

LUXEMPART
société anonyme
12, rue Léon Laval, L-3372 Leudelange
RCS B27846
(“**LUXEMPART**” or the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MONDAY 28 APRIL 2025 AT THE REGISTERED OFFICE OF THE COMPANY

The annual general meeting of shareholders of the Company (“**General Meeting**”) was opened at 11:00 a.m. (Luxembourg time) under the chairmanship of Mr François Gillet, Chairman (the “**Chairman**”) who appointed Mr. Lionel de Hemptinne to act as secretary of the General Meeting.

The General Meeting appointed Mrs. Betty Kizimalé-Grant as scrutineer.

The General Meeting acknowledged the attendance at the meeting of members of the staff of Luxempart, of family members of some of the shareholders and of other non-voting participants.

In order to declare the General Meeting duly and properly constituted, the Chairman declared, and the General Meeting noted the following:

- I. The convening notice was sent to all registered shareholders of the Company and was published using the FNS publication service of the Luxembourg Stock Exchange and also on the “*Recueil électronique des Sociétés et Associations*” and in the Luxemburger Wort on 28 March 2025. On the same date, convening notice, the documents to be presented at the General Meeting, the proposed resolutions, the form of notice of participation, the proxy form and the information on outstanding shares and non-suspended voting rights, were also published on the Company's website: www.luxempart.lu.
- II. The share capital of the Company is represented by 20,700,000 shares and pursuant to the Company's articles of association, each share entitles to one vote. The total number of voting rights amounts to 20,700,000. The Chairman informed the General Meeting that the Company holds 559,182 of its own shares on the date of the General Meeting and the voting rights attached thereto are therefore suspended.
- III. The shareholders present or represented and the number of shares they hold are indicated on an attendance list which, after having been signed by the shareholders present in person, the representatives of the shareholders represented and the members of the bureau, will remain attached in copy to the original of these minutes. The proxy forms of the shareholders represented will also remain attached to the original hereof. It resulted from the attendance list that 14,166,646 shares are present or represented, corresponding to a quorum of 76.4% (after consideration of the shares in respect of which voting rights have been suspended or waived).

IV. The agenda for the General Meeting is as follows:

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

V. The General Meeting is therefore properly constituted to deliberate validly on the items on the agenda.

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 was given by the Managing Director Mr. John Penning during the General Meeting. This item did not call for a resolution.

2. Presentation of the financial results for the year 2024

A presentation on the financial results for the financial year 2024 was given by the CFO Mr. Lionel de Hemptinne during the General Meeting. This item did not call for a resolution.

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

A presentation of the management report of the Board of Directors on the annual and consolidated financial statements of LUXEMPART for the financial year 2024 was given during the General Meeting. This item did not call for a resolution.

4. Presentation of the audit reports

A presentation of the auditor's reports on the annual accounts and the consolidated accounts of LUXEMPART was given during the General Meeting by Mr. Ravasio of KPMG Audit S.à r.l. This item did not call for a resolution.

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

The CFO Mr. Lionel de Hemptinne reported that no director or member of the executive committee had a financial interest opposite to that of Luxempart in any transactions decided by the Board of Directors or the Group Executive Committee during the year 2024. This item did not call for a resolution.

The Chairman then led a question-and-answer session on the above-mentioned presentations.

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

Resolution:

The General Meeting approved the consolidated financial statements of LUXEMPART for the financial year 2024 in the form included in the documents presented to the General Meeting.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

The CFO Mr. Lionel de Hemptinne presented a summary of the statutory annual results of the Company.

Resolution:

The General Meeting approved the statutory annual accounts of LUXEMPART for the financial year 2024 as set out in the annual financial report 2024 of LUXEMPART.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

The CFO Lionel de Hemptinne presented the proposed allocation of the results of the financial year 2024 as follows:

- Proposed declaration of a dividend of EUR 2.33 gross per share;
- No dividend declared on treasury shares held by the Company on the dividend record date (8 May 2025).

Resolution:

The General Meeting approved 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* | -46,928,105.94 |
| Profit brought forward | -1,002,914,400.92 |
| Unallocated earnings 2024 | - |

**The final aggregate dividend amount will depend on the number of treasury shares held on the dividend record date (8 May 2025).*

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

Resolution:

The General Meeting approved 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.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

Resolution:

The General Meeting granted discharge to the directors of LUXEMPART for the performance of their duties during the financial year 2024.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

Resolution:

The General Meeting renewed 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.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

Resolution:

The General Meeting renewed 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.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

Resolution:

The General Meeting renewed 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.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

The Chairman gave the opportunity to Mr. Valentin Cogels to briefly present himself to the General Meeting.

Resolution:

The General Meeting appointed 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.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

15. Approval of the remuneration of the directors

Resolution:

The General Meeting approved 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.- per year, irrespective of the number of meetings attended. This indemnity is € 90,000.- per year for the Vice-Chairman and € 180,000.- 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.-. This fee amounts to € 5,000.- 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 member of the relevant committee will receive an attendance fee of € 2,500.-. This fee amounts to € 5,000.- for the chair of the relevant committee.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

Resolution:

The General Meeting renewed the mandate of KPMG Audit S.à r.l. as the Company's independent auditor (*réviseur d'entreprises agréé*) for the financial year ending on 31 December 2025.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

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

Resolution:

The General Meeting renewed 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 cash or in kind (e.g.: exchange of shares).

The General Meeting also granted all powers to the Board of Directors, with the option to delegate to the Group Executive Committee (*comité de direction*) of the Company, to ensure the execution of this authorization.

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| Voted in favour: | 14,166,646 shares |
| Voted against | 0 share |
| Abstained: | 0 share |

18. Miscellaneous

The Chairman then led a final question-and-answer session.

There being no further business, the Chairman closed the General Meeting at 12:25 p.m. (Luxembourg time).

Signed François Gillet
The Chairman

Signed Betty Kizimalé-Grant
The Scrutineer

Signed Lionel de Hemptinne
The Secretary