

GRUPE BRUXELLES LAMBERT

Limited Liability Company

Ordinary General Shareholders' Meeting of April 27, 2021

Agenda

1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE 2020 FINANCIAL YEAR

2. FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2020

2.1. Presentation of the consolidated accounts for the year ended December 31, 2020.

2.2. Approval of annual accounts for the year ended December 31, 2020.

3. DISCHARGE OF THE DIRECTORS

Proposal for the discharge to be granted to the Directors for duties performed during the year ended December 31, 2020.

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, 2020.

5. RESIGNATION AND APPOINTMENTS OF DIRECTORS

5.1. Acknowledgment of the resignation of Gérard Lamarche as Director at the conclusion of this General Shareholders' Meeting.

5.2. Appointment of a Director

Proposal to appoint Jacques Veyrat as Director for a four-year term and to acknowledge the independence of Jacques Veyrat who meets the criteria listed in Article 7:87, §1 of the Code on companies and associations and included in the GBL Corporate Governance Charter.

5.3. Renewal of Directors' term of office

5.3.1. Proposal to re-elect for a four-year term, in his capacity as Director, Claude Généreux whose current term of office expires at the conclusion of this General Shareholders' Meeting.

5.3.2. Proposal to re-elect for a four-year term, in his capacity as Director, Jocelyn Lefebvre whose current term of office expires at the conclusion of this General Shareholders' Meeting.

- 5.3.3. Proposal to re-elect for a four-year term, in her capacity as Director, Agnès Touraine whose current term of office expires at the conclusion of this General Shareholders' Meeting and to acknowledge the independence of Agnès Touraine who meets the criteria mentioned in Article 7:87, §1 of the Code on companies and associations and included in the GBL Corporate Governance Charter.

6. RESIGNATION AND APPOINTMENT OF THE STATUTORY AUDITOR

- 6.1. Acknowledgment of the resignation, at the conclusion of this General Shareholders' Meeting, of Deloitte Réviseurs d'Entreprises SCRL, represented by Corine Magnin as Statutory Auditor.
- 6.2. On the recommendation of the Audit Committee, proposal to appoint as Statutory Auditor PricewaterhouseCoopers Bedrijfsrevisoren-Reviseurs d'entreprises for a three-year term and to set its fees at EUR 91,000 a year exclusive of VAT. For information, it is stated that the Statutory Auditor will be represented by Alexis Van Bavel.

7. REMUNERATION REPORT

Proposal to approve the Board of Directors' remuneration report for the 2020 financial year.

8. LONG TERM INCENTIVE

- 8.1. Proposal to confirm an additional allocation of options to the CEO, made in December 2020. These options have the same characteristics as the options allocated to him in the first half of 2020. These characteristics are described in the remuneration report. The underlying value of the assets of the subsidiary covered by the options granted to the CEO in December 2020 amounts to EUR 4.32 million. It is specified that the possibility for the CEO to exercise these options has, among other conditions, been subject to the approval of this General Meeting. An additional grant of options was also made in December 2020 in favor of staff members.
- 8.2. To the extent necessary, proposal to approve the stock option plan for 2021 under which the CEO may receive in 2021 options relating to existing shares of a subsidiary of the company. The underlying value of the assets of the subsidiary covered by the options that may be granted to the CEO in 2021 amounts to EUR 4.32 million. These options will be subject to the exercise conditions specified in the remuneration policy. The 2021 stock option plan will also benefit staff members.
- 8.3. Report of the Board of Directors drawn up pursuant to Article 7:227 of the Code on companies and associations with respect to the guarantees referred to in the following resolution proposal.

8.4. Pursuant to Article 7:227 of the Code on companies and associations, to the extent necessary, proposal to approve the grant by GBL of guarantees to one or several banks with respect to the credits granted by that or these banks to one or several subsidiaries of GBL, permitting the latter to acquire GBL shares in the framework of the aforementioned plans.

9. MISCELLANEOUS

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