

# GRUPE BRUXELLES LAMBERT

Limited Liability Company

Registered office: avenue Marnix 24 – 1000 Brussels

Enterprise number: 0407.040.209 – RLE Brussels

**Extraordinary and Ordinary General Shareholders' Meetings of Groupe Bruxelles Lambert ("GBL")  
to be held on Thursday May 4, 2023, respectively at 2.30 pm and 3 pm, at the Hotel de Merode,  
place Poelaert 6 at 1000 Brussels**

## **VOTE BY CORRESPONDENCE**

**If you wish to vote by correspondence prior to these Meetings, please return this form completed,  
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)

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

**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**

#### **EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

##### **1. Cancellation of treasury shares**

Proposal to cancel 6,300,000 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 forty-six million seven hundred thousand shares (146,700,000), without mention of nominal value, each representing one / one hundred and forty-six million seven hundred thousandth (1/146,700,000<sup>th</sup>) of the capital. Each of these shares is fully paid up."*

For

Against

Abstention

## 2. 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 decision.

For                       Against                       Abstention

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

### **ORDINARY GENERAL SHAREHOLDERS' MEETING**

#### **1. Management report of the Board of Directors and reports of the Statutory Auditor on the 2022 financial year**

This item does not require a vote.

#### **2. Financial statements for the year ended December 31, 2022**

2.1. Presentation of the consolidated accounts for the year ended December 31, 2022.

This item does not require a vote.

2.2. Approval of annual accounts for the year ended December 31, 2022.

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, 2022.

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, 2022.

For                       Against                       Abstention

#### **5. Resignation and appointment of Directors**

5.1. Acknowledgment of the resignation of Jocelyn Lefebvre as Director at the conclusion of this General Shareholders' Meeting (for information purposes).

This item does not require a vote.

5.2. Acknowledgment of the expiration of the term of office as Director of Gérald Frère, Antoinette d'Aspremont Lynden and Marie Polet at the conclusion of this General Shareholders' Meeting (for information purposes).

This item does not require a vote.

### 5.3. Appointment of Directors

- 5.3.1. Proposal to appoint Mary Meaney as Director for a four-year term and to acknowledge the independence of Mary Meaney 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**

- 5.3.2. Proposal to appoint Christian Van Thillo as Director for a four-year term and to acknowledge the independence of Christian Van Thillo 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**

### 5.4. Renewal of Directors' term of office

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

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

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

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

- 5.4.3. Proposal to re-elect for a four-year term, in her capacity as Director, Ségolène Gallienne - Frère whose current term of office expires at the conclusion of this General Shareholders' Meeting.

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

## 6. Remuneration report

Proposal to approve the Board of Directors' remuneration report for the 2022 financial year.

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

## 7. Long Term Incentive Plan

- 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 guarantee referred to in the following resolution proposal.

This item does not require a vote.

- 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.

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

## 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 at the Meeting.

\* \* \*

**B. Important notices**

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 Meetings.

The shareholder who has cast his/her/its vote by validly returning the present form to the company cannot vote in person or by proxy at the Meetings for the number of votes already cast.

In case shareholders exercise their right to add new items to the agenda of the Meetings and/or to submit new proposed resolutions, 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 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 \_\_\_\_/\_\_\_\_/2023.

Signature(s):

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

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

Legal persons must provide the surname, first name and title of the natural person signing this 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 vote by correspondence form on behalf of the legal person.

The vote by correspondence of a usufructuary and of a holder of bare ownership are valid only if made out jointly.

**This entire document, duly completed and signed, must reach the company at the latest by Friday April 28, 2023 at the address given below. This document can be sent by post or electronic mail. In the latter case, simply return a scanned or photographed copy of the form.**

Groupe Bruxelles Lambert  
To the attention of Priscilla Maters, Company Secretary  
Avenue Marnix 24  
1000 Brussels  
Belgium  
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: \_\_\_\_\_