



EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

4 August 2025

EXMAR NV
De Gerlachekaai 20
2000 Antwerp
VAT BE 0860.409.202

The Board of Directors of EXMAR NV (the Company) invites the shareholders to attend the Extraordinary General Shareholders' Meeting that will take place on Monday 4 August 2025, at 10:30 am in Antwerp at De Gerlachekaai 20, Belgica Building, ground floor.

PRELIMINARY EXPLANATION

On 16 June 2025, the Company received a request from SAVEREX NV, in accordance with Article 7:126 of the Belgian Code of Companies and Associations, as a shareholder representing at least 10% of the shares, to convene an Extraordinary General Meeting with the agenda items and proposed resolutions submitted by SAVEREX NV:

AGENDA AND PROPOSED RESOLUTIONS

1. Distribution of a gross intermediary and extraordinary dividend of EUR 4,07143 per share.

Proposed Resolution: The Extraordinary General Meeting of Shareholders decides to approve the distribution of an intermediary and extraordinary dividend for a gross amount of EUR 4.07143 per share, to be distributed from the Company's retained earnings.

2. Acknowledgement of the special report prepared by the Board of Directors and the special report prepared by the Company's statutory auditor, in accordance with article 7:179 juncto 7:197 of the Belgian Code on Companies and Associations.

Proposed Resolution: As this comprises a mere acknowledgement, no proposed resolution has been included concerning this agenda point.

3. Approval of a capital increase of the company in kind.

Proposed Resolution: The Extraordinary General Meeting approves a capital increase of the Company in kind, by allowing, through an optional share dividend, shareholders to contribute their net dividend claim of EUR 2.85 per share (thus irrespective of whether a shareholder is subject to withholding tax) that stem from the dividend approved under agenda point 1 into the capital of the Company against the issuance of new ordinary shares without nominal value.

The issue price for the new shares issued under the capital increase shall be EUR 7.30767 per new share (entailing that shareholders will be required to contribute 100 net dividend claims to receive 39 new shares in the Company), whereby the distribution of the optional share dividend and the resulting capital increase shall result in a maximum increase of the Company's equity (including issue premium) of EUR 164.000.172,54 (USD 192,089,322.12 at today's exchange rate).

The Extraordinary General meeting approves and ratifies the preparations undertaken by the Board of Directors in the context of the Extraordinary General Meeting and approves of the abovementioned terms of the capital

increase. The Extraordinary General Meeting acknowledges that the further modalities of the optional share dividend shall be set out in the information memorandum concerning the optional share dividend.

The Extraordinary General Meeting acknowledges and approves that the capital increase in kind shall occur under the following condition precedent:

- the subscription to the capital increase by one or more shareholder(s) of the Company;

The Extraordinary General Meeting also authorises the Board of Directors to take the following actions in connection with the optional dividend and the related capital increase:

- to determine whether the condition precedent (as mentioned above) has been met and, if it has not been met, to decide to suspend or revoke the capital increase;
- to set and announce the date of the realisation of the capital increase and issue of the new shares;
- to accept a partial placement in accordance with the provisions of article 7:181 of the Belgian Code on Companies and Associations;
- to establish the actual realisation of the Capital Increase in one or more instalments in accordance with Article 7:186 of the Belgian Code on Companies and Associations;
- to establish, where appropriate, that the Capital Increase has not been fully subscribed and that the capital is increased by the amount of the subscribed subscriptions (in application of Article 7:181 of the Belgian Code on Companies and Associations), and
- to take any other action that is useful, appropriate or required in connection with the foregoing.

4. Amendment to the Articles of Association.

Proposed Resolution: The Extraordinary General Meeting approves to amend the Articles of Association, namely article 4 paragraphs 1 and 2, and to replace it by:

“The issued capital, set at (TO BE COMPLETED) is represented by (TO BE COMPLETED) shares without nominal value. It is completely paid up.

The reference value of the capital for the application of the provisions of the Companies and Associations Code is (TO BE COMPLETED) euros and (TO BE COMPLETED).”

The figures and amounts that have been indicated as [TO BE COMPLETED] shall be determined and completed at the time of the effective establishment of the capital increase.

5. Powers of attorney.

Proposed Resolution: The Extraordinary General Meeting approves to authorise every director of the Company, through a special power of attorney, acting individually, and with the power of substitution, to (a) make all other necessary amendments to the articles of association, (b) to complete all prescribed administrative formalities with the services of the Crossroads Bank for Enterprises, Euroclear, Euronext Brussels, etc., and to declare and sign all documents that would be necessary or useful for the implementation of the resolutions approved at this Extraordinary General Meeting.

The Extraordinary General Meeting authorises the notary to proceed with the drafting of the coordinated text of the Articles of Association, and to complete all prescribed administrative formalities at the services of the registry of the Enterprise Court and the Belgian Official Gazette, including publication and filing.
