

# GRUPE BRUXELLES LAMBERT

Limited Liability Company

## Ordinary General Shareholders' Meeting of April 28, 2020

### *Agenda*

- 1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE 2019 FINANCIAL YEAR**
- 2. FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019**
  - 2.1. Presentation of the consolidated accounts for the year ended December 31, 2019.
  - 2.2. Approval of annual accounts for the year ended December 31, 2019.
- 3. DISCHARGE OF THE DIRECTORS**

Proposal for the discharge to be granted to the Directors for duties performed during the year ended December 31, 2019.
- 4. DISCHARGE OF THE STATUTORY AUDITOR**

Proposal for the discharge to be granted to the Statutory Auditor for duties performed during the year ended December 31, 2019.
- 5. STATUTORY APPOINTMENT**

Proposal to re-elect for a four-year term, in his capacity as Director, Ian Gallienne, whose current term of office expires at the conclusion of this General Shareholders' Meeting.
- 6. REMUNERATION POLICY**

Proposal to approve the remuneration policy applicable as from the financial year 2020.
- 7. FEES FOR THE NON-EXECUTIVE DIRECTORS**

Following the entry into force of the 2020 Belgian Code on Corporate Governance, proposal to approve the yearly grant of 350 ordinary shares of the company to each non-executive Director as from the 2020 financial year which will be part of the fixed remuneration, according to the remuneration policy referred to in the preceding point.
- 8. REMUNERATION REPORT**

Proposal to approve the Board of Directors' remuneration report for the 2019 financial year.

**9. LONG TERM INCENTIVE**

- 9.1. To the extent necessary, proposal to approve all clauses of the option plan on shares, referred to in the remuneration policy and in the remuneration report, giving the CEO the right to exercise his options prior to the expiration of a period of three years in case of a change of control of the company, pursuant to Article 7:91 of the Code on companies and associations.
- 9.2. Report of the Board of Directors drawn up pursuant to Article 7:227 of the Code on companies and associations with respect to the security referred to in the proposal of the following resolution.
- 9.3. Pursuant to Article 7:227 of the Code on companies and associations, to the extent necessary, proposal to approve the grant by GBL of a guarantee to a bank with respect to the credit granted by that bank to the subsidiary of GBL, permitting the latter to acquire GBL shares in the framework of the aforementioned plan.

**10. MISCELLANEOUS**

\* \* \*