

PROXY FORM

The undersigned

in his/her/its capacity as a shareholder

In the case of a natural person:

Surname, Name:

Address:

Birth date:

Email:

Phone number:

In the case of a legal entity:

Company name:

Registered office:

Registration authority:

Registration number:

Authorised representative:

Email:

Phone number:

(hereinafter the "**Shareholder**")

being the owner on April 14, 2025 at 24:00 (midnight) (Luxembourg time) ("**Record Date**") of:

☐ _____ dematerialised shares (*indicate number of dematerialised shares held*)

☐ _____ registered shares (*indicate number of registered shares held*)

issued by LUXEMPART, a public limited company (*société anonyme*), governed by Luxembourg law, having its registered office at 12, rue Léon Laval, L-3372 Leudelange, registered with the Luxembourg Trade and Companies Register under number B 27.846 (the "**Company**")

irrevocably designates:

In the case that the proxyholder is a natural person:

Surname, Name:
Address:
Birth date:
Email:
Phone number:

In the case that the proxyholder is a legal entity:

Company name:
Registered office:
Registration authority:
Registration number:
Authorised representative:
Email:
Phone number:

(hereinafter the “**Proxyholder**”)

as his/her/its agent with full power of substitution and the power to act individually in order to participate in the name and on behalf of the Shareholder and to exercise the rights of the Shareholder for the total number of shares referred to above or, failing that, for the total number of shares whose holding is established on the Record Date,

to the Annual Shareholders' Meeting of April 28, 2025 of the Company convened for 11:00 a.m. (Luxembourg time) to be held at the registered office of the Company (the “**Meeting**”), on the following agenda, or to any subsequent meeting with the same agenda if the former is adjourned or postponed:

AGENDA

1. Presentation of the main events during the financial year 2024 and of the outlook
2. Presentation of the financial results for the year 2024
3. Presentation of the management report for the financial year 2024
4. Presentation of the audit reports
5. Report on any conflict of interest of a financial nature
6. Approval of the consolidated financial statements for the financial year 2024
7. Approval of the statutory annual accounts for the financial year 2024

8. Allocation of the result of the financial year 2024 including the declaration of a dividend
9. Presentation of the remuneration of the directors and executive committee members in 2024 and consultative vote on the 2024 remuneration report
10. Discharge of the directors 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
12. Renewal of the mandate of LIDA SAS (with Mr. Gregoire Chertok as permanent representative) as a director for a 1-year period
13. Renewal of the mandate of Mr. John Penning as a director for a 3-year period
14. Appointment of Mr. Valentin Cogels as a director of the Company for a 3-year period
15. Approval of the remuneration of the directors
16. Renewal of the mandate of the independent auditor for the financial year 2025
17. Authorization of LUXEMPART to acquire its own shares for a 5-year period
18. Miscellaneous

The Shareholder hereby confirms that on the Record Date, the exercise of the voting rights of the Shareholder is not suspended and that they have not been waived in whole or in part by the Shareholder.

TYPE OF PROXY

(check the appropriate box of (i) Option 1: Discretionary Mandate, and check the appropriate sub-option box within Option 1 or (ii) Option 2: Voting Instructions, and check the appropriate sub-option box within Option 2):

☐ **OPTION 1 DISCRETIONARY MANDATE:** The Shareholder grants full authority and irrevocably gives power to the Proxyholder named herein above to vote for or against or abstain from voting on the proposed resolutions on the afore-mentioned agenda in the name and on behalf of the Shareholder as he/she/it sees fit.

If amendments and/or any new resolutions are validly presented at the Meeting:

☐ SUB-OPTION 1A: The Shareholder grants full authority and irrevocably gives power to the Proxyholder to vote for or against or abstain from voting in the name and on behalf of the Shareholder as he/she/it sees fit on any amendments and/or on any new resolutions validly presented at the Meeting.

OR

☐ SUB-OPTION 1B: The Shareholder intends to complete and sign an updated proxy form to be provided by the Company along with the agenda of the Meeting as updated to include any amendments and/or any new resolutions; upon receipt of such completed and signed updated proxy form by the Company, this proxy form shall cease to be valid.

☐ **OPTION 2 VOTING INSTRUCTIONS:** By signing this proxy form, the Shareholder grants full authority and irrevocably gives power to the Proxyholder to vote for or against or abstain from voting at the Meeting in accordance with the voting instructions as indicated in the enclosed Appendix.

Please refer to the Appendix and indicate with an "X" in the appropriate box. Voting instructions are considered irrevocable and final on April 23, 2025. If neither the meaning of a voting instruction nor abstention is mentioned, the proxy will be assumed to have been instructed to vote in favour of the proposed resolution in question.

If amendments and/or any new resolutions are validly presented at the Meeting:

☐ SUB-OPTION 2A: The Shareholder grants full authority and irrevocably gives a power to the Proxyholder to vote for or against or abstain from voting in the name and on behalf of the Shareholder as he/she/it sees fit on any amendments and/or on any new resolutions validly presented at the Meeting.

OR

☐ SUB-OPTION 2B: The Shareholder intends to complete and sign an updated proxy form to be provided by the Company along with the agenda of the Meeting as updated to include any amendments of the agenda and/or any new resolutions validly presented at the Meeting, and upon receipt of such completed and signed updated proxy form by the Company, this proxy form shall cease to be valid.

DOCUMENTS TO BE ATTACHED

This proxy form is only valid if dated, signed and is accompanied by (if applicable) a Certificate (as defined below) and a copy of your valid identity document or in case the Proxyholder is a legal entity, the natural person(s) representing such entity who wishes to represent the Proxyholder at the Meeting must attach to this form the original or a copy of his or her power of representation, such as a general or special power of attorney or a recent extract from the commercial register indicating the identity of the proxyholder's legal representatives.

SENDING THE FORM

This proxy form, completed and signed, together with the documents to be attached thereto, shall be sent to the Company by post or electronically (e-mail: investors@luxempart.lu, postal address: LUXEMPART, attn. Legal Department, 12 rue Léon Laval, L-3372 Leudelange). The Company must have received this proxy form completed and signed together with the documents to be attached thereto, by April 23, 2025, at the latest.

We remind you that :

- shareholders wishing to participate in the Meeting must send their notice of participation in the Meeting (a form of which is provided to them by the Company) to the Company by post or e-mail (e-mail: investors@luxempart.lu, postal address: LUXEMPART, attn. Legal Department, 12 rue Léon Laval, L-3372 Leudelange) at the latest on the Record Date (April 14, 2025 at 24:00 (midnight) Luxembourg time);

- registered shareholders must be entered in the register of registered shares on the Record Date;
- shareholders holding dematerialised shares must have a certificate drawn up by their custodian, establishing their status as shareholder and certifying the number of dematerialised shares registered in their name on April 14, 2025 at 24:00 (midnight) (Luxembourg time) (the “**Certificate**”) and the Company must have received this certificate at the latest on April 23, 2025 by postal or electronic means (e-mail: investors@luxempart.lu, postal address: LUXEMPART, attn. Legal Department, 12 rue Léon Laval, L-3372 Leudelange); and
- only persons who are shareholders on the Record Date will be entitled to participate and exercise their rights at the Meeting.

GENERAL PROVISIONS

This proxy form is valid until June 30, 2025 inclusive.



(*check if appropriate*) The Shareholder agrees to indemnify and save harmless the Proxyholder, and to fully indemnify and save harmless the Proxyholder from and against all costs, claims, expenses, losses, liabilities and damages incurred by the Proxyholder in connection with the powers conferred upon the Proxyholder in this proxy form or in the exercise of any of the powers conferred, or purported to be conferred, upon the Proxyholder by this proxy form.

This form of proxy shall be governed by the laws of Luxembourg and any dispute relating thereto shall be submitted exclusively to the competent courts of Luxembourg City, Grand Duchy of Luxembourg.

Done at (*place*) _____, on (*date*) _____ 2025.

Signature: _____

(First name, Last name of the shareholder) _____

Appendix

Option 2: Voting Instructions

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>1. Presentation of the main events during the financial year 2024 and of the outlook</p> <p><i>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.</i></p> <p><i>This item does not call for resolution.</i></p>	no resolution
<p>2. Presentation of the financial results for the year 2024</p> <p><i>A presentation on the financial results for the financial year 2024 will be given during the General Meeting.</i></p> <p><i>This item does not call for resolution.</i></p>	no resolution
<p>3. Presentation of the management report for the financial year 2024</p> <p><i>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.</i></p> <p><i>This item does not call for resolution.</i></p>	no resolution
<p>4. Presentation of the audit reports</p> <p><i>A presentation of the auditor's reports on the annual accounts and the consolidated accounts of LUXEMPART will be given during the General Meeting.</i></p> <p><i>This item does not call for resolution.</i></p>	no resolution

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>5. Report on any conflict of interest of a financial nature</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>This item does not call for resolution.</i></p>	<p><i>no resolution</i></p>
<p>6. Approval of the consolidated financial statements for the financial year 2024</p> <p>Proposed resolution</p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>
<p>7. Approval of the statutory annual accounts for the financial year 2024</p> <p>Proposed resolution</p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>8. Allocation of the result of the financial year 2024 including the declaration of a dividend</p> <p>Proposed resolution</p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>

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.*

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>9. Presentation of the remuneration of the directors and executive committee members in 2024 and consultative vote on the 2024 remuneration report</p> <p><i>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.</i></p> <p>Proposed resolution</p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>
<p>10. Discharge of the directors for the performance of their duties during the financial year 2024</p> <p>Proposed resolution</p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>
<p>11. Renewal of the mandate of Mrs. Madeleine Jahr as a director for a 3-year period</p> <p>Proposed resolution</p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>12. Renewal of the mandate of LIDA SAS (with Mr. Gregoire Chertok as permanent representative) as a director for a 1-year period</p> <p><i>Proposed resolution</i></p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>
<p>13. Renewal of the mandate of Mr. John Penning as a director for a 3-year period</p> <p><i>Proposed resolution</i></p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>14. Appointment of Mr. Valentin Cogels as a director of the Company for a 3-year period</p> <p><i>Proposed resolution</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>Mr. Valentin Cogels meets the independence criteria defined in the corporate governance charter of LUXEMPART.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>15. Approval of the remuneration of the directors</p> <p>Proposed resolution:</p> <p><i>The Board of Directors proposes to the General Meeting to approve the remuneration of the members of the Board of Directors as follows:</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>
<p>16. Renewal of the mandate of the independent auditor for the financial year 2025</p> <p>Proposed resolution</p> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>

Proposed resolutions	Voting instructions (Check the appropriate box, if applicable)
<p>17. Authorization of LUXEMPART to acquire its own shares for a 5-year period</p> <p>Proposed resolution</p> <p><i>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:</i></p> <ul style="list-style-type: none"> - <i>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;</i> - <i>The authorization is valid from April 28, 2025 until the annual general meeting of shareholders to be held in 2030;</i> - <i>Minimum price per share: € 1.00 / Maximum price per share: € 150.00; and</i> - <i>The price can be paid in kind (e.g.: exchange of shares).</i> <p><i>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.</i></p>	<p>in favour <input type="checkbox"/> against <input type="checkbox"/> abstain <input type="checkbox"/></p>
<p>18. Miscellaneous</p> <p><i>No item.</i></p>	<p>No resolution</p>