

GROUPE BRUXELLES LAMBERT

Limited Liability Company

Registered office: avenue Marnix 24 – 1000 Brussels

Enterprise number: 0407.040.209 – RLE Brussels

Shareholders are invited to participate in the Extraordinary and Ordinary General Meetings (the "**Meetings**") to be held on Tuesday April 26, 2022, respectively at 2.30 pm and 3 pm, at the Hotel de Merode, place Poelaert 6 at 1000 Brussels.

The company is monitoring the health situation closely and will inform the shareholders, by press release and on its website, of any changes with regard to attendance of the Meetings.

AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

1. CANCELLATION OF TREASURY SHARES

Proposal to cancel 3,355,000 treasury shares acquired by the company.

The unavailable reserve created for the acquisition of the treasury shares would be cancelled as required by Article 7:219, § 4 of the Code on companies and associations.

Article 4 of the Articles of Association would be accordingly modified as follows:

*“The capital is set at six hundred and fifty-three million one hundred and thirty-six thousand three hundred and fifty-six euros and forty-six cents (653,136,356.46 EUR). It is represented by one hundred and fifty-three million shares (153,000,000), without mention of nominal value, each representing one / one hundred and fifty-three millionth (1/153,000,000th) of the capital.
Each of these shares is fully paid up.”*

2. MODIFICATION OF THE DATE OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

Proposal to set the date of the Ordinary General Shareholders' Meeting on the first Thursday of May at 3 pm.

First paragraph of Article 25 of the Articles of Association would be accordingly amended as follows:

“The Ordinary General Shareholders' Meeting shall be held on the first Thursday of May at 3 pm, at the registered office or any other place in the Brussels-Capital Region, at the place indicated in the convening notices. If this day is a public holiday, the Meeting shall be held on the following business day.”

3. POWERS

Proposal to delegate all powers to any employee of Groupe Bruxelles Lambert, with a substitution option and, where appropriate, without prejudice to other delegations of power, in order (i) to coordinate the Articles of Association to take the above amendments into account, to sign the coordinated versions of the Articles of Association and deposit them with the clerk office of the Brussels Company Court, and (ii) to carry out any other formalities for the deposit or publication of the above decisions.

In order to be adopted, the proposals listed under items 1. and 2. of the agenda of this Meeting require a quorum of half of the capital and a majority of three fourths of the votes cast at the Meeting. The last proposal does not require a quorum and requires a simple majority of the votes cast.

AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE 2021 FINANCIAL YEAR

2. FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2021

2.1. Presentation of the consolidated accounts for the year ended December 31, 2021.

2.2. Approval of annual accounts for the year ended December 31, 2021.

3. DISCHARGE OF THE DIRECTORS

Proposal for the discharge to be granted to the Directors for duties performed during the year ended December 31, 2021.

4. DISCHARGE OF THE STATUTORY AUDITOR

4.1. Proposal for the discharge to be granted to Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL for its mandate as Statutory Auditor for the period from January 1, 2021 to April 27, 2021.

4.2. Proposal for the discharge to be granted to PwC Réviseurs d'Entreprises SRL/Bedrijfsrevisoren BV for its mandate as Statutory Auditor for the period from April 28, 2021 to December 31, 2021.

5. RENEWAL OF DIRECTOR

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

6. REMUNERATION REPORT

Proposal to approve the Board of Directors' remuneration report for the 2021 financial year.

7. LONG TERM INCENTIVE

7.1. 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.

7.2. 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 with respect to a credit granted to a subsidiary of GBL, permitting the latter to acquire GBL shares in the framework of the annual long term incentive plan of the group.

8. MISCELLANEOUS

In order to be adopted, the proposals on the agenda of this Meeting do not require a quorum and require a simple majority of the votes cast at the Meeting, with the exception of the proposal listed under item 7.2. which requires a quorum of half of the capital and a majority of three fourths of the votes cast.

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ADMISSION FORMALITIES

In order to attend and vote at these Meetings, shareholders are asked to comply with Article 7:134 of the Code on companies and associations and Article 28 of the Articles of Association:

- **The owners of dematerialised shares** must:

- obtain a certificate from an authorised account holder or a settlement institution:
 - attesting the registration of the shares in the name of the shareholder in the accounts with the authorised account holder or settlement institution on April 12, 2022 at midnight Belgian time (the “**Registration Date**”); and
 - indicating their intention to take part in the Meetings as well as the number of shares registered in their name at the Registration Date for which they intend to vote;

and forward this certificate at the latest by April 20, 2022 at 4 pm Belgian time by post to the registered office of the company (avenue Marnix 24 at 1000 Brussels to the attention of Priscilla Maters, General Secretary) or to the teller at a branch of ING in Belgium. This certificate may also be sent by fax (+32 2 289 17 32) or by email (ag-av@gbl.be).

- **The owners of registered shares** must:

- be enrolled in the register of registered shares on April 12, 2022 at midnight Belgian time (the Registration Date); and
- indicate their intention to take part in the Meetings as well as the number of shares for which they intend to vote at the latest by April 20, 2022 at 4 pm Belgian time, by sending by post a signed letter, a completed and signed proxy form or a completed and signed vote by correspondence form to the registered office of the company (avenue Marnix 24 at 1000 Brussels to the attention of Priscilla Maters, General Secretary). These documents may also be sent by fax (+32 2 289 17 32) or by email (ag-av@gbl.be).

Only the persons who are shareholders of the company at the Registration Date and who complied with the requirements indicated above are authorised to attend the Meetings.

INTERNET BROADCAST

The company will organize a broadcast of the Meetings on its website in video format (Webcast). It will not be possible to ask questions during the webcast. The procedures for accessing the broadcast of the Meetings are available on the company's website (<https://www.gbl.be>) (under "Investors" section and then "General Meeting").

NEW ITEMS OR PROPOSALS FOR DECISION

In accordance with Article 7:130 of the Code on companies and associations and with Article 30 of the Articles of Association, one or more shareholders who own together at least 3% of the share capital may request that items be added to the agenda of the Meetings and may submit proposals for decision regarding the to be treated items added or to be added to the agenda.

The request (i) must be accompanied by the text of the items to be discussed and of the proposals for decisions relating to them or by the text of the proposals for decisions to be added to the agenda; (ii) must provide evidence of ownership of the above-mentioned percentage of the capital at the request date; and (iii) indicate the postal or electronic address to which the company should send an acknowledgment of receipt of the request within 48 hours of its receipt. The request should be addressed by post to the registered office of the company (avenue Marnix 24 at 1000 Brussels, to the attention of Paul Desmarais, Jr., Chairman of the Board of Directors) by April 4, 2022 at the latest. The request may also be sent by fax (+32 2 289 17 32) or by email (ag-av@gbl.be).

The agenda, completed on the basis of any requests validly submitted, will be published at the latest on April 11, 2022.

QUESTIONS

According to Article 7:139 of the Code on companies and associations, shareholders who have completed the formalities for admission to the Meetings referred to above may also submit written questions, as from the publication of this convening notice, concerning the items on the agenda to the Directors and/or the Statutory Auditor.

Such questions should be sent by post to the registered office of the company (avenue Marnix 24 at 1000 Brussels, to the attention of Paul Desmarais, Jr., Chairman of the Board of Directors), by fax (+32 2 289 17 32) or by email (ag-av@gbl.be) and must reach the registered office of the company at the latest by April 20, 2022.

VOTING BY PROXY

According to Article 7:142 and following of the Code on companies and associations and to Article 28 of the Articles of Association, shareholders may be represented at the Meetings by a proxy. The proxy should be signed by the shareholder in writing or by an electronic signature. Shareholders must send their proxy by post to the company's registered office (avenue Marnix 24 at 1000 Brussels, to the attention of Priscilla Maters, Company Secretary), by fax (+ 32 2 289 17 32) or by email (ag-av@gbl.be) by April 20, 2022 at the latest.

Shareholders wishing to be represented by a proxy must comply with the admission formalities set out above.

The proxy form is available on the company's website (<https://www.gbl.be>) (under "Investors" section and then "General Meeting").

REMOTE VOTING BY CORRESPONDENCE

According to Article 7:146 of the Code on companies and associations and to Article 29 of the Articles of Association, shareholders may vote remotely by correspondence prior to the Meetings. Such remote voting by correspondence must be submitted on the form prepared by the company.

The form to vote remotely by correspondence must be signed by the shareholder in writing or by an electronic signature within the meaning of Article 7:146 above. Shareholders must submit their remote voting by correspondence form by post to the company's registered office (avenue Marnix 24 at 1000 Brussels, to the attention of Priscilla Maters, Company Secretary), by fax (+32 2 289 17 32) or by email (ag-av@gbl.be) by April 20, 2022 at the latest.

Shareholders wishing to vote remotely by correspondence must comply with the admission formalities set out above.

The remote voting by correspondence form is available on the company's website (<https://www.gbl.be>) (under "Investors" section and then "General Meeting").

AVAILABILITY OF THE DOCUMENTS

The documents relating to the Meetings are available to shareholders as from the date of publication of this convening notice, at the company's registered office (avenue Marnix 24 at 1000 Brussels), on business days and during normal working hours, as well as on the company's website (<https://www.gbl.be>) (under "Investors" section and then "General Meeting"), in compliance with Article 7:129, §2 of the Code on companies and associations.

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The shareholders who will contact the company by email will receive an automatic acknowledgement of receipt. If it should not be the case, the shareholders are invited to contact the company at +32 2 289 17 17.

Shareholders are requested to arrive, if possible, one hour before the start of each Meeting in order to facilitate the drafting of the attendance list.

Shareholders can park their car free of charge in the Sablon-Poelaert parking, place Poelaert at 1000 Brussels, if they exchange their parking lot ticket at the end of the Meetings.

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Finally, kindly note that as a shareholder, GBL processes information about you that constitutes personal data. GBL's General Privacy Policy is available on its website (<https://www.gbl.be/en/General-Privacy-Policy>).

The Board of Directors