

MDxHealth SA

Limited Liability Company
(*société anonyme*)

CAP Business Center
Zone Industrielle des Hauts-Sarts
Rue d'Abhooz 31
4040 Herstal, Belgium
VAT BE 0479.292.440 (RLP Liège, division Liège)

<p>MINUTES OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING held on Thursday, 30 May 2024, at 3:00 p.m.</p>

On 30 May 2024, the ordinary general shareholders' meeting of MDxHealth SA (the "**Company**") is held at the offices of the notary public Stijn Raes, at Kortrijksesteenweg 1147, 9051 Ghent, Belgium.

OPENING OF THE MEETING

The ordinary general shareholders' meeting is opened at 3.00 p.m. by Ahok BV, represented by Mr. Koen Hoffman, director and chair of the board of directors (the "**Chair**").

The Chair notes that, in accordance with applicable law, French is the applicable working language for the meeting.

COMPOSITION OF THE BUREAU

In accordance with the Company's articles of association, the Chair of the meeting designates Loore De Weirt as secretary of the meeting.

In view of the limited number of people present at the meeting, no tellers are appointed.

The Chair, together with the secretary, constitute the bureau of the general shareholders' meeting.

DECLARATIONS BY THE CHAIR

The Chair makes the following declarations with respect to the convening and composition of the meeting.

Agenda

The Chair states that the meeting was convened with the following agenda and proposed resolutions:

1. Report on the annual statutory financial statements and on the consolidated financial statements

Submission of, and discussion on, (a) the combined annual report of the board of directors on the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023, (b) the report of the statutory auditor on the (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023, and (c) the report of the statutory auditor on the consolidated financial statements of the Company for the financial year ended on 31 December 2023.

2. Approval of the annual (non-consolidated) statutory financial statements

Submission of, discussion on, and approval of the annual (non-consolidated) statutory financial statements for the financial year ended on 31 December 2023, and approval of the allocation of the result as proposed by the board of directors.

Proposed resolution: The general shareholders' meeting resolves to approve the annual (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023 and to approve the allocation of the annual result as proposed by the board of directors.

3. Consolidated financial statements

Submission of, and discussion on, the consolidated financial statements of the Company for the financial year ended on 31 December 2023.

4. Discharge from liability of the directors

Discharge from liability of the directors for the exercise of their mandates during the financial year ended on 31 December 2023.

Proposed resolution: The general shareholders' meeting resolves to grant discharge from liability to each of the directors who was in office during the financial year ended on 31 December 2023, for the performance of its, his or her mandate during that financial year.

5. Discharge from liability of the statutory auditor

Discharge from liability of the statutory auditor for the exercise of its mandate during the financial year ended on 31 December 2023.

Proposed resolution: The general shareholders' meeting resolves to grant discharge from liability to the statutory auditor which was in office during the financial year ended on 31 December 2023, for the performance of its mandate during that financial year.

6. Re-appointment of directors

The board of directors recommends that (a) Ahok BV, represented by Koen Hoffman as permanent representative, and (b) Qaly-Co BV, represented by Lieve Verplancke as permanent representative, be re-appointed as directors of the Company, each for a term of two years.

Proposed resolutions:

- (a) The general shareholders' meeting resolves to re-appoint Ahok BV, represented by Koen Hoffman as permanent representative, as director of the Company for a term of two years, up to and including the closing of the ordinary general shareholders' meeting to be held in 2026 which will have decided upon the financial statements for the financial year ended on 31 December 2025. The mandate of the director shall be remunerated, which remuneration shall be as decided by the general shareholders' meeting from time to time.
- (b) The general shareholders' meeting resolves to re-appoint Qaly-Co BV, represented by Lieve Verplancke as permanent representative, as director of the Company for a term of two years, up to and including the closing of the ordinary general shareholders' meeting to be held in 2026 which will have decided upon the financial statements for the financial year ended on 31 December 2025. The mandate of the director shall be remunerated, which remuneration shall be as decided by the general shareholders' meeting from time to time.

Note: If the proposed resolutions set out in point 6 are approved by the general shareholders' meeting, the Company's board of directors will be composed of (1) Michael K. McGarrity, chief executive officer (CEO), executive director and managing director (until 2026), (2) Ahok BV, represented by Koen Hoffman, director and chair of the board of directors (until 2026), (3) Hilde Windels BV, represented by Hilde Windels, director (until 2025), (4) Qaly-Co BV, represented by Lieve Verplancke, director (until 2026), (5) Donnie M. Hardison Jr., director (until 2025), (6) Regine Slagmulder BV, represented by Regine Slagmulder, director (until 2025), and (7) Eric Bednarski, director (until 2025).

7. Remuneration of directors

Taking into account the recommendation of the Compensation Committee of the board of directors, the board of directors proposes that the remuneration of the members of the board of directors be amended as set out in the proposed resolution.

Proposed resolution: The general shareholders' meeting resolves that the remuneration of the members of the board of directors of the Company shall be as follows:

- (a) The mandate of the directors of the Company shall be remunerated as follows:
 - (i) Each director shall be entitled to a maximum annual fixed remuneration of USD 40,000.00 (ca. EUR 37,120.00).
 - (ii) The chairperson of the board of directors shall be entitled to an additional maximum annual fixed remuneration of USD 64,400.00 (ca. EUR 59,762.00).
 - (iii) The chairperson of the Audit Committee shall be entitled to an additional maximum annual fixed remuneration of USD 19,000.00 (ca. EUR 17,632.00), and the other members of the Audit Committee (other than the chairperson of this committee) shall be entitled to an additional maximum annual fixed remuneration of USD 9,500 (ca. EUR 8,816.00).
 - (iv) The chairperson of the Corporate Governance and Nominating Committee shall be entitled to an additional maximum annual fixed remuneration of USD 10,000.00 (ca. EUR 9,280.00), and the other members of the Corporate Governance and Nominating Committee (other than the chairperson of this committee) shall be entitled to an additional maximum annual fixed remuneration of USD 5,000.00 (ca. EUR 4,640.00).
 - (v) The chairperson of the Compensation Committee shall be entitled to an additional maximum annual fixed remuneration of USD 13,500.00 (ca. EUR 12,528.00), and the other members of the Compensation Committee (other than the chairperson of this committee) shall be entitled to an additional maximum annual fixed remuneration of USD 6,800.00 (ca. EUR 6,310.00).
 - (vi) The remuneration set out in paragraphs (ii), (iii), (iv) and (v) shall be in addition to the remuneration set out in paragraph (i) and can be combined, depending on whether the eligibility criteria set out in these paragraphs have been met. The remuneration can be reduced *pro rata temporis* depending on the duration of the mandate, chairpersonship or membership of a director during a given year. All amounts are exclusive of VAT and similar charges.
- (b) Notwithstanding the foregoing, directors whom, in accordance with the rules and regulations of U.S. law and/or Nasdaq can be, or have been, qualified as independent directors, shall each be entitled (i) to receive, on 15 June 2024, a one-time grant of share options for 30,000 shares of the Company, and (ii) each year thereafter, commencing with the ordinary general shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024, to receive share options for a maximum of 10,000 shares of the Company.
- (c) The rules set out in paragraph (a) shall apply as from 1 July 2024, whereby the remuneration for the period from 1 July 2024 until 31 December 2024 shall be 50% of the remuneration referred to in paragraph (a).

For the sake of completeness, the above remuneration of the directors replaces, as from 1 July 2024, all other decisions regarding remuneration of directors approved in the past by the general shareholders' meeting, including the remuneration policy approved by the ordinary general shareholders' meeting held on 27 May 2021.

Convening notices

The Chair declares that, according to article 7:127 of the Belgian Companies and Associations Code, the notices convening this general shareholders' meeting, containing amongst others, the agenda, the proposed resolutions and other information required by the Belgian Companies and Associations Code, have been published fifteen (15) calendar days prior this meeting in:

- the Belgian Official Gazette on 15 May 2024; and
- l'Echo on 15 May 2024.

Copies of the publications are submitted to the bureau and initialled by the members of the bureau. These will be kept in the files of the Company together with the minutes of this meeting.

The Chair declares that, according to article 7:127 and 7:132 of the Belgian Companies and Associations Code, the notices convening the ordinary general shareholders' meeting have also been sent by mail and (as relevant) by email at least (15) calendar days before the date of the meeting to the directors of the Company, the statutory auditor of the Company, the holders of registered shares issued by the Company and the holders of subscription rights.

Proofs of the convening notices are being submitted as evidence to the meeting, for consultation. The proofs will be attached to these minutes as Annex A and kept in the Company's files together with the minutes of this meeting.

In addition, as from 15 May 2024, the following documentation has been made available to the public and the holders of securities issued by the Company on the Company's website (www.mdxhealth.com) (in addition to any documentation related to the extraordinary general shareholders' meeting also to be held on 30 May 2024):

- the convening notice to the ordinary general shareholders' meeting;
- the documents to be submitted to the ordinary general shareholders' meeting as referred to in the agenda;
- an attendance form for holders of securities issued by the Company; and
- a proxy form to allow holders of securities issued by the Company to be represented at the ordinary general shareholders' meeting.

The proofs will be kept in the files of the Company together with the minutes of this meeting.

Participation to the general meeting

Holders of securities issued by the Company that wished to participate to the ordinary general shareholders' meeting of the Company had to take into account the formalities and procedures described in the notice convening the ordinary general shareholders' meeting.

Since the completion, on 18 December 2023, of the Company's transition from a dual listing of the Company's former American Depositary Shares on Nasdaq and shares on Euronext Brussels to a sole listing of its shares on Nasdaq, the Company's shares are comprised of:

- shares that are reflected in the component of the Company's share register that is held in Belgium and which is managed by Euroclear Belgium (the "**Belgian Share Register**" and, the shares reflected in the Belgian Share Register, the "**European Shares**"), and that cannot be traded on Nasdaq until they have been repositioned into U.S. Shares (as defined below); and
- shares that are reflected directly or indirectly in the component of the Company's share register that is held in the United States and which is managed by Computershare (the "**U.S. Share Register**" and, the share reflected in the U.S. Share Register, the "**U.S. Shares**"), and that can be traded on Nasdaq.

Register and attendance list

The registration date of the ordinary general shareholders' meeting was Friday, 24 May 2024, at midnight (12.00 a.m., Belgian Time) (the "**Registration Date**"), as set out in the notice convening the general shareholder's meeting in accordance with article 32 of the Company's articles of association and article 7:134 of the Belgian Companies and Associations Code.

A register has been prepared in which, for each shareholder having notified its intention to participate to the meeting, the following information was included: (i) the name of the shareholder and its address or registered office, (ii) the number of shares owned on the Registration Date, and (iii) a description of the documents which indicate the holding of the shares on the Registration Date. This register is attached to these minutes as Annex B.

In addition, an attendance list has been prepared indicating (i) the identity of the shareholders that are present or represented to the meeting, (ii) the domicile or registered office of such shareholders, (iii) if applicable, the identity of the proxy-holder of such shareholders, and (iv) the number of shares that the shareholders held on the Registration Date and with which such shareholders are participating in the voting. The attendance list also indicates the directors and the statutory auditor that are present or represented at the meeting, as well as the holders of subscription rights previously issued by the Company present or represented at the meeting. The attendance list has been signed by the proxy holders of, or (as the case may be) the Chair on behalf of, the shareholders, directors, statutory auditor and holders of subscription rights who are represented at the meeting. The attendance list is attached to these minutes as Annex C. The proxies will also be kept with the attendance list in the files of the Company together with the minutes of this meeting.

The aforementioned list and the register are submitted to the bureau and are subsequently closed, initialled and signed by the members of the bureau. The list as well as the register will be kept in the files of the Company together with the minutes of this meeting.

All holders of securities issued by the Company that are present or represented at the meeting included in the register and in the aforementioned list have complied with the formalities in order to be admitted to the ordinary general shareholders' meeting in accordance with the Company's articles of association and the Belgian Companies and Associations Code and as set out in the convening notice.

The following documentation will be kept in the files of the Company together with the minutes of this meeting: (i) the notifications and attendance forms submitted with respect to European Shares in registered form; (ii) the notifications, attendance forms and certificates submitted with respect to European Shares in dematerialised form; (iii) the notifications and attendance forms submitted with respect to U.S. Shares that are reflected directly (not through DTCC) in the U.S. Share Register; (iv) the notifications, attendance forms and certificates with respect to U.S. Shares reflected indirectly in the U.S. Share Register, through CEDE &Co.; and (v) the proxies that have been submitted by the holders of securities.

Attendance

The Chair indicates that the Company's share capital amounts to **EUR 164,302,752.89** and is represented by **27,288,093 shares**, without nominal value, each representing the same fraction of the Company's share capital. Based on the aforementioned attendance list and the verification of the admission to the ordinary general shareholders' meeting, it appears that 13,183,136 shares in total or 48.31% of the outstanding and existing shares are present or represented at the meeting.

Voting rights

Shares

The Chair declares that, according to article 7:83 of the Belgian Companies and Associations Code, no person can participate in the voting of a general shareholders' meeting with dematerialised voting securities that represent 25% or more than 25% of the total number of voting rights at the date of this general meeting, if such a holder of securities did not do the declarations required by §1 of article 7:83 of the Belgian Companies and Associations Code.

For all of the shareholders present or represented, it is confirmed that they can participate in the vote with all the shares submitted for voting.

Subscription Rights

The Chair declares that, according to article 7:135 of the Belgian Companies and Associations Code, the holders of subscription rights have the right to participate to the ordinary general shareholders' meeting, but with an advisory vote only.

Quorum and voting

According to the Belgian Companies and Associations Code, there is no quorum requirement for the voting on the respective items referred to in the aforementioned agenda of the ordinary general shareholders' meeting.

Each of the proposed resolutions under the respective items included in the aforementioned agenda shall be passed if it is approved by a simple majority of the votes validly casted.

Each share is entitled to one vote.

Third parties admitted to the meeting

A number of persons attend the meeting, such as third parties engaged by the Company to provide services in connection with the general shareholders' meeting. Upon proposal of the Chair, the meeting allows such persons to attend. The aforementioned persons have signed the attendance list regarding persons that are not a shareholder or that are a shareholder but have not complied with the formalities to be admitted to the meeting

VERIFICATION OF THE CONVENING AND COMPOSITION OF THE MEETING

The aforementioned statements by the Chair are verified and approved by all members of the ordinary general shareholders' meeting. Subsequently, the ordinary general shareholders' meeting determines and confirms that it has been validly convened and is validly constituted, and that it is authorized to deliberate and vote on the items on the agenda of the meeting.

DELIBERATIONS AND VOTING

Upon proposal by the Chair, the meeting begins with the deliberation on the items on the agenda.

Submission of documentation

The Chair summarises the items of the agenda of the meeting.

The Chair submits to the meeting the following documentation that has been mentioned in the first items on the agenda of the meeting:

- the combined annual report of the board of directors on the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023;
- the report of the statutory auditor on the (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023;
- the report of the statutory auditor on the consolidated financial statements of the Company for the financial year ended on 31 December 2023;
- the annual (non-consolidated) statutory financial statements for the financial year ended on 31 December 2023; and
- the consolidated financial statements of the Company for the financial year ended on 31 December 2023.

The Chair states that these documents have been made available to the directors, the statutory auditor and the holders of securities issued by the Company in accordance with the Company's articles of association and the Belgian Companies and Associations Code. The Chair also states that these documents have been made

available to the holders of securities issued by the Company and to the public on the Company's website. The documents concerned will be kept in the files of the Company together with the minutes of this meeting.

The meeting takes note of the fact that this documentation has been submitted. The meeting releases the Chair from reading the documentation that has been submitted.

Questions

Each holder of securities issued by the Company had the right to ask questions to the directors and the statutory auditor related to items on the agenda of a general shareholders' meetings. The Chair informs the meeting that no holders of securities have submitted written questions prior to the meeting in accordance with article 7:139 of the Belgian Companies and Associations Code.

Furthermore, after the discussion, no question is asked by the meeting in accordance with article 7:139 of the Belgian Companies and Associations Code, with respect to the documents that have been submitted to the meeting and with respect to the items of the agenda of the meeting.

Deliberations and voting

Subsequently, upon proposal of the Chair, the meeting proceeds with the deliberation and voting with respect to each of the items on the agenda.

The items on the agenda are separately voted upon.

1. Report on the annual statutory financial statements and on the consolidated financial statements

This agenda item relates to the submission of, and discussion on, (a) the combined annual report of the board of directors on the consolidated and (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023, (b) the report of the statutory auditor on the (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023, and (c) the report of the statutory auditor on the consolidated financial statements of the Company for the financial year ended on 31 December 2023.

The Chair requires that a copy of such documents be attached to these minutes as Annex D.

This agenda item requires no further resolution.

2. Approval of the annual (non-consolidated) statutory financial statements

This agenda item relates to the submission of, discussion on, and approval of the annual (non-consolidated) statutory financial statements for the financial year ended on 31 December 2023, and approval of the allocation of the result as proposed by the board of directors.

The Chair requires that a copy of such document be attached to these minutes as Annex E.

The following resolution is passed with a majority of 99.78%:

The general shareholders' meeting resolves to approve the annual (non-consolidated) statutory financial statements of the Company for the financial year ended on 31 December 2023 and to approve the allocation of the annual result as proposed by the board of directors.

Vote: This resolution is passed as follows:

- (a) Valid registered votes: 13,183,136 out of a total of 27,288,093 shares, *i.e.*, 48.31% of the share capital.
- (b) Votes for such resolution: 13,154,174
- (c) Votes against such resolution: 24,307
- (d) Abstentions: 4,655

3. Consolidated financial statements

This agenda item relates to the submission of, and discussion on, the consolidated financial statements of the Company for the financial year ended on 31 December 2023.

The Chair requires that a copy of such document be attached to these minutes as Annex F.

This agenda item requires no further resolution.

4. Discharge from liability of the directors

This agenda item relates to the discharge from liability of the directors for the exercise of their mandates during the financial year ended on 31 December 2023.

The following resolution is passed with a majority of 98.60%:

The general shareholders' meeting resolves to grant discharge from liability to each of the directors who was in office during the financial year ended on 31 December 2023, for the performance of its, his or her mandate during that financial year.

Vote: This resolution is passed as follows:

- (a) Valid registered votes: 13,183,136 out of a total of 27,288,093 shares, *i.e.*, 48.31% of the share capital.
- (b) Votes for such resolution: 12,999,060
- (c) Votes against such resolution: 64,514
- (d) Abstentions: 119,562

5. Discharge from liability of the statutory auditor

This agenda item relates to the discharge from liability of the statutory auditor for the exercise of its mandate during the financial year ended on 31 December 2023.

The following resolution is passed with a majority of 98.61%:

The general shareholders' meeting resolves to grant discharge from liability to the statutory auditor which was in office during the financial year ended on 31 December 2023, for the performance of its mandate during that financial year.

Vote: This resolution is passed as follows:

- (a) Valid registered votes: 13,183,136 out of a total of 27,288,093 shares, *i.e.*, 48.31% of the share capital.
- (b) Votes for such resolution: 12,999,260
- (c) Votes against such resolution: 64,439
- (d) Abstentions: 119,437

6. Re-appointment of directors

This agenda item relates to the re-appointment of directors.

The board of directors recommends that (a) Ahok BV, represented by Koen Hoffman as permanent representative, and (b) Qaly-Co BV, represented by Lieve Verplancke as permanent representative, be re-appointed as directors of the Company, each for a term of two years.

The following resolutions are passed:

- (a) *The general shareholders' meeting resolves to re-appoint Ahok BV, represented by Koen Hoffman as permanent representative, as director of the Company for a term of two years, up to and including the closing of the ordinary general shareholders' meeting to be held in 2026*

which will have decided upon the financial statements for the financial year ended on 31 December 2025. The mandate of the director shall be remunerated, which remuneration shall be as decided by the general shareholders' meeting from time to time.

Vote: This resolution is passed with a majority of 87.97% as follows:

- (a) Valid registered votes: 13,183,136 out of a total of 27,288,093 shares, i.e., 48.31% of the share capital.
 - (b) Votes for such resolution: 11,596,880
 - (c) Votes against such resolution: 343,685
 - (d) Abstentions: 1,242,571
- (b) *The general shareholders' meeting resolves to re-appoint Qaly-Co BV, represented by Lieve Verplancke as permanent representative, as director of the Company for a term of two years, up to and including the closing of the ordinary general shareholders' meeting to be held in 2026 which will have decided upon the financial statements for the financial year ended on 31 December 2025. The mandate of the director shall be remunerated, which remuneration shall be as decided by the general shareholders' meeting from time to time.*

Vote: This resolution is passed with a majority of 90.37% as follows:

- (a) Valid registered votes: 13,183,136 out of a total of 27,288,093 shares, i.e., 48.31% of the share capital.
- (b) Votes for such resolution: 11,913,931
- (c) Votes against such resolution: 26,634
- (d) Abstentions: 1,242,571

As a result of the approval of the resolutions set out in point 6, the Company's board of directors is now composed of (1) Michael K. McGarrity, chief executive officer (CEO), executive director and managing director (until 2026), (2) Ahok BV, represented by Koen Hoffman, director and chair of the board of directors (until 2026), (3) Hilde Windels BV, represented by Hilde Windels, director (until 2025), (4) Qaly-Co BV, represented by Lieve Verplancke, director (until 2026), (5) Donnie M. Hardison Jr., director (until 2025), (6) Regine Slagmulder BV, represented by Regine Slagmulder, director (until 2025), and (7) Eric Bednarski, director (until 2025).

7. Remuneration of directors

This agenda item relates to the remuneration of directors.

Taking into account the recommendation of the Compensation Committee of the board of directors, the board of directors proposes that the remuneration of the members of the board of directors be amended as set out in the proposed resolution.

The following resolution is passed with a majority of 90.05%:

The general shareholders' meeting resolves that the remuneration of the members of the board of directors of the Company shall be as follows:

- (a) *The mandate of the directors of the Company shall be remunerated as follows:*
 - (i) *Each director shall be entitled to a maximum annual fixed remuneration of USD 40,000.00 (ca. EUR 37,120.00).*
 - (ii) *The chairperson of the board of directors shall be entitled to an additional maximum annual fixed remuneration of USD 64,400.00 (ca. EUR 59,762.00).*
 - (iii) *The chairperson of the Audit Committee shall be entitled to an additional maximum annual fixed remuneration of USD 19,000.00 (ca. EUR 17,632.00), and the other members of the Audit Committee (other than the chairperson of this committee) shall*

be entitled to an additional maximum annual fixed remuneration of USD 9,500 (ca. EUR 8,816.00).

- (iv) *The chairperson of the Corporate Governance and Nominating Committee shall be entitled to an additional maximum annual fixed remuneration of USD 10,000.00 (ca. EUR 9,280.00), and the other members of the Corporate Governance and Nominating Committee (other than the chairperson of this committee) shall be entitled to an additional maximum annual fixed remuneration of USD 5,000.00 (ca. EUR 4,640.00).*
 - (v) *The chairperson of the Compensation Committee shall be entitled to an additional maximum annual fixed remuneration of USD 13,500.00 (ca. EUR 12,528.00), and the other members of the Compensation Committee (other than the chairperson of this committee) shall be entitled to an additional maximum annual fixed remuneration of USD 6,800.00 (ca. EUR 6,310.00).*
 - (vi) *The remuneration set out in paragraphs (ii), (iii), (iv) and (v) shall be in addition to the remuneration set out in paragraph (i) and can be combined, depending on whether the eligibility criteria set out in these paragraphs have been met. The remuneration can be reduced pro rata temporis depending on the duration of the mandate, chairpersonship or membership of a director during a given year. All amounts are exclusive of VAT and similar charges.*
- (b) *Notwithstanding the foregoing, directors whom, in accordance with the rules and regulations of U.S. law and/or Nasdaq can be, or have been, qualified as independent directors, shall each be entitled (i) to receive, on 15 June 2024, a one-time grant of share options for 30,000 shares of the Company, and (ii) each year thereafter, commencing with the ordinary general shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024, to receive share options for a maximum of 10,000 shares of the Company.*
- (c) *The rules set out in paragraph (a) shall apply as from 1 July 2024, whereby the remuneration for the period from 1 July 2024 until 31 December 2024 shall be 50% of the remuneration referred to in paragraph (a).*

For the sake of completeness, the above remuneration of the directors replaces, as from 1 July 2024, all other decisions regarding remuneration of directors approved in the past by the general shareholders' meeting, including the remuneration policy approved by the ordinary general shareholders' meeting held on 27 May 2021.

Vote: This resolution is passed as follows:

- (a) Valid registered votes: 13,183,136 out of a total of 27,288,093 shares, i.e., 48.31% of the share capital.
- (b) Votes for such resolution: 11,871,700
- (c) Votes against such resolution: 1,306,497
- (d) Abstentions: 4,939

* * *

There being no further business and since no further items were raised, the meeting is adjourned by the Chair at 3:02 p.m.

These minutes are signed in three original copies by all members of the bureau.

[Signed]

By: _____

Ahok BV
represented by Mr. Koen Hoffman
Chair

[Signed]

By: _____

Loore De Weirt
Secretary

ANNEX A

PROOFS OF THE CONVENING NOTICES

ANNEX B

REGISTER

ANNEX C

ATTENDANCE LIST - PROXIES

ANNEX D

COPY OF (A) THE COMBINED ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE CONSOLIDATED AND (NON-CONSOLIDATED) STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2023, (B) THE REPORT OF THE STATUTORY AUDITOR ON THE (NON-CONSOLIDATED) STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2023, AND (C) THE REPORT OF THE STATUTORY AUDITOR ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2023

ANNEX E

**COPY OF THE ANNUAL (NON-CONSOLIDATED) STATUTORY FINANCIAL STATEMENTS FOR THE FINANCIAL
YEAR ENDED ON 31 DECEMBER 2023**

ANNEX F

**COPY OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED
ON 31 DECEMBER 2023**