

**ROSIER**

*Company limited by shares*

Route de Grandmetz 11a  
7911 Frasnes-Lez-Anvaing (Moustier)

Company number: 0401.256.237  
RLE Hainaut (division Tournai)

(the **Company**)

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**BACKGROUND INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH ARTICLES 7:130 AND 7:139 OF THE BELGIAN CODE OF COMPANIES AND ASSOCIATIONS**

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**1. RIGHT OF SHAREHOLDERS TO ADD NEW ITEMS TO THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING AND/OR TO SUBMIT NEW PROPOSALS FOR DECISIONS CONCERNING ITEMS WHICH ARE OR WILL BE REFLECTED IN THE AGENDA**

One or more shareholders who together own at least 3% of the capital of the Company have the right to (i) add new items to the agenda of the extraordinary shareholders' meeting, which will be held on 14 March 2022 at 10:00 (Belgian time, GMT +1), before Me Emmanuelle Robberechts, notary public in Leuze, at the registered office of the Company and/or to (ii) submit new proposals for decisions concerning items which are or will be reflected in the agenda.

Any shareholder(s) exercising this right must comply with the following two conditions for their proposal(s) to be considered at the extraordinary shareholders' meeting:

- (1) they must prove that they hold at least the above-mentioned percentage of the share capital of the Company on the date of their request (either by producing a certificate of registration of such shares in the share register of the Company, or by producing a certificate from a recognized account holder or settlement institution stating that the relevant number of dematerialised shares are registered in the shareholder's name in an account held by the recognized account holder or settlement institution); and
- (2) they must demonstrate that they are still a shareholder holding at least 3% of the share capital on the registration date (28 February 2022 at midnight (Belgian time, GMT+1)).

This right may be exercised by submitting to the Company by email ([guillaume.aime@rosier.eu](mailto:guillaume.aime@rosier.eu)) the text of the new agenda items and equivalent proposals for decisions and/or the text of the proposals for decisions to be reflected in the agenda. Any such request must be received by the Company no later than 20 February 2022 at 17:00 (Belgian time, GMT+1). The Company will confirm receipt of such requests by email or by post to the address provided by the shareholder.

The agenda, as the case may be, as amended will be published at the latest on 25 February 2022 (on the website of the Company ([www.rosier.eu](http://www.rosier.eu)), in the Belgian Official Gazette and in the press).

An ad hoc proxy voting form completed with the additional items and/or proposals for decisions will be made available on the website of the Company ([www.rosier.eu](http://www.rosier.eu)) at the same time as the publication of the (revised) agenda, namely at the latest on 25 February 2022.

Proxies which have been notified to the Company before the publication of the revised agenda shall remain valid for the agenda items they cover. As an exception to this rule, the proxyholder may, for those agenda items for which, in accordance with article 7:130 of the Belgian Code of Companies and Associations, new proposals for decisions have been submitted, deviate during the meeting from the instructions of the principal, if the execution of such instructions may be detrimental to the interests of the principal. The proxyholder must inform the principal thereof. The proxy must indicate whether the proxyholder is entitled to vote on the newly-added agenda items, or if he/she should abstain.

## **2. RIGHT OF THE SHAREHOLDERS TO ASK QUESTIONS IN WRITING**

The shareholders, the holders of subscription rights and the holders of convertible bonds have the right to ask questions in writing to the directors and/or the statutory auditor of the Company before the extraordinary shareholders' meeting of 14 March 2022 at 10:00 (Belgian time, GMT +1).

The exercise of this right is subject to the following two conditions:

- (1) for shareholders, being a shareholder on the registration date (28 February 2022 at midnight (Belgian time, GMT+1)); and
- (2) having informed the Company of the intent to participate in the extraordinary shareholders' meeting in accordance with the stipulations set out in the convening notice.

These questions can be submitted prior to the extraordinary shareholders' meeting via e-mail ([guillaume.aime@rosier.eu](mailto:guillaume.aime@rosier.eu)) and must be received by the Company at the latest on 8 March 2022 at 5.00 pm (Belgian time, GMT+1).

During the extraordinary shareholders' meeting, the directors will answer the questions which have been addressed by the shareholders in writing (or orally during the meeting) concerning their special reports or the agenda items in so far as the communication of data or facts is not of such a nature that it would be detrimental to the commercial interests of the Company or to the confidentiality to which the Company or its directors have committed themselves.

If different questions deal with the same subject matter, the directors may provide a global answer.