



**MONTEA**

Public regulated real estate investment company under Belgian law  
Public limited liability company  
27 Industrielaan, box 6 - 9320 Erembodegem (Aalst)  
Ghent Register of Legal Entities, Dendermonde Division – VAT BE 0417.186.211  
(the **Company** or **Montea**)

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**CONVOCATION NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 21 MAY 2024**

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The shareholders, bondholders, Montea Management NV (the **Sole Director**) and statutory auditor of the Company are invited to the **ordinary general meeting of shareholders** which will be held on **Tuesday, 21 May 2024 at 10:00 am**, with the following agenda and proposals for resolution (also to be consulted on [www.montea.com](http://www.montea.com)).

The ordinary general meeting of shareholders will be organized via a physical meeting at the offices of the Company at **Industrielaan 27, box 6, 9320 Erembodegem, Belgium**. No live webcast will be organized. Shareholders have the possibility to vote during the physical general meeting of shareholders or in advance through a voting form or a power of attorney. You will find more information about this under 'Information for the shareholders'.

**AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Acknowledgement and discussion of the annual accounts and consolidated annual accounts of the Company as at 31 December 2023, and the reports of the Sole Director, including the corporate governance statement and the remuneration report, with respect to the annual accounts and consolidated annual accounts of the Company as at 31 December 2023.
2. Acknowledgement and discussion of the statutory auditor's reports with respect to the aforementioned annual accounts.
3. Approval of the annual accounts as at 31 December 2023.  
*Proposed resolution: The general meeting of shareholders approves the annual accounts as at 31 December 2023.*
4. Approval of the appropriation of the results for financial year 2023.  
*Proposed resolution: The general meeting of shareholders decides to allocate the profit of the last financial year as proposed by the Sole Director, with a gross dividend of € 3,74 per share.*
5. Approval of the remuneration report.  
*Proposed resolution: The general meeting of shareholders approves the remuneration report relating to the financial year 2023.*
6. Discharge of the Sole Director.  
*Proposed resolution: The general meeting of shareholders grants discharge to the Sole Director for its duties performed in the course of the financial year 2023.*
7. Discharge of the permanent representative of the Sole Director.  
*Proposed resolution: The general meeting of shareholders grants discharge to the permanent representative of the Sole Director for his duties performed in the course of the financial year 2023.*
8. Discharge of the statutory auditor and its permanent representative.  
*Proposed resolution: The general meeting of shareholders grants discharge to the statutory auditor, and its permanent representative, for their duties performed in the course of the financial year 2023.*

9. Approval of the remuneration of the Sole Director for financial year 2023.  
*Proposed resolution: The general meeting of shareholders approves the remuneration of the Sole Director for financial year 2023 for an amount of € 1,060,505.93 (exclusive of VAT).*
10. Acknowledgement of the voting on the proposal to reappoint Koen Van Gerven and Barbara De Saedeleer as non-executive independent directors of the Sole Director for an additional period of four years.

## **INFORMATION FOR THE HOLDERS OF SECURITIES**

### **1. TERMS AND CONDITIONS FOR PARTICIPATION**

#### **A. REGISTRATION**

Only persons who are shareholders **on Tuesday 7 May 2024 at midnight (24:00 CET)** (the **Registration Date**) shall be entitled to participate in and vote at the ordinary general meeting of shareholders.

In order to be admitted to and to exercise voting rights during the ordinary general meeting of shareholders:

- holders of **dematerialized shares**, must be registered on the Registration Date in their names in the accounts of an authorized account holder or of a settlement institution. The number of dematerialized shares held on the Registration Date shall be determined on the basis of a certificate issued by the recognized account holder or the settlement institution. This shall be delivered to the Company no later than **Wednesday 15 May 2024**.
- holders of **registered shares** must be registered on the Registration Date in the Company's register of registered shares.

Holders of bonds issued by the Company may participate in the ordinary general meeting of shareholders with an advisory vote. They must complete the same participation formalities as shareholders, *mutatis mutandis*.

#### **B. NOTIFICATION**

The securityholders who intend to participate to the general meeting of shareholders must notify this to the Company no later than **Wednesday, 15 May 2024**:

- by letter at the following address: Industrielaan 27, box 6, 9320 Erembodegem (Aalst); or
- by e-mail: [compliance@montea.com](mailto:compliance@montea.com); or
- as from Registration Date, electronically to ABN AMRO Bank N.V. through <http://www.abnamro.com/evoting> (in the case of dematerialized shares, whether or not through a financial intermediary at the shareholder's instruction).

Holders of dematerialized shares must attach to their notice the certificate referred to in section 1.A above. In case of electronic notice to ABN AMRO Bank N.V., the authorized account holder or the settlement institution shall provide such certificate electronically through [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary). In such case, the authorized account holders and settlement institutions are requested to provide the full address details of the beneficial owners concerned in order to be able to verify the shareholding on the Registration Date efficiently.

### **2. PROXY AND VOTE BY CORRESPONDENCE**

Shareholders who do not participate in the physical general meeting themselves will be able to exercise their rights prior to the ordinary general meeting as follows:

- (i) **voting by correspondence** using the form available for this purpose at [Montea | Shareholder meeting](#). This form must reach the Company duly completed and signed no later than **Wednesday 15 May 2024**; or
- (ii) granting **an ordinary power of attorney** with voting instruction to the chairman of the board of directors, being Dirk De Pauw, using the form available on [Montea | Shareholder meeting](#). These powers of attorney must reach the Company no later than **Wednesday 15 May 2024**, duly

completed and signed; or

- (iii) granting **an electronic power of attorney** with voting instruction by using the platform of ABN AMRO (<http://www.abnamro.com/evoting>) where the shareholder can give a proxy with voting instructions to the chairman of the board of directors, being Dirk De Pauw. The electronic proxy can be submitted as from the Registration Date (24:00 CET) and must reach ABN AMRO Bank N.V. no later than **Wednesday 15 May 2024**.

For the practical modalities regarding the sending of voting forms and proxies, see section 6 below (*Practical matters*).

### 3. RIGHT TO ASK QUESTIONS

Shareholders who have complied with the admission formalities of the ordinary general meeting may submit questions in writing (in advance of the ordinary general meeting) to the directors and the statutory auditor concerning their reports or the items on the agenda. Written questions must be received by the Company no later than **Wednesday 15 May 2024**.

### 4. ADDING ITEMS TO THE AGENDA

One or more shareholders who together own at least 3% of the capital may request to have items included on the agenda of the ordinary general meeting and submit proposals for resolutions concerning the items to be dealt with on the agenda of said meeting.

A shareholder exercising this right must be able to demonstrate that he/she:

- is in possession of the aforementioned percentage on the date of his request; and
- on the Registration Date still holds at least 3% of the capital.

These proposals must be received by the Company no later than **Monday 29 April 2024**. The Company shall acknowledge receipt of the requests by e-mail or letter within a period of 48 hours from receipt. As the case may be, the supplemented agenda will be published no later than **Monday 6 May 2024**.

Powers of attorney notified to the Company prior to the publication of a revised agenda shall nevertheless remain valid for the items on the agenda to which they apply. By way of exception, the proxy holder may, for the items to be discussed on the agenda for which new motions have been submitted in accordance with article 7:130 of the Code of companies and associations, deviate during the ordinary general meeting of shareholders from any instructions given by the principal in case the execution of such instructions could prejudice the interests of the principal. The proxy holder must inform the principal accordingly. The power of attorney must state whether the proxy holder is authorized to vote on the new items on the agenda or whether he must abstain.

### 5. DATA PROTECTION

The Company is the data controller for the processing of personal data it receives from shareholders and proxy holders or collects about them in connection with the ordinary general meeting. The Company processes the data on the basis of (i) its legal obligations, or (ii) its legitimate interests, including the need for the Company to be able to effectively organise and conduct the ordinary general meeting of shareholders.

For the remainder, reference is made to the privacy policy of the Company, to be consulted on [Privacy Policy | Montea](#). In case of any questions about these data or in relation to the exercise of your rights as a data subject, please contact us at [privacy@montea.com](mailto:privacy@montea.com).

### 6. PRACTICAL MATTERS

Any deadline specified in this convocation notice refers to the deadline by which the relevant notification must be received by the Company.

Any communication to the Company following or concerning this convocation notice must be sent:

- by letter to the following address: Montea NV, att. Jörg Heirman, Industrielaan 27 (box 6) - 9320 Erembodegem (Aalst), Belgium or

- by e-mail at [compliance@montea.com](mailto:compliance@montea.com).

The articles of association and all documents required by the Code of companies and associations will be available for consultation, as from the date of this convocation, at the Company's registered office and will also be available on the website ([Montea | Shareholder meeting](#)). Each security holder may, upon presentation of his /her security or certificate obtain a copy of these documents free of charge at the registered office of the Company.

Participants are requested to present themselves at the ordinary general meeting by 9:45 am (CET) at the latest.

Erembodegem, 19 April 2024  
Montea Management NV, sole director