

LUXEMPART

Société anonyme

Registered office: 12 rue Léon Laval, 3372 Leudelange, Grand Duchy of Luxembourg

RCS B27846

(the “Company”)

Annual General Meeting

of LUXEMPART to be held

on Monday 28 April 2025 at 11:00 a.m., Luxembourg time,

at the registered office of the Company

AGENDA AND PROPOSED RESOLUTIONS OF THE ANNUAL GENERAL MEETING

1. Presentation of the main events during the financial year 2024 and of the outlook

A presentation on the main events during the financial year 2024 and of the outlook for LUXEMPART and the group will be given during the General Meeting.

This item does not call for resolution.

2. Presentation of the financial results for the year 2024

A presentation on the financial results for the financial year 2024 will be given during the General Meeting.

This item does not call for resolution.

3. Presentation of the management report for the financial year 2024

The management report of the Board of Directors on the annual and consolidated financial statements of LUXEMPART for the financial year 2024 will be presented during the General Meeting.

This item does not call for resolution.

4. Presentation of the audit reports

A presentation of the auditor's reports on the annual accounts and the consolidated accounts of LUXEMPART will be given during the General Meeting.

This item does not call for resolution.

5. Report on any conflict of interest of a financial nature

A report on any transaction decided by the Board of Directors in 2024 and until the date of the General Meeting in which a director had a financial interest opposite to that of LUXEMPART will be made during the General Meeting.

A report on any transaction decided by the Group Executive Committee in 2024 and until the date of the General Meeting in which a member of that committee had a financial interest opposite to that of LUXEMPART will be made during the General Meeting.

This item does not call for resolution.

6. Approval of the consolidated financial statements for the financial year 2024

Proposed resolution

The Board of Directors proposes to the General Meeting to approve the consolidated financial statements of LUXEMPART for the financial year 2024 in the form included in the documents presented to the General Meeting.

7. Approval of the statutory annual accounts for the financial year 2024

Proposed resolution

The Board of Directors proposes to the General Meeting to approve the statutory annual accounts of LUXEMPART for the financial year 2024 in the form included in the documents presented to the General Meeting.

8. Allocation of the result of the financial year 2024 including the declaration of a dividend

Proposed resolution

The Board of Directors proposes to the General Meeting to approve the allocation of the result of LUXEMPART for the financial year 2024 and to declare a dividend as indicated in the table below.

Allocation of the result	EUR
Net income 2024	24,210,342.20
Profit brought forward	40,000,000.00
Other available reserves	985,632,164.66
Amount available for distribution	1,049,842,506.86
Payment of a dividend of 2.33 € /share to 20,140,818 shares (20,700,000 shares less 559.182* treasury shares)	-46,928,105.94
Profit brought forward	-1,002,914,400.92
Undistributed earnings 2024	0.00

*THIS AMOUNT MAY CHANGE DEPENDING ON THE VARIATION OF THE NUMBER OF TREASURY SHARES BETWEEN THE PUBLICATION DATE OF THIS PROPOSED RESOLUTION AND THE DATE OF THE DECISION OF THE ANNUAL GENERAL MEETING.

9. Presentation of the remuneration of the directors and executive committee members in 2024 and consultative vote on the 2024 remuneration report

A presentation of the remuneration of the directors (including the managing director) and executive committee members of LUXEMPART in 2024 will be made during the General Meeting.

Proposed resolution

The Board of Directors proposes to the General Meeting to approve by way of consultative vote the annual report on the remuneration of the directors (including the managing director) and the members of the executive committee of LUXEMPART for the financial year 2024, as set out in the annual financial report 2024 of LUXEMPART.

10. Discharge of the directors for the performance of their duties during the financial year 2024

Proposed resolution

The Board of Directors proposes to the General Meeting to grant discharge to the directors of LUXEMPART for the performance of their duties during the financial year 2024.

11. Renewal of the mandate of Mrs. Madeleine Jahr as a director for a 3-year period

Proposed resolution

The Board of Directors proposes to the General Meeting to renew the mandate of Mrs. Madeleine Jahr as director of LUXEMPART for a term of 3 years ending on the date of the annual general meeting to be held in 2028.

12. Renewal of the mandate of LIDA SAS (with Mr. Gregoire Chertok as permanent representative) as a director for a 1-year period

Proposed resolution

The Board of Directors proposes to the General Meeting to renew the mandate of LIDA SAS (with Mr. Gregoire Chertok as permanent representative) as director of LUXEMPART for a term of 1 year ending on the date of the annual general meeting to be held in 2026.

13. Renewal of the mandate of Mr. John Penning as a director for a 3-year period

Proposed resolution

The Board of Directors proposes to the General Meeting to renew the mandate of Mr. John Penning as director of LUXEMPART for a term of 3 years ending on the date of the annual general meeting to be held in 2028.

14. Appointment of Mr. Valentin Cogels as a director of the Company for a 3-year period

Proposed resolution

The Board of Directors proposes to the General Meeting to appoint Mr. Valentin Cogels as director of LUXEMPART for a term of 3 years ending on the date of the annual general meeting to be held in 2028.

The appointment of Mr. Valentin Cogels would bring extensive expertise in digital transformation to the Board of Directors of LUXEMPART, as he has spent most of his career as a digital entrepreneur and leader (Koala, e-Bay, Immoweb). He is currently a partner at Bain & Company, heading the EMEA Innovation & Design practice. He holds an MBA from INSEAD (Singapore, Fontainebleau) and an undergraduate degree from Université catholique de Louvain.

Mr. Valentin Cogels meets the independence criteria defined in the corporate governance charter of LUXEMPART.

15. Approval of the remuneration of the directors

Proposed resolution:

The Board of Directors proposes to the General Meeting to approve the remuneration of the members of the Board of Directors as follows:

Each member of the Board of Directors will be entitled to a fixed fee of € 50,000.- (excl. VAT) per year, irrespective of the number of meetings attended. This indemnity is € 90,000.- (excl. VAT) per year for the Vice-Chairman and € 180,000.- (excl. VAT) per year for the Non-executive Chairman.

For each attendance at a meeting of the Board of Directors, the directors will receive an attendance fee of € 2,500.- (excl. VAT). This fee amounts to € 5,000.- (excl. VAT) for the Chairman.

For each attendance at a meeting of the Nomination and Remuneration Committee, of the Audit, Compliance and Risks Committee, and of the Sustainability Committee, the director member of the relevant committee will receive an attendance fee of € 2,500.- (excl. VAT). This fee amounts to € 5,000.- (excl. VAT) for the chair of the relevant committee.

16. Renewal of the mandate of the independent auditor for the financial year 2025

Proposed resolution

The Board of Directors proposes to the General Meeting to renew the mandate of KPMG Audit S.à r.l. as the Company's independent auditor (réviseur d'entreprises agréé) for the financial year ending December 31, 2025.

17. Authorization of LUXEMPART to acquire its own shares for a 5-year period

Proposed resolution

*The Board of Directors proposes to the General Meeting to renew the authorization of the Board of Directors to acquire the Company's own shares in accordance with the conditions set forth in the Law of August 10, 1915, as amended, regarding commercial companies ("**LSC**") relating to the purchase of own shares by a société anonyme in accordance with Article 430-15 LSC or to have them acquired by other companies of the group as referred to in Article 430-23 LSC, and proposes to adopt the following purchase terms:*

- *The par value of the own shares purchased, including shares previously acquired by the Company and still held by it, may not exceed 30% of the subscribed capital;*
- *The authorization is valid from April 28, 2025 until the annual general meeting of shareholders to be held in 2030;*
- *Minimum price per share: € 1,00.- / Maximum price per share: € 150,00.-; and*
- *The price can be paid in kind (e.g.: exchange of shares).*

It is further proposed to grant all powers to the Board of Directors, with the option to delegate to the executive committee (comité de direction) of the Company, to ensure the execution of this authorization.

18. Miscellaneous

No item.