in these articles of association will not affect the validity of the other statutory clauses (or parts thereof)."

#### 4. Nomination of directors and remuneration

##### a) Nomination

Proposed resolution: Subject to the approval of the resolutions referred to in B.1, B.2 and B.3, the general meeting decides, with effect from the date of this extraordinary general meeting, to nominate the following persons as directors of the Company as follows:

- a) nomination of Mr. Jo De Wolf as non-independent executive director for a term of four years until the annual general meeting to be held on 21 May 2030;
- b) nomination of Mr. Dirk De Pauw as non-independent, non-executive director and chairman of the board of directors for a period of three years until the annual general meeting to be held on 15 May 2029;
- c) nomination of Mr. William Snoeck as non-independent and non-executive director for a term of three years until the annual general meeting to be held on 15 May 2029;
- d) the appointment of Ms. Lieve Creten as independent non-executive director for a period of three years until the annual general meeting to be held on 15 May 2029;
- e) the appointment of Mr. Dirk Lannoo as independent non-executive director for a period of three years until the annual general meeting to be held on 15 May 2029;
- f) the appointment of Mr. Koen Van Gerven as independent non-executive director for a period of two years until the annual general meeting to be held on 16 May 2028;
- g) the appointment of Ms. Barbara De Saedeleer as independent non-executive director for a period of two years until the annual general meeting to be held on 16 May 2028.

The information made available to the Company shows that Ms. Lieve Creten, Mr. Dirk Lannoo, Mr. Koen Van Gerven and Ms. Barbara De Saedeleer meet the general independence criteria set out in Article 7:87 of the CCA and the specific independence criteria set out in Article 3.5 of the 2020 Corporate Governance Code. The board of directors of the Sole Director has confirmed that it has no evidence of any matter relating to Ms. Lieve Creten, Mr. Dirk Lannoo, Mr. Koen Van Gerven and Ms. Barbara De Saedeleer that could raise doubts as to their independence as referred to in Article 7:87 §1 of the CCA.

*Additional information for shareholders: In order to ensure a smooth transition from a structure with a sole director to a one-tier board of directors, the aim is to ensure the continuity of the current directors as far as possible. It is therefore proposed to appoint the current directors of Montea Management NV directly as directors of the Company for a term equal to the remaining term of their current term as directors of Montea Management NV. The proposed composition of the Company's board of directors will thus be identical to the composition of the board of Montea Management NV as the Company's statutory sole director, with the exception of Mr. Peter Snoeck, whose term as director expires on May 19, 2026 and for whom it is proposed that he be replaced by Mr. William Snoeck for an initial term of three years.*

*The FSMA approved the proposed appointments on 7 April 2026 in accordance with article 14 §4 of the RREC Act.*

##### b) Remuneration

Proposed resolution: Subject to the approval of the resolution referred to under B.4. a), the general meeting decides to remunerate the non-executive directors thus nominated, in accordance with the remuneration policy as approved by the Company's ordinary general meeting of 19 May 2026 and taking into account the following remuneration (excluding expenses):

- Board of directors:
  - o fixed annual remuneration:
    - president: € 74,100 per year – € 37,050 for the period 19/05/2026 to 31/12/2026
    - non-executive directors: € 20,000 per year - € 10,000 for the period 19/05/2026 to 31/12/2026
  - o attendance fee: € 2,300 per physical meeting
- Audit committee:
  - o fixed annual remuneration:
    - president: € 15,000 per year - € 7,500 for the period 19/05/2026 to 31/12/2026
    - non-executive directors: N/A
  - o attendance fee: € 2,300 per physical meeting
- Remuneration and nomination committee:
  - o fixed annual remuneration:

- president: € 10,000 per year - € 5,000 for the period 19/05/2026 to 31/12/2026
- non-executive directors: N/A
- attendance fee: €2,300 per physical meeting

Executive directors do not receive any fixed remuneration or attendance fees in connection with their participation as directors in meetings of the board of directors, the audit committee and/or the remuneration and nomination committee.

*Additional information for shareholders: The remuneration of the non-executive directors is submitted for approval to the Company's general meeting, as these individuals are appointed directly as directors of the Company (and no longer as directors of the Company's sole director). The proposed remuneration is in line with the remuneration policy as submitted for approval to the Company's annual general meeting on 19 May 2026, and in line with the remuneration received by the same individuals in connection with their mandate as directors of Montea Management NV, acting as the sole director of the Company during the 2025 financial year and during the period from 1 January 2026 until 18 May 2026. The proposed remuneration is in line with market practice for companies similar to the Company.*

## 5. Special proxies for the formalities arising from the aforementioned resolutions

Proposed resolution: The general meeting decides to grant the following special proxies:

1. Special proxy to the acting civil-law notary to draw up the coordinated text of the Company's articles of association, to sign it and to deposit it with the clerk's office of the competent enterprise court, pursuant to the relevant provisions of the law.
2. Special proxy to (i) the acting civil law notary and his employees, (ii) Jörg Heirman, General Counsel of the Company, and (ii) Monique Van der Sypt, Corporate Paralegal of the Company, each of them acting individually and with the right of substitution, to carry out all the required administrative formalities towards the administration of the Belgian Official Gazette, the clerk's office of the competent enterprise court, the Crossroads Bank for Enterprises and the VAT Administration and to sign all documents and deeds in this regard, as well as to perform, in general, anything that would be necessary or useful for the implementation the resolution under agenda items B.1 to B.5.

## C. INFORMATION TO THE HOLDERS OF SECURITIES

### 1. Attendance quorum and approval

The proposed resolutions regarding the Extraordinary General Meeting under agenda items B.1, B.2 en B.3. can only be validly adopted if the shareholders present or represented during the meeting represent at least 50% of the capital, and upon approval by at least 75% of the votes cast, whereby abstentions are not counted either in the numerator nor in the denominator.

The remaining resolutions relating to the Extraordinary General Meeting (agenda items B.4 and B.5) and the proposed resolutions relating to the Ordinary General Meeting (agenda items A.1 to A.12) may be adopted regardless of the capital represented or present at the meeting in question, provided they are approved by at least a majority of the votes cast, with abstentions not being counted either in the numerator nor in the denominator.

### 2. Terms and conditions for participation

#### A. Registration

Only persons who are shareholders on **Tuesday 5 May 2026 at midnight (24:00 CET)** (the **Registration Date**) shall be entitled to participate in and vote on the Meeting.

In order to be admitted to and exercise voting rights during the Meeting:

- holders of **dematerialized shares**, must be registered on the Registration Date in their names in the accounts of an authorized account holder or of a settlement institution. The number of dematerialized shares held on the Registration Date shall be determined on the basis of a certificate issued by the

recognized account holder or the settlement institution. This shall be delivered to the Company no later than **Wednesday 13 May 2026**.

- holders of **registered shares** must be registered on the Registration Date in the Company's register of registered shares.

Holders of bonds issued by the Company may participate in the Meeting with an advisory vote. They must complete the same participation formalities as shareholders, mutatis mutandis.

## **B. Notification**

The securityholders who intend to participate to the Meeting must notify this to the company no later than **Wednesday 13 May 2026**:

- by letter at the following address: Industrielaan 27, box 6, 9320 Erembodegem (Aalst); *or*
- by e-mail: [compliance@montea.com](mailto:compliance@montea.com); *or*
- as from Registration Date, electronically to ABN AMRO Bank N.V. through <http://www.abnamro.com/evoting> (in the case of dematerialized shares, whether or not through a financial intermediary at the shareholder's instruction).

Holders of dematerialized shares must attach to their notice the certificate referred to in section C.2.A above. In case of electronic notice to ABN AMRO Bank N.V., the authorized account holder or the settlement institution shall provide such certificate electronically through [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary). In such case, the authorized account holders and settlement institutions are requested to provide the full address details of the beneficial owners concerned in order to be able to verify the shareholding on the Registration Date efficiently.

## **3. Proxy and vote by correspondence**

Shareholders who do not participate in the Meeting themselves will be able to exercise their rights prior to the Meeting as follows:

- (i) **voting by correspondence** using the form available for this purpose at [Shareholder meeting | Montea](#). This form must reach the Company duly completed and signed no later than **Wednesday 13 May 2026**; *or*
- (ii) **granting an electronic power of attorney** with voting instruction to the chairman of the board of directors, being Dirk De Pauw, using the form available on [Shareholder meeting | Montea](#). This power of attorney must reach the Company no later than **Wednesday 13 May 2026**; *or*
- (iii) granting an **electronic power of attorney** with voting instruction by using the platform of ABN AMRO (<http://www.abnamro.com/evoting>) where the shareholder can give a proxy with voting instructions to the chairman of the board of directors, being Dirk De Pauw. The electronic proxy can be submitted as from Registration Date (24:00 CET) and must reach ABN AMRO BANK N.V. no later than **Wednesday 13 May 2026**.

For the practical modalities regarding the sending of voting forms and proxies, see section 7 below (*Practical matters*).

## **4. Right to ask questions**

Shareholders who have complied with the admission formalities of the Meeting, may submit questions in writing to the directors and the statutory auditor concerning their reports or the items on the agenda. Written questions must be received by the Company no later than **Wednesday 13 May 2026**.

## **5. Adding items on the agenda**

One or more shareholders who together own at least 3% of the capital may request to have items included on the agenda of the Meeting and submit proposals for resolutions concerning the items to be dealt with on the agenda of said meeting.

A shareholder exercising this right must be able to demonstrate that he/she:

- is in possession of the aforementioned percentage on the date of his request; and
- on the Registration Date still holds at least 3% of the capital.

These proposals must be received by the Company no later than **Monday 27 April 2026**. The Company shall acknowledge receipt of the requests by e-mail or letter within a period of 48 hours from receipt. As the case may be, the supplemented agenda will be published no later than **Monday 4 May 2026**.

Powers of attorney notified to the Company prior to the publication of a revised agenda shall nevertheless remain valid for the items on the agenda to which they apply. By way of exception, the proxy holder may, for the items to be discussed on the agenda for which new motions have been submitted in accordance with article 7:130 of the CCA, deviate during the Meeting from any instructions given by the principal in case the execution of such instructions could prejudice the interests of the principal. The proxy holder must inform the principal accordingly. The power of attorney must state whether the proxy holder is authorized to vote on the new items on the agenda or whether he must abstain.

## **6. Data protection**

The Company is the data controller for the processing of personal data it receives from shareholders and proxy holders or collects about them in connection with the Meeting. The Company processes the data based on (i) its legal obligations, or (ii) its legitimate interests, including the need for the Company to be able to effectively organise and conduct the Meeting.

For the remainder, reference is made to the privacy policy of the Company, to be consulted on [Privacy Policy | Montea](#). In case of any questions about these data or in relation to the exercise of your rights as a data subject, please contact us at [privacy@montea.com](mailto:privacy@montea.com).

## **7. Practical matters**

Any deadline specified in this convocation notice refers to the deadline by which the relevant notification must be received by the Company.

Any communication to the Company following or concerning this convocation notice must be sent:

- by letter to the following address: Montea NV, att. Jörg Heirman, Industrielaan 27 (box 6) - 9320 Erembodegem (Aalst), Belgium; *or*
- by e-mail at [compliance@montea.com](mailto:compliance@montea.com).

The articles of association and all documents required by the CCA will be available for consultation, as from the date of this convocation, at the Company's registered office and will also be available on the website ([Shareholder meeting | Montea](#)). Each security holder may, upon presentation of his /her security or certificate obtain a copy of these documents free of charge at the registered office of the Company.

Participants are requested to present themselves at the Meeting by 9:40 am (CET) at the latest.

Erembodegem, 16 April 2026  
Montea Management NV, sole director