



Registered office: avenue Louise 130A, B-1050 Brussels (Belgium)  
Register of Legal Entities number 0403.218.607 (Brussels)

The Board of Directors of **TEXAF, SA** (the “Company”) invites the shareholders to the **Shareholders’ Meeting on Tuesday 13 May 2025 at 11 a.m.** to discuss and vote on the items on the following agenda.

**The meeting shall be held in person at TreeTop Asset Management, rue des Francs 79, 1040 Etterbeek.**

## **AGENDA**

### **I. Extraordinary shareholders’ meeting**

1. Special report of the board of directors, which was drawn up pursuant to Article 7:199 of the Belgian Code of Companies and Associations, stating the grounds for the creation of authorised capital, which is covered in item 2 below.
2. Proposal to authorise the Board of Directors (a) to increase the registered capital in one or more instalments by a maximum amount of twenty-five million five hundred thousand euros (EUR 25,000,000), including through the incorporation of reserves, and (b) subject to the same limit, to issue convertible bonds and/or warrants, and to amend Article 6 of the articles of association, entitled “Authorised capital”, in accordance with this.
3. Proposal to grant full powers to the notary Vincent Vroninks or to one of his partners to draft, sign and file the consolidated text of the articles of association of the company in their French and Dutch language versions pursuant to the Belgian Code of Companies and Associations.

### **II Annual shareholders’ meeting**

4. Presentation of the statutory and consolidated financial statements for the year ended 31 December 2024 and the management report of the Board of Directors.
5. Reports of the Statutory Auditor on the statutory and consolidated accounts as at 31 December 2024.
6. Resolution to approve the annual accounts as at 31 December 2024 and the allocation of the result. Proposal to distribute EUR 6,442,663, i.e. EUR 1.75714 (EUR 1.23 net) per share, payable as from 31 May 2025 at the counters of Belfius Bank for coupon no. 14.
7. Proposal to approve the variable remuneration of the executive directors.
8. Resolution to approve the remuneration report for the financial year 2024.
9. Resolution to grant discharge, by separate vote, to the directors for their management during the financial year 2024.
10. Resolution to grant discharge to the auditor for his auditing assignment during the financial year 2024.
11. Resolution to reappoint Chanic s.a., represented by Mr Vincent Bribosia, as independent director for a period of 1 year ending at the meeting of 2026.
12. Proposal to reappoint Mrs Charlotte Croonenberghs as director for a period of 4 years ending at the meeting of 2029.
13. Proposal to reappoint Mr Christophe Evers as director for a period of 3 years ending at the meeting of 2028.
14. Resolution to appoint as independent director JFA Management srl, represented by Mr Joseph Fattouch, for a term of 2 years ending at the meeting of 2027.
15. Proposal to reappoint Mrs Pascale Tytgat as independent director for a period of 3 years ending at the meeting of 2028.
16. Proposal to reappoint Mr Jean-Philippe Waterschoot as director for a term of 3 years ending at the meeting of 2028.
17. Proposal to appoint as independent director BDB Management srl, represented by Mr Benoît De Blicq, for a term of 3 years ending at the meeting of 2028 :

*A civil engineer (ULB - 1980) and Cepac postgraduate of the Solvay Business School (1986), he began an international career at CFE, as site manager in Saudi Arabia (1980-1985) then as design manager (China, Zaire, Egypt). Returning to Belgium in 1988, he moved into property development at Codic, then Galliford and finally Bernheim-Comofi (then a listed company and a subsidiary of GBL), where he was a member of the Management Committee, responsible for international development (Budapest, Prague, Berlin). He currently manages various family real estate projects and investments in Belgium and the Grand Duchy of Luxembourg. From 1999 to 2021, as CEO and supported by his team, he developed the Regulated Real Estate Company Befimmo, positioning it as a leading Belgian player specialising in offices, with assets of almost €3 billion. Befimmo, then listed on Euronext Brussels, was included in the BEL 20 index from 2009 to 2016.*

17. Proposal to reappoint Deloitte srl, represented by Ms Corine Magnin, as statutory auditor for a period of 3 years ending at the meeting of 2028, with statutory fee of 71,000 EUR pa (indexed).
18. Proposal to allocate an amount of €150,000 to social and cultural development projects in the DRC, to be charged in 2025.

**The Board of Directors  
is pleased to invite the shareholders to a reception after the Meeting.**

## ADMISSION FORMALITIES

Pursuant to the articles of association of the Company, a shareholder's entitlement to vote at the Meeting in person or via an attorney-in-fact is dependent upon compliance with all of the formalities described below:

- (a) Registration of ownership of the shares in the name of the shareholder by 25 April 2025 at midnight (the "Registration Date") as follows:
    - as regards registered shares, by registering these shares in the name of the shareholder in the Company's register of registered shares;or
    - as regards dematerialised shares, by registering these shares in the name of the shareholder in the accounts of an approved account holder or a clearing institution;
  - (b) As regards dematerialised shares, the original copy of a certificate issued by an approved account holder or a clearing institution attesting to the number of dematerialised shares owned by the shareholders on the Registration Date and by virtue of which he has declared his intention to attend the Meeting in accordance with point (c) below must be sent to the registered office or to a Belfius agency by no later than 5 May 2025;
- and
- (c) The shareholder must send an email to the email address [info@texaf.be](mailto:info@texaf.be) indicating his intention to attend the Meeting and the number of shares to be represented at the meeting. **This email must reach the Company by no later than 5 May 2025.**

Only those persons that are shareholders of the Company on the registration date shall be entitled to attend and vote at the Meeting.

## APPOINTMENT OF ATTORNEYS-IN-FACT

Any shareholder may be represented at the Meeting by an attorney-in-fact. A shareholder may only appoint one person as his attorney-in-fact. All attorneys-in-fact must be appointed using the hard copy form issued by the Company. The signed original hard copy of this form must reach the Company by no later than 5 May 2025. This form may also be sent to the Company within the same deadline by email providing this email is signed electronically in accordance with the applicable Belgian legislation. The form appointing an attorney-in-fact can be obtained from the registered office of the Company or via the Company's website ([www.texaf.be](http://www.texaf.be)).

Any appointment of an attorney-in-fact must comply with the applicable Belgian legislation, particularly in respect of conflicts of interest and record keeping.

## IDENTIFICATION AND POWERS OF REPRESENTATION

In order to gain electronic access to the Meeting, the natural persons that intend to attend the meeting as share owners, attorneys-in-fact or representatives of a legal entity shall demonstrate proof of their identity and the representatives of legal entities must submit the documents attesting to their status as representatives or special attorneys-in-fact. These checks shall be carried out before the electronic access codes are sent out.

## QUESTIONS RELATING TO THE ITEMS ON THE AGENDA

A Q&A session is scheduled to be held during the Meeting. Shareholders shall have the possibility to send their written questions to the Company relating to items on the agenda. These questions must be sent by email to the Company by no later than 5 May 2025 to the following address [info@texaf.be](mailto:info@texaf.be). The questions that have been duly sent to the Company shall be presented during the Q&A session. Any questions addressed by a shareholder shall only be taken into consideration if the latter has complied with all the Meeting attendance formalities.

## AMENDMENTS TO THE AGENDA

One or more shareholders owning together at least 3 % of the registered capital in the Company may request that new items be placed on the agenda of the Meeting or new draft decisions relating to items already placed or to be placed on the agenda be discussed at the Meeting. Such a request shall only be valid if, on the date on which it reaches the Company, it is accompanied by a document attesting to the ownership of the shareholding referred to in the previous paragraph. As regards registered shares, this document must be a certificate attesting to the registration of the corresponding shares in the Company's register of registered shares. As regards dematerialised shares, this document must be a certificate issued by an approved account holder or clearing institution attesting to the registration in their name of the corresponding number of dematerialised shares.

The text of the new items or new draft decisions to be placed on the agenda must be signed and reach the Company in hard copy by no later than 18 April 2025. This text may also be sent to the Company within the same deadline by email providing this email is signed electronically in accordance with the applicable Belgian legislation. The Company shall publish an amended agenda by no later than 25 April 2025 if one or more requests to place new items or draft decisions on the agenda have reached the Company within the aforementioned deadline. In which case, the Company shall also make available to the shareholders new proxy and postal voting forms reflecting these new items or draft decisions. The Meeting

shall examine the new items or draft decisions to be placed on the agenda at the request of one or more shareholders only if the latter have complied with all the Meeting attendance formalities.

#### **CONSULTATION OF DOCUMENTS**

The annual board report and the documents that must be made available to the shareholders by law at the same time as this meeting notice are available on the Company's website ([www.texaf.be](http://www.texaf.be)), including the postal voting form and the proxy appointment form. In light of the lockdown measures, the shareholders will, for exceptional reasons, not be able to consult these documents at the registered office of the Company.

#### **COMMUNICATIONS TO THE COMPANY**

The prior written questions relating to items on the agenda, the requests to amend the agenda of the Meeting, the postal voting forms, the proxy appointment forms, any certificate or other documents that have to be communicated to the Company pursuant to this meeting notice shall be addressed exclusively to TEXAF, S.A., avenue Louise 130A, B-1050 Brussels, Belgium (tel No. : +32(0)2 639.20.00/ email : [info@texaf.be](mailto:info@texaf.be)) in accordance with the terms and conditions specified in this notice.

The Board of Directors.

## PROXY FORM

The undersigned <sup>(1)</sup> .....

Street / No.: .....

Postal code/ Town/City: ..... Country: .....

owner of ..... shares in the public limited liability company ("*société anonyme*") TEXAF, having its registered office at avenue Louise, 130A, B-1050 Brussels (Belgium),

hereby appoints as special attorney-in-fact:

Mr./Ms./Mrs. ....

to represent him/her/it at the **annual shareholders' meeting** of said public limited liability company, which will be held electronically on Tuesday 13 May 2025 at 11 a.m., **at TreeTop Asset Management, rue des Francs 79, 1040 Etterbeek.**

Granted in (place) ..... on ..... 2025.

Signature <sup>(2)</sup>

*n.b.:* Document to be sent to us **by 5 May 2025** to [info@texaf.be](mailto:info@texaf.be)

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(1) Surname, first names, full address.

(2) Signature preceded by the words "Valid for proxy".

## NOTICE OF ATTENDANCE

The undersigned <sup>(1)</sup> .....

Street / No.: .....

Postal code/ Town/City: ..... Country: .....

declares that he/she/it (2) is the owner of ..... registered shares in the public limited liability company ("*société anonyme*") TEXAF.

He/she/it will attend **(2)**, in person/via an attorney-in-fact, the **annual shareholders' meeting** to be held on Tuesday 13 May 2025 at 11 a.m. at **TreeTop Asset Management, rue des Francs 79, 1040 Etterbeek**, and will take part in the discussions and voting by exercising the rights attached to .....shares.

He/she/it requests that the electronic access codes be sent to him/her/it at the following addresses:

**Email address:**.....

**Mobile telephone number:** .....

Done in (place)....., on ..... 2025.

Signature.

*n.b. Document to be sent to us **by 5 May 2025** to [info@texaf.be](mailto:info@texaf.be)*

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**(1) Surname, first names, full address.**

**(2) Delete as appropriate. If the shareholder wishes to be represented by an attorney-in-fact, the proxy form attached herein must be completed, signed and appended to this notice of attendance.**