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ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS
27 MAY 2026

Today, Wednesday 27 May 2026, the annual and special general meeting of shareholders (the "**general meeting**") of the public limited company Gimv, with registered office at Karel Oomsstraat 37, 2018 Antwerp, Belgium and company number 0220.324.117 (the "**Company**"), is being held at the Hotel Crowne Plaza, Gerard le Grellelaan 10, 2020 Antwerp.

The meeting is opened at 10.30 am and is chaired by Filip Dierckx[1]. The chairman constitutes the bureau of the meeting chaired by him. He appoints Mr. Edmond Bastijns[2], Chief Legal Officer and Secretary General of the Company, as secretary of the meeting. Together, they constitute the bureau.

In addition to the chairman and the secretary, the following persons are present:
- Koen Dejonckheere, Managing Director – CEO
- Kristof Vande Capelle[3], Chief Financial Officer;
- Hilde Windels[4], director;
- Rudy Provoost[5], proposed director; and
- Veerle Catry, representative of the statutory auditor, BDO Bedrijfsrevisoren

The chairman opens the meeting by highlighting the most important milestones for the Company during the past financial year, before setting out the agenda of the annual general meeting:

1. Presentation of the Board of Directors' report for the financial year ended 31 December 2025
2. Presentation of the auditor's report for the financial year ended 31 December 2025
3. Presentation of the consolidated financial statements and the consolidated reports of the Board of Directors and the auditor for the financial year ended 31 December 2025
4. Presentation and approval of the remuneration report
5. Approval of the financial statements for the financial year ended 31 December 2025 and allocation of the profit
6. Discharge to the directors
7. Discharge to the auditor
8. Appointment of directors
9. Granting of rights in accordance with Article 7:151 of the Companies and Associations Code

With regard to the general shareholders' meeting, the chairman announces that:
- the holders of registered shares were invited by mail on 27 April 2026; the notice of the meeting is initialed by the members of the bureau;
- the Company also issued a press release relating to the general meeting on 27 April 2026;
- the Company has not received requests from shareholders representing, alone or together, at least 3% of the share capital of the Company to put additional items on the agenda and/or submit proposed resolutions with respect to the items on the agenda;
- the decisions of the general shareholders' meeting will be taken by a simple majority of votes.

The meeting confirms that all formalities in order to validly convene the meeting with a view to the deliberation and voting on the various agenda items have been fulfilled.

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[1] *On behalf of Ginkgo Associates CommV*
[2] *On behalf of Edmond Bastijns BV*
[3] *On behalf of Hawoka BV*
[4] *On behalf of Hilde Windels BV*
[5] *On behalf of Yquity BV*

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The shareholders who are present or represented are recorded on the attendance list signed by them before being admitted to the meeting. In addition, a list was prepared for the shareholders having duly casted their votes by paper vote. The attendance list and the list of shareholders who voted by paper vote is submitted to the bureau and closed.

The share capital of the Company amounts to 349,411,644.83 EUR and is represented by 36,810,933 shares, without nominal value, each representing the same fraction of the share capital of the Company. According to the attendance list and the verification of the admission to the general meeting, 18,346,007 shares in total, representing 49.84% of the voting shares of the Company, are present or represented at the meeting.

The shareholders had the opportunity to submit written questions to the company until 21 May 2026. The Company received a total of 8 written questions, which were answered at the AGM. The answers to these written questions can be found in Appendix 1.

Subsequently, the agenda of the general shareholders' meeting is discussed. For each item on the agenda requiring a decision, the bureau will present the voting results (by paper or by proxy).

Agenda item 1 – Presentation of the Board of Directors' report for the financial year ended 31 December 2025

The chairman is discharged from reading the annual report of the board of directors.

The CEO discusses the annual report, providing the meeting with a detailed overview of the Company's activities of the past financial year 2025.

This agenda item requires no further resolution.

Agenda item 2 – Presentation of the auditor's report for the financial year ended 31 December 2025

The Company's auditor presents the audit report on the financial year ending on 31 December 2025, pertaining to the consolidated as well as the unconsolidated accounts. It concerns a clean opinion on the annual report.

This agenda item requires no further resolution.

Agenda item 3 – Presentation of the consolidated financial statements and the consolidated reports of the Board of Directors and the auditor for the financial year ended 31 December 2025

The meeting is provided with information and clarification of the consolidated annual accounts as per 31 December 2025 with total assets of rounded EUR 2,456 million and a net result of EUR 173 million.

This agenda item requires no further resolution.

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Agenda item 4 – Presentation and approval of the remuneration report

In his capacity as chairman of the remuneration and nomination committee, Mr. Filip Dierckx presents the remuneration report, which is part of the report of the board of directors on the financial year ending on 31 December 2025.

Resolution:

Approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on 31 December 2025.

This resolution is approved by 17,124,950 votes in favour, 536,052 votes against and 684,928 votes abstained.

18,345,930 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

Agenda item 5 – Approval of the financial statements for the financial year ended 31 December 2025 and allocation of the profit

The financial statements as at 31 December 2025 will be presented to the meeting and discussed.

Resolution:

Approval of the financial statements for the financial year ended 31 December 2025, including the appropriation of the profit as proposed by the Board of Directors, namely:

(i) the setting of the gross dividend at EUR 1.95 per share (based on a gross dividend of EUR 2.60 per share, prorated for the shortened 9-month financial year); and

(ii) authorisation for the Board of Directors to take the final decision regarding the date on which the dividend will be made payable.

This resolution is approved by 18,334,596 votes in favour, 1,068 votes against and 10,266 votes abstained.

18,345,930 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

Agenda item 6 – Discharge to the directors

Resolution:

Discharge to each of the directors for the performance of their mandate during the financial year ending on 31 December 2025.

This resolution is approved by 17,475,888 votes in favour, 830,595 votes against and 39,447 votes abstained.

18,345,930 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

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Agenda item 7 – Discharge to the auditor

Resolution:

Discharge to the auditor for the performance of his mandate during the financial year ending on 31 December 2025.

This resolution is approved by 17,758,682 votes in favour, 547,735 votes against and 39,512 votes abstained.

18,345,929 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

Agenda item 8 – Appointment of directors

The chairman informs the general shareholders' meeting that the mandate of (i) The House of Value – Advisory & Solutions BV, permanently represented by Mr Johan Deschuyffeleer; (ii) Hilde Windels BV, permanently represented by Ms Hilde Windels; and (iii) Lubis BV, permanently represented by Mr Luc Missorten, is ending with this general shareholders' meeting. The meeting will be able to vote on the reappointment of the directors referred to under (i) and (ii) for a new period of four years. The chairman further announces that the Board of Directors proposes to appoint Yquity BV, permanently represented by Mr Rudy Provoost, as a new independent director for a period of four years. The shareholders received a copy of their CV in advance.

Agenda item 8a – Reappointment of The House of Value – Advisory & Solutions BV

Resolution:

Proposal by the Board of Directors to reappoint The House of Value – Advisory & Solutions BV, represented by Mr Johan Deschuyffeleer, as an independent director. This term of office shall run for a period of four years until the close of the Annual General Meeting in 2030. The information available to the Company indicates that both The House of Value – Advisory & Solutions BV and its permanent representative, Mr Johan Deschuyffeleer, meet the specific independence criteria set out in Recommendation 3.5 of the Belgian Corporate Governance Code 2020 and the general principle of independence laid down in Article 7:87 of the Companies Code. The Board of Directors has no indication of any factor that could call this independence into question.

This resolution is approved by 17,134,884 votes in favour, 1,202,717 votes against and 8,329 votes abstained.

18,345,930 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

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Agenda item 8b – Reappointment of Hilde Windels BV, permanently represented by Hilde Windels

Resolution:

Proposal by the Board of Directors to reappoint Hilde Windels BV, represented by Ms Hilde Windels, as an independent director. This term of office shall run for a period of four years until the close of the Annual General Meeting in 2030. The information available to the Company shows that both Hilde Windels BV and its permanent representative, Ms Hilde Windels, meet the specific independence criteria set out in Recommendation 3.5 of the Belgian Corporate Governance Code 2020 and the general principle of independence laid down in Article 7:87 of the Companies Code. The Board of Directors has no indication of any factor that could call this independence into question.

This resolution is approved by 18,014,836 votes in favour, 327,773 votes against and 2,150 votes abstained.

18,344,759 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

Agenda item 8c – Appointment of Yquity BV, permanently represented by Rudy Provoost

Resolution:

Proposal by the Board of Directors to appoint Yquity BV, represented by Mr Rudy Provoost, as an independent director. This term of office shall run for a period of four years until the close of the Annual General Meeting in 2030. The information available to the Company shows that both Yquity BV and its permanent representative, Mr Rudy Provoost, meet the specific independence criteria set out in Recommendation 3.5 of the Belgian Corporate Governance Code 2020 and the general principle of independence laid down in Article 7:87 of the Companies Code. The Board of Directors has no indication of any factor that could call this independence into question.

This resolution is approved by 18,041,502 votes in favour, 304,076 votes against and 352 votes abstained.

18,345,930 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

Agenda item 9 – Granting of rights in accordance with Article 7:151 of the Companies and Associations Code

Resolution:

Approval and, where required, ratification, in accordance with and to the extent falling within the scope of Article 7:151 of the Companies and Associations, of those provisions of the credit agreement concluded on 19 March 2026 between, on the one hand, the Company and, on the other hand, BNP Paribas Fortis NV, KBC Bank NV, ING Belgium NV and Belfius Bank NV (the "Credit Agreement"), which, if approved by the general meeting, confer rights on third parties which either have a material influence on the Company's assets or create a material liability or obligation for

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the Company, and the exercise of which is conditional upon the launch of a public takeover bid for the Company's shares or a change of control over the Company. Such provisions include, without limitation, clause 8.2 of the Credit Agreement (Change of Control), which provides, inter alia, that a lender under the Credit Agreement may cancel its available commitment and may request the Company to repay its participations in all outstanding drawdowns if it is notified of a 'Change of Control', which occurs if a person (other than Worxinvest NV or an affiliate of Worxinvest NV) makes an offer addressed to all (or as nearly as practicable all) shareholders (or all (or as many as is practically possible) such shareholders, with the exception of the offeror and/or parties acting in concert (as defined in Article 3(1), 5° of the Belgian Act of 1 April 2007 on public takeover bids or any amendment or reinstatement thereof) with the offeror), in order to acquire all or a majority of the voting rights of the Company, and (after the period of that bid has closed, the final results of that bid have been announced and that bid has become unconditional in all respects) the bidder has acquired voting rights in the Company or, following the announcement by the bidder of the results of that bid, is entitled, as a result of that bid, upon its completion, voting rights in the Company, so that it holds, directly or indirectly, more than 50 per cent of the voting rights in the Company, whereby the date on which the Change of Control is deemed to have taken place is the date of the bidder's announcement of the results of the relevant offer (and, for the avoidance of doubt, prior to any reopening of the bid in accordance with Article 42 of the Royal Decree of 27 April 2007 on public takeover bids).

This resolution is approved by 18,339,862 votes in favour, 1,434 votes against and 4,634 votes abstained.

18,345,930 valid votes have been registered for 36,810,933 shares, corresponding to 49.84% of the share capital.

* * *

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The agenda of the annual general meeting of shareholders is thus concluded. Reference will be made to a separate notarial deed for the resolutions of the extraordinary general meeting.

Subsequently, the general meeting is closed at 12h50 CET. These minutes were drawn up and signed by the members of the bureau as well as by each shareholder who wishes to do so.

Edmond BASTIJNS[6]
Secretary

Filip DIERCKX[7]
Chairman

[6] *On behalf of Edmond Bastijns BV*
[7] *On behalf of Ginkgo Associates CommV*

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ANNEX 1 – WRITTEN QUESTIONS

Category	Question	Answer
Macro trends & private equity in general	Is there already a noticeable impact of the German infrastructure plan on the revenue of certain Gimv portfolio companies? If so, which portfolio companies are affected and to what extent? Does this also offer growth opportunities for those portfolio companies in the coming years?	Techinfra in Germany
	Are there portfolio companies that benefit from the growing need for electrification? If so, which ones and in what way?	Fronnt in Belgium Baas / Verkley in the Netherlands Techinfra & E.Gruppe in Germany
	How do you see the future prospects for Private Equity, and the role of Gimv in that regard?	Private equity has an important role to play in the challenges we face on an economic, industrial and societal level. • Combined intelligence • Industry • Technology • Decarbonisation • Resilience
Recent Anchor investment	The crossing of the 5% threshold in Azelis was recently reported: • Were the shares purchased on the stock exchange or via a block trade? • What is the average stock price at which Azelis was acquired? • Over what period did the purchases took place? • The financial ratios of Azelis are not particularly convincing; return on invested capital amounted to only 2.46% in 2025, revenue has not grown over the last 4 years and EPS in 2025 was half of 2022. Why is this nevertheless an interesting investment for Gimv?	The shares were purchased on the market. We do not provide further financial details, in line with our communication regarding our regular private equity transactions. The investment in Azelis reflects our strong confidence in the market for the distribution of specialized chemicals and high value-added food ingredients. Gimv Anchor is convinced that Azelis is a global reference in this segment and that the company has a strong and competitive strategic position for the future. Both the sector and the company are well known to the Gimv Anchor team (led by Bart Troubleyn and Floris van Halder). Their in-depth expertise, combined with Gimv's "Building Leading Companies" vision, will contribute to the further development of Azelis.

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Portfolio	Does Gimv remain convinced of the future potential of Cegeka and of a future contribution to NAV? How should the pricing in this transaction be viewed, also in light of the fairness opinion? And, can it be confirmed that Gimv also remains an attractive investment for minority shareholders, whereby their interests are always safeguarded?	This question relates to a transaction that was already completed in the 2024-25 financial year and as such does not form part of the subject matter of this meeting, but we are happy to provide some clarification. The valuation at which Cegeka was transferred to Gimv Anchor represented a capital gain relative to the value at the beginning of the 2024-25 financial year of EUR 1.6 per share. This was not reflected in our communication regarding this transaction because this increase in value had already occurred in the first half of the financial year. Furthermore, we would like to note that, including the cash proceeds from this transfer (which represents a sale of 25% of our participation in Cegeka), we have already recouped twice our total investment cost and still retain 75% of the participation (and thus also the potential future capital gain). Finally, we would like to draw attention to the strict procedure that took place in the context of this transaction, and which we communicated in the press release regarding the transfer of Cegeka to Gimv Anchor.
	Can the board explain to what extent the valuation of Cegeka took into account the recent repricing of IT and software companies as a result of AI disruption, and whether the current valuation is primarily driven by operational performance rather than by multiple expansion?	We continuously monitor the evolution of the performance of all our companies, and base our valuations on this (in combination with the evolution of market parameters, such as multiples of listed companies with comparable activities). Furthermore, for our most significant portfolio companies (and certainly for those within the Anchor portfolio) we also take into account reasonable assumptions regarding expected cash flows (as explained in our annual report).

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		With regard to the comparison with the valuation of software companies, we would finally like to note that Cegeka's activities encompass much more than software alone. For example, Cegeka is strongly focused on AI and cybersecurity, and also has its own data centres. This must also be taken into account when determining the relevant market multiples.
	The ARGOS index as a reference index for midcap values stands at 8.3x EBITDA. The Gimv portfolio companies are valued at 9.7x EBITDA, which is significantly higher. Questions: • What explains this higher valuation? • Does the board consider the current exit environment sufficiently favourable to effectively realize the accounting unrealized capital gains in the medium term?	A weighted average multiple always conceals a broad range of underlying valuation multiples, and this is also the case at Gimv. A valuation also always takes into account, among other things, the activities, growth potential and strategic importance of a company. As a result, a comparison between the valuation of Gimv's portfolio and broader market indices will always be imperfect. To illustrate this, I would like to note that excluding Spineart, the average valuation multiple of Gimv would be 8.8x instead of 9.7x as at end of December 2025. Finally, I would also refer to the consistent uplift relative to the most recent valuation that Gimv always achieves upon the sale of a portfolio company.
Governance	There are private limited companies (BVs) on the board of directors. A BV creates the possibility of evading one's corporate responsibility. Is ESG reporting then still credible?	I would first like to point out that the use of a BV in no way removes the directorial responsibility. A legal entity director must always appoint a permanent representative, who is jointly and severally liable together with the legal entity director as if he or she were exercising the mandate personally. The same governance expectations therefore apply to all directors, regardless of the legal form in which they exercise their mandate. To the extent this question refers to the difference in tax treatment between remuneration paid to a

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		director who is a natural person and remuneration paid to a legal entity director, I would point out that this falls within the applicable legal framework and market practice. What matters to us is that the arrangement is transparent, correctly reported, falls within the approved remuneration policy, is in line with market practice and complies with all legal requirements. We assess the credibility of our ESG reporting on the basis of those same principles: sound governance, control, transparency and compliance with the applicable rules. The tax or legal form in which a director's remuneration is received does not in itself detract from those principles.

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Aan de aandeelhouders op naam
van Gimv NV

Antwerpen, 27 april 2026

Betreft: **Gewone en bijzondere algemene vergadering van Gimv NV**
27 mei 2026 om 10u30

Geachte Aandeelhouder,

Wij hebben het genoegen u uit te nodigen op de gewone en bijzondere algemene vergadering van Gimv NV die zal plaatsvinden op **woensdag 27 mei 2026** om 10u30 in Hotel Crowne Plaza, Gerard le Grellelaan 10, 2020 Antwerpen.

De agenda voor deze algemene vergadering is als bijlage bij deze brief gevoegd en wordt tevens openbaar gemaakt via een persbericht en op de vennootschapswebsite op 27 april 2026.

- Indien u zich wenst te laten vertegenwoordigen bij volmacht, verzoeken wij u om gebruik te maken van het bijgevoegde **volmachtformulier** en om deze volmacht uiterlijk op donderdag 21 mei 2026 aan ons te bezorgen.
- Indien u uw stem over de geagendeerde onderwerpen per brief wenst uit te brengen dient u het bijgevoegde **stemformulier** uiterlijk op donderdag 21 mei 2026 op te sturen aan de vennootschap.

De geconsolideerde jaarrekening en het bijhorend verslag van de commissaris vindt u terug in het jaarverslag, waarvan de papieren versie vanwege duurzaamheidsredenen op eenvoudig verzoek opgevraagd kan worden via e-mail aan infogav@gimv.com of via telefoon op het nummer +32 3 290 21 00. Deze documenten worden ook digitaal ter beschikking gesteld op de website van de vennootschap (www.gimv.com).

Ten slotte vindt u in bijlage een routebeschrijving. Na afloop van de algemene vergadering nodigen wij u graag uit voor een receptie.

Wij hopen dat u aanwezig kan zijn en kijken ernaar uit u daar te mogen begroeten.

Hoogachtend,

Filip Dierckx[1]
Voorzitter

Edmond Bastijns[2]
Lid Executief Comité
Secretaris- Generaal

[1] Via Ginkgo Associates CommV
[2] Via Edmond Bastijns BV

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Press release

Antwerp, April 27, 2026, 17:45 CET

Convocation annual general meeting of May 27, 2026

Gimv invites the shareholders to an ordinary and special general meeting (together "GM") to be held on Wednesday, May 27, 2026, at 10:30 a.m. at Hotel Crowne Plaza, Gerard le Grellelaan 10, 2020 Antwerp.

In addition to the regular agenda items (approval of the remuneration report and annual accounts, discharge of the directors and auditor) shareholders are invited to approve a dividend of EUR 1.95 per share (based on a gross dividend of EUR 2.60 per share, calculated on a pro rata basis for the shortened financial year of 9 months).

Shareholders are also invited to approve the reappointment of Ms. Hilde Windels and Mr. Johan Deschuyffeleer as independent directors for a new term of four years.

Furthermore, shareholders are invited to approve the appointment of Mr. Rudy Provoost as new independent director for a period of four years in succession of Mr. Luc Missorten whose term ends at the occasion of this GM upon reaching the maximum term of twelve years as an independent director.

Finally, shareholders are invited to approve change-of-control provisions in the context of the recently secured revolving facility agreement, under Belgian company law.

The convocation for this GM was published today on Gimv's website:

https://www.gimv.com/en/investors/shareholder-meetings

About Gimv

Gimv is a European investment company listed on Euronext Brussels and a member of the Euronext BEL ESG Index. With over 45 years of private equity experience, Gimv currently manages more than EUR 2 billion of assets across a portfolio of some 60 companies, representing combined turnover of EUR 5 billion and more than 20,000 employees.

As a recognised market leader in four sector-focused investment platforms (Consumer, Healthcare, Smart Industries and Sustainable Cities) as well as through Gimv Anchor Investments, Gimv partners with entrepreneurial, innovative businesses with strong growth potential and supports their transformation into market leaders. Each platform operates with an experienced local team across Gimv's home markets (Benelux, France and DACH), backed by an international network of experts.

Further information on Gimv can be found on www.gimv.com.

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