

**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 27 APRIL 2026 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 26 March 2026. 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](http://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 543,682 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 14,063,990 shares are present or represented, corresponding to a quorum of 75.79 % (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 2025 and of the outlook
2. Presentation of the financial results for the year 2025
3. Presentation of the management report for the financial year 2025
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 2025
7. Approval of the statutory annual accounts for the financial year 2025
8. Allocation of the result of the financial year 2025 including the declaration of a dividend
9. Presentation of the remuneration of the directors and executive committee members in 2025 and consultative vote on the 2025 remuneration report
10. Discharge of the directors for the performance of their duties during the financial year 2025
11. Renewal of the mandate of Mr. Xavier Coirbay as a director for a 3-year period
12. Renewal of the mandate of Mr. Frank Donck as a director for a 3-year period
13. Renewal of the mandate of LIDA SAS (with Mr. Gregoire Chertok as permanent representative) as a director for a 1-year period
14. Renewal of the mandate of Mr. Owen Tesch as a director for a 3-year period
15. Renewal of the mandate of Mr. Jürgen Vanselow as a director for a 3-year period
16. Appointment of Mrs. Andrea Davis as a director for a 3-year period
17. Presentation of the revised executive remuneration policy and consultative vote
18. Approval of the remuneration of the directors for the financial year 2026
19. Renewal of the mandate of the independent auditor for the financial year 2026
20. 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 2025 and of the outlook**

A presentation of the main events during the financial year 2025 and of the outlook for the Company and the group was given by the Managing Director Mr. John Penning during the General Meeting after an opening speech by the Chairman. This item did not call for a resolution.

## **2. Presentation of the financial results for the year 2025**

A presentation of the financial results for the financial year 2025 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 2025**

A presentation of the management report of the Board of Directors on the annual and consolidated financial statements of the Company for the financial year 2025 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 the Company was given during the General Meeting by Mr. Thierry 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 one situation of conflict of interest which occurred in 2025, as detailed in the annual financial report 2025 of the Company.

Mr. Frank Donck did not attend the meeting of the Board of Directors of 28 February 2025 which deliberated and voted on the participation of the Company in a capital increase of Atenor S.A. due to a conflict of interest.

No other conflict of interest was reported in the course of 2025.

This item did not call for a resolution.

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The Chairman then led a question-and-answer session on the above-mentioned presentations and written questions received from shareholders.

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## **6. Approval of the consolidated financial statements for the financial year 2025**

### **Resolution:**

The General Meeting approved the consolidated financial statements of the Company for the financial year 2025 in the form included in the documents presented to the General Meeting.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

## 7. Approval of the statutory annual accounts for the financial year 2025

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 the Company for the financial year 2025 as set out in the annual financial report 2025 of the Company.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

## 8. Allocation of the result of the financial year 2025 including the declaration of a dividend

The CFO Lionel de Hemptinne presented the proposed allocation of the results of the financial year 2025 as follows:

- Proposed declaration of a dividend of EUR 2.56 gross per share;
- No dividend declared on treasury shares held by the Company on the dividend record date (7 May 2026).

### Resolution:

The General Meeting approved the allocation of the result of the Company for the financial year 2025 the declaration of a dividend as indicated in the table below:

Allocation of the result	EUR
Profit for the financial year 2025	66,873,155.97
Profit brought forward at 31/12/2025	1,002,426,156.10
<b>Total amount available for allocation</b>	<b>1,069,299,312.07</b>
<b>Allocation:</b>	
- Payment of a dividend of 2.56 EUR/share to 20,156,318 shares (20,700,000 shares less 543,682* treasury shares)	51,600,174.08
- Profit brought forward	1,017,699,137.99
<b>Total amount allocated</b>	<b>1,069,299,312.07</b>

*\*The final aggregate dividend amount will depend on the number of treasury shares held on the dividend record date (7 May 2026).*

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### **9. Presentation of the remuneration of the directors and executive committee members in 2025 and consultative vote on the 2025 remuneration report**

**Resolution:**

The General Meeting approved, by way of a consultative vote, the annual report on the remuneration of the directors (including the managing director) and the members of the executive committee of the Company for the financial year 2025, as set out in the annual financial report 2025 of the Company.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### **10. Discharge of the directors for the performance of their duties during the financial year 2025**

**Resolution:**

The General Meeting granted discharge to the directors of the Company for the performance of their duties during the financial year 2025.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### **11. Renewal of the mandate of Mr. Xavier Coirbay as a director for a 3-year period**

**Resolution:**

The General Meeting renewed the mandate of Mr. Xavier Coirbay as director of the Company for a term of 3 years ending on the date of the annual general meeting to be held in 2029.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 12. Renewal of the mandate of Mr. Frank Donck as a director for a 3-year period

**Resolution:**

The General Meeting renewed the mandate of Mr. Frank Donck as director of the Company for a term of 3 years ending on the date of the annual general meeting to be held in 2029.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 13. 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 the Company for a term of 1 year ending on the date of the annual general meeting to be held in 2027.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 14. Renewal of the mandate of Mr. Owen Tesch as a director for a 3-year period

**Resolution:**

The General Meeting renewed the mandate of Mr. Owen Tesch as director of the Company for a term of 3 years ending on the date of the annual general meeting to be held in 2029.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 15. Renewal of the mandate of Mr. Jürgen Vanselow as a director for a 3-year period

**Resolution:**

The General Meeting renewed the mandate of Mr. Jürgen Vanselow as director of the Company for a term of 3 years ending on the date of the annual general meeting to be held in 2029.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 16. Appointment of Mrs. Andrea Davis as a director of the Company for a 3-year period

Upon invitation of the Chairman, Mrs. Andrea Davis introduced herself to the General Meeting.

**Resolution:**

The General Meeting appointed Mrs. Andrea Davis as director of the company for a term of 3 years ending on the date of the annual general meeting to be held in 2029.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 17. Presentation of the revised executive remuneration policy and consultative vote

Mr. John Penning presented a summary of the proposed revisions of the executive remuneration policy.

**Resolution:**

The General Meeting approved, by way of a consultative vote, the revised executive remuneration policy for the members of the management of the Company, with effect from 2026.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 18. Approval of the remuneration of the directors for the financial year 2026

**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. This indemnity is € 90,000 per year for the Vice-Chairman and € 180,000 per year for the Non-Executive Chairman.
- For each attendance in-person at a meeting of the Board of Directors, the directors will receive an attendance fee of € 3,500. In the event of participation by telephone conference call, video conference, or any other similar means of communication, the attendance fee will be revised to € 2,500 per meeting. This fee amounts to € 7,000 for the Chairman, for each attendance in-person at a meeting of the Board of Directors, revised to € 5,000 for each attendance by telephone conference call, video conference, or any other similar means of communication.
- For each attendance in-person 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 € 3,500. In the event of participation by telephone conference call, video conference, or any other similar means of communication, the attendance fee will be revised to € 2,500 per meeting. This fee amounts to € 6,500 for the chair of the relevant committee for each attendance in-person at a meeting, revised to € 5,000 for each attendance by telephone conference call, video conference, or any other similar means of communication.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 19. Renewal of the mandate of the independent auditor for the financial year 2026

**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 2026.

Voted in favour:	14,063,990 shares
Voted against	0 share
Abstained:	0 share

### 20. Miscellaneous

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

There being no further business, the Chairman closed the General Meeting at 12:49 p.m. (Luxembourg time).

Signed François Gillet  
The Chairman

Signed Betty Kizimalé-Grant  
The Scrutineer

Signed Lionel de Hemptinne  
The Secretary