

# GRUPE BRUXELLES LAMBERT

Limited Liability Company

Registered office: avenue Marnix 24 – 1000 Brussels

Enterprise number: 0407.040.209 – RLE Brussels

**Ordinary General Shareholders' Meeting of Groupe Bruxelles Lambert ("GBL")  
to be held on Tuesday April 27, 2021 at 3 pm at the registered office, avenue Marnix 24, 1000 Brussels**

## **REMOTE VOTING BY CORRESPONDENCE**

**If you wish to vote remotely by correspondence prior to this Meeting, please return this form,  
at the address given at the end of this document.**

The undersigned,

Surname/Company name: \_\_\_\_\_

First name \_\_\_\_\_

Address/Registered office: \_\_\_\_\_

\_\_\_\_\_

Owner of: *(delete as appropriate)*

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ registered GBL share(s)

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ dematerialised GBL share(s)

**irrevocably votes**, as indicated hereafter in the appropriate boxes, on **all items** of the agenda.

**Please note that it is mandatory to vote for all items (for, against or abstain).**

### **A. Vote of the undersigned regarding all items of the agenda**

#### **1. Management report of the Board of Directors and reports of the Statutory Auditor on the 2020 financial year**

This item does not require a vote.

#### **2. Financial statements for the year ended December 31, 2020**

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

This item does not require a vote.

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

**For**

**Against**

**Abstention**

#### **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.

**For**

**Against**

**Abstention**

#### 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.

For                       Against                       Abstention

#### 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.

This item does not require a vote.

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.

For                       Against                       Abstention

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.

For                       Against                       Abstention

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.

For                       Against                       Abstention

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.

For                       Against                       Abstention

#### 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.

This item does not require a vote.

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.

For                       Against                       Abstention

#### 7. Remuneration report

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

For                       Against                       Abstention

**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.

**For**                       **Against**                       **Abstention**

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.

**For**                       **Against**                       **Abstention**

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.

**For**                       **Against**                       **Abstention**

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.

**For**                       **Against**                       **Abstention**

**9. Miscellaneous**

\* \* \*

**B. Important notice**

This form will be considered to be null and void **in its entirety** if the shareholder has not indicated above his/her/its choice concerning one or more of the items on the agenda of the Shareholders' Meeting.

The shareholder who has cast his vote by validly returning the present form to the company cannot vote by proxy at the Shareholders' Meeting for the number of votes already cast.

In case shareholders exercise their right to add new items to the agenda of the Shareholders' Meeting and/or to submit new proposed resolutions, remote votes by correspondence received by the company will remain valid for the items covered. However, the vote cast in the present form on an item on the agenda will be null and void if the agenda has been amended concerning this item to include a new proposed resolution.

We remind you that this remote voting by correspondence form will only be taken into account if it is timely returned to the company and provided that the shareholder has complied with the admission formalities of prior registration as described in the convening notice.

\* \* \*  
\* \*  
\*

Done in \_\_\_\_\_, on \_\_\_\_/\_\_\_\_/2021.

Signature(s):

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Legal persons must provide the surname, first name and title of the natural person signing this remote vote by correspondence form in their name. Similarly, in such cases the signatory hereby declares and guarantees to Groupe Bruxelles Lambert that he has the power to sign this remote vote by correspondence form on behalf of the legal person. The remote vote by correspondence of a usufructuary and of a holder of bare ownership is valid only if made out jointly.

**This entire document, duly completed and signed, must reach the company at the latest by April 21, 2021 at the address given below. This document can be sent by post or by email. In that latter case, a scan or a photo of the completed and signed form is sufficient.**

Groupe Bruxelles Lambert  
To the attention of Priscilla Maters  
Avenue Marnix 24 – 1000 Brussels – Belgium  
Fax: +32 (0)2/289.17.32  
Email: [ag-av@gbl.be](mailto:ag-av@gbl.be)

Please provide us with a phone number and an email address where we can reach you if necessary:

Private: \_\_\_\_\_

Office: \_\_\_\_\_

Email: \_\_\_\_\_