

TER BEKE

limited company that has the form of a listed company
Beke 1
B-9950 Lievegem

Company number 0421.364.139 (Ghent, Division Ghent)
(the 'Company')

**CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING
ON 21 APRIL 2023**

The Dutch Version of this convening notice is regarded as the sole official version

The Board of Directors is pleased to inform the shareholders of the Company on the extraordinary general meeting to be held on Friday 21 April 2023 at 10.30 a.m. at the registered office of the Company (the 'General Meeting').

The Extraordinary General Meeting will be held in the presence of Mr Frank De Raedt, Notary Public established in Lievegem, substituting for his colleague Mr Peter Van Melkebeke, Notary Public established in Brussels.

Shareholders are advised to exercise the right to vote by letter or proxy¹. Shareholders who wish to participate physically are requested to report to the registered office of the Company at least fifteen (15) minutes before the start of the meeting, in order to allow a smooth registration of shareholders. Finally, it is recommended that shareholders who wish to exercise their right to question the items on the agenda do so in advance and in writing.

I. AGENDA

The General Meeting will deliberate and vote on the following agenda:

1. Name change.
PROPOSED RESOLUTION:
The Extraordinary General Meeting decides to change the name of the Company with effect from 21 April 2023 to What's Cooking Group, and acknowledges being aware of the content of Article 2:3 of the Companies and Associations Code.
2. Acknowledgement and discussion of the report prepared in accordance with Article 7:199 in conjunction with 7:202 of the Code of Companies and Associations regarding the proposal to renew and replace the authorization regarding the authorized capital, even following a notification from the Financial Services and Markets Authority regarding a public takeover bid, in which the special circumstances are described under which the authorized capital may be used and the intended aims thereof.

¹ Taking into account the evolution of the COVID-19 health situation, the Company will grant shareholders physical access to the Meeting to the extent permitted at that time in light of the applicable measures regarding physical meetings, and always taking into account the recommendations of the Belgian authorities and safety and health considerations. Depending on the applicable measures, the Company may provide further information about the organization of and participation in the General Meeting on its website (www.whatscooking.group).

3. Renewal and replacement of the authorization regarding the authorized capital.

PROPOSED RESOLUTION:

The Extraordinary General Meeting decides to renew and replace the authorization of the Board of Directors to increase the capital in one or more times within the framework of the authorized capital.

Under this new authorization, the Board of Directors is authorized, for a period of five (5) years as from the date of publication in the Annexes to the Belgian Official Gazette of an extract of the deed of the Extraordinary General Meeting of 21 April 2023, to increase the subscribed capital in one or more times with an amount (exclusive of the issue premium) equal to the capital of the Company on the date of renewal of this authorization, i.e. five million one hundred and fifty-two thousand nine hundred and four euro sixteen eurocent (EUR 5,152,904.16).

This authority of the Board of Directors applies to capital increases by means of a contribution in cash or in kind, or by means of a mixed contribution, by conversion of (available) reserves or other equity components such as issue premiums, revaluation surpluses, profits brought forward and - to the extent not prohibited under applicable law - statutorily unavailable and legal reserves or other equity components, by means of issuing convertible bonds, subscription rights, bonds with subscription rights, shares without voting rights and shares with preferential dividend and liquidation rights.

The Board of Directors is expressly authorized, within the framework of the authorized capital, to cancel or limit the preferential subscription right. The Board of Directors is authorized to limit or cancel the preferential right in favour of one or more specific persons, even if they are not members of the personnel.

The Board of Directors is expressly authorized to demand an issue premium in the event of a capital increase within the framework of the authorized capital.

The Board of Directors determines the dates and conditions of the capital increases it decides pursuant to the preceding paragraphs, including the possible payment of issue premiums. It determines the terms and conditions of the bond loans it decides on pursuant to the previous paragraphs.

The Extraordinary General Meeting subsequently decides that the existing authorization remains in force within the legal limits until the date of publication in the Annexes to the Belgian Official Gazette of an extract of the deed of the Extraordinary General Meeting of 21 April 2023. Finally, the Extraordinary General Meeting decides to replace the text of the relevant temporary provision (being the current Article 46) in the Company's articles of association with the text of the newly proposed Article 46, as included below in the new text of the articles of association.

4. Renewal and replacement of the authorization regarding the authorized capital in with the context of a public takeover bid for the securities issued by the Company.

PROPOSED RESOLUTION:

The Extraordinary General Meeting decides to renew and replace the authorization of the Board of Directors to increase the capital in one or more times following a notification from the Financial Services and Markets Authority regarding a public takeover bid.

Under this renewed authorization, the Board of Directors is expressly authorized to increase the subscribed capital of the Company in one or more times, even after the date that the Company has received the notification from the Financial Services and Markets Authority (FSMA) that it has been informed of a public takeover bid for the securities issued by the Company, in accordance with the applicable legal provisions.

This renewed authorization will be valid with regard to public takeover bids of which the Company receives the aforementioned notification no more than three years after 21 April 2023 and will be renewable within legal conditions.

Finally, the Extraordinary General Meeting decides to replace the text of the relevant temporary provision (being the last paragraph of the current Article 46) in the Company's articles of association with the text of the last paragraph of the newly proposed Article 46, as included below in the new text of the articles of association.

5. Renewal and replacement of authorizations on acquisition and acceptance in pledge of own securities.
- PROPOSED RESOLUTION:
- The Extraordinary General Meeting decides to renew and replace the authorization of the Board of Directors to acquire and accept in pledge its own securities.*
- Under this new authorization, the Board of Directors is authorized to acquire and to accept in pledge own shares and certificates relating thereto, without the total number of own shares and certificates relating thereto (counting each certificate in proportion to the number of shares to which it relates) held or accepted in pledge by the company pursuant to this authorization exceeding 40% of the total number of shares, at a price per security ranging between minimum one eurocent and maximum the closing price of such shares or certificates relating thereto at the date prior to the decisions of the board of directors to proceed to such acquisition or acceptance in pledge, plus ten per cent (10%). This authorization is granted for a period of five (5) years as from the publication of this authorization granted on 21 April 2023.*
- Under this new authorization, the Board of Directors is also authorized to acquire and to accept in pledge own shares or certificates relating thereto when such acquisition or acceptance in pledge is necessary to prevent a threatened serious harm for the Company. This authorization is granted for a period of three (3) years as from the publication of this authorization granted on 21 April 2023.*
- These authorizations shall not affect the possibilities, pursuant to the applicable legal provisions, for the Board of Directors to acquire or accept in pledge own shares and certificates relating thereto or to subscribe for certificates after the issuance of the corresponding shares or profit-sharing certificates if no authorization in the articles of association or authorization of the general meeting of shareholders is required for that purpose, and shall apply to the Board of Directors of the Company, for the direct and, insofar necessary, the indirect subsidiaries of the Company, and, insofar necessary, for every third party acting in its own name but on behalf of those companies.*
- The Extraordinary General Meeting subsequently decides that the existing authorizations remain in force within the legal limits until the date of publication of the new authorizations in the Annexes to the Belgian Official Gazette.*
- Finally, the Extraordinary General Meeting decides to replace the text of the relevant part of the temporary provision (being the current Article 47 including transitional provisions) in the Company's articles of association with the text of the newly proposed Article 47, as included below in the new text of the articles of association.*
6. Renewal and replacement of authorizations on transfer of own securities.
- PROPOSED RESOLUTION:
- The Extraordinary General Meeting decides to renew and replace the authorization of the Board of Directors to transfer own securities.*
- Under this new authorization, the Board of Directors is authorized to transfer own shares and certificates relating thereto to one or more specified persons whether or not members of the personnel.*
- Under this new authorization, the Board of Directors is also authorized to transfer own shares or certificates relating thereto to prevent serious threatened harm to the Company. This authorization is granted for a period of 3 years as from the publication of this authorization granted on 21 April 2023.*
- These authorizations shall not affect the possibilities, pursuant to the applicable legal provisions, for the Board of Directors to transfer own shares and certificates relating thereto, if no authorization in the articles of association or authorization of the general meeting of shareholders is required for that purpose, and shall apply to the Board of Directors of the Company, for the direct and, insofar necessary, the indirect subsidiaries of the Company, and, insofar necessary, for every third party acting in its own name but on behalf of those companies.*
- The Extraordinary General Meeting subsequently decides that the existing authorizations remain in force within the legal limits until the date of publication of the new authorizations in the Annexes to the Belgian Official Gazette.*
- Finally, the Extraordinary General Meeting decides to delete the second paragraph of Article 12 of the Company's articles of association and to replace the text of the relevant part of the temporary provision (being the current Article 47 including transitional provisions) in the Company's articles of association with the text of the newly proposed Article 48, as included below in the new text of the articles of association.*

7. Approval to declare inapplicable the restrictions on variable remuneration and share-related remuneration provided for in Articles 7:91 and 7:121 of the Code of Companies and Associations.
- PROPOSED RESOLUTION:
The Extraordinary General Meeting decides to declare inapplicable the restrictions on variable remuneration and share-related remuneration provided for in Articles 7:91 and 7:121 of the Code of Companies and Associations in respect of the directors, the members of the daily management and the persons entrusted with the management referred to in Article 3:6, §3, third paragraph of the Code of Companies and Associations.
The Extraordinary General Meeting decides to amend the articles of association accordingly, as set out below in the new text of the articles of association.
8. Adoption of a new text of the articles of association, essentially to bring them in line with the resolutions passed under the preceding agenda items (to the extent adopted by the Extraordinary General Meeting). The proposed new text of the articles of association was published on the Company's website, both in a clean version and in a version in which the proposed changes with respect to the current text of the articles of association were made visible.
- PROPOSED RESOLUTION:
The Extraordinary General Meeting decides to adopt a new text of articles of association, essentially to bring them into line with the decisions taken under the previous agenda items (to the extent adopted by the Extraordinary General Meeting).
The new text of the articles of association reads as follows: "new text of articles of association as published on the Company's website".
9. Acknowledgement of the voluntary resignation and confirmation of co-optation of a director.
- PROPOSED RESOLUTION:
The Extraordinary General Meeting acknowledges the voluntary resignation of Mr. VAN OYEN Paul Pieter Maria as director and chairman of the Board of Directors of the Company with effect as from 16 February 2023. Discharge for the performance of his mandate as director during the current financial year will be submitted to the Annual General Meeting which will approve the annual accounts for the current financial year.
The Extraordinary General Meeting subsequently decides, in accordance with Article 7:88 of the Code of Companies and Associations, to confirm the co-optation (as decided by the Board of Directors of 16 February 2023, on the recommendation of the Remuneration and Nomination Committee) of "PVO Advisory" BV, permanently represented by Mr. VAN OYEN Paul Pieter Maria, as an independent director within the meaning of Article 7:87 of the Companies and Associations Code, with effect from 16 February 2023. The Extraordinary General Meeting acknowledges that, based on the information available to the Company, the director and its permanent representative meet the general criterion of independence of Article 7:87 of the Code of Companies and Associations and the specific independence criteria of provision 3.5 of the Belgian Corporate Governance Code 2020. In continuation of the predecessor's mandate, the mandate of this director ends at the end of the Annual General Meeting to be held in 2026. The director and permanent representative elect domicile at the Company's registered office for all matters relating to the performance of their mandate. This director's mandate shall be remunerated in accordance with the Company's remuneration policy in the same manner as its predecessor.
10. Power of attorneys.
- PROPOSED RESOLUTION:
The Extraordinary General Meeting grants special power of attorney:
- (i) to each director of the Company, acting alone and with power of substitution, to execute the decisions taken*
 - (ii) to the undersigned notary, or any notary and/or employee of "Berquin Notaires" CVBA, to draft, sign and deposit the coordinated text of the Company's articles of association in the electronic database provided for that purpose, in accordance with the relevant legal provisions;*
 - (iii) to Mrs. Hilde COOPMAN and Mrs. Ann DE JAEGER, who to that end each elect domicile at the registered office of the Company, each acting alone and with power of substitution, in order to ensure the completion of the formalities at an enterprise counter with a view to the registration/adjustment of the data in the Crossroads Bank for Enterprises, and, if necessary, at the Administration of Value Added Tax.*

II. CONDITIONS OF ACCESS

In accordance with article 7:134, §2 of the Companies and Associations Code and article 31 of the coordinated articles of association of the Company, a shareholder may only participate in the General Meeting and exercise his / her voting rights if (1) the number of shares with which he / she wishes to participate in the General Meeting are registered in his / her name on **Friday April 7, 2023 at midnight** (Belgian time) (hereinafter the “Registration Date”) in accordance with the registration procedure below, and if (2) the shareholder no later than the sixth day preceding the day of the General Meeting, which is no later than **midnight (Belgian time) on Saturday April 15, 2023**, has confirmed to the Company that he / she wishes to participate in the General Meeting in accordance with the notification procedure below and the special modalities set out in this notice.

A. REGISTRATION PROCEDURE

The registration procedure is as follows:

For the holder of shares registered by name

The holder of shares registered by name must be registered on the Registration Date in the share register of the Company with the number of shares for which he/she is registered on the Registration Date and with which he/she wishes to participate in the General Meeting.

For the holder of dematerialised shares

The holder of dematerialised shares must inform the authorised financial institution or depository institution on whose accounts the shares are registered with how many shares he/she wishes to register on the Registration Date and with which he/she wishes to participate in the General Meeting, and this no later than the Registration Date before closing time of the authorised financial institution or depository institution. The ownership of the shares on the Registration Date will be determined on the basis of the confirmation of deposit that will be drawn up by the authorised financial intermediary or depository institution concerned and presented by the shareholder to the Company in accordance with the following notification procedure.

Only those persons who hold shares on the Registration date are entitled to attend and vote at the General Meeting.

B. NOTIFICATION PROCEDURE:

In addition to the registration process set out above, the shareholder must inform the Company in writing no later than midnight on **Saturday April 15, 2023** that he/she wishes to participate in the General Meeting. The holder of dematerialised shares shall hand over the confirmation of registration from the financial intermediary mentioned above, or from the authorised financial intermediary or depository institution, together with his/her notification of participation to the Company.

The above-mentioned notification of participation in the General Meeting and, where necessary, the deposit of the above-mentioned confirmation of registration may only be validly deposited with the Company in the following manner:

- by letter, addressed to NV Ter Beke, attn. Hilde Coopman, Beke 1, B-9950 Lievegem; this letter must arrive at the address given no later than midnight on **Saturday April 15, 2023**; or
- by fax, on fax number +32 9 370 15 09; this fax must have arrived at the fax number given no later than midnight on Thursday 19 May 2022; or
- by e-mail, sent to the e-mail address hilde.coopman@whatscooking.group ; this e-mail must arrive at the e-mail address given no later than midnight on **Saturday April 15, 2023**.

III. VOTING BY PROXY

In accordance with the Companies and Associations Code and article 32 of the coordinated articles of association of the Company, the shareholder who wishes to participate in the General Meeting can be represented thereon by proxy. The shareholder is asked to make use of the proxy form drawn up by the Company. This is done in writing and must be signed by the shareholder in accordance with applicable legal requirements. Proxy forms can be obtained at the registered office or on the website of the Company (www.whatscooking.group). A scanned or photographed copy of the signed power of attorney must be received by the Company by letter or email at the same coordinates specified in the notification procedure above by midnight on **Saturday April 15, 2023**.

You must give the signed proxy form to your proxy who, no later than the day of the General Meeting, will submit this form to the Company representatives in order to be admitted to the meeting.

The natural persons who as shareholder, proxy or representative of a legal entity participate in the meeting must be able to identify themselves in order to be admitted to the meeting. The representatives of legal entities must be able to prove their identity as corporate representative or as special proxy.

IV. VOTING BY LETTER

In accordance with Article 7:146 of the Code of Companies and Associations and Article 35 of the Articles of Association, shareholders may vote by mail prior to the General Meeting by means of the voting form made available to the Company. This voting form can be found on the Company's website (www.whatscooking.group) or can be requested by letter (NV Ter Beke, attn Hilde Coopman, Beke 1, B-9950 Lievegem) or by e-mail to hilde.coopman@whatscooking.group.

The Company must receive the duly completed, dated and signed voting form no later than the sixth day before the date of the General Meeting, i.e. on **Saturday April 15, 2023** at midnight (Belgian time), or by letter (NV Ter Beke, Attn Hilde Coopman, Beke 1, B-9950 Lievegem) or by e-mail to hilde.coopman@whatscooking.group.

V. ENTITLEMENT TO SUBMIT AGENDA ITEMS AND DECISIONS TO VOTE ON – ENTITLEMENT TO SUBMIT QUESTIONS

Pursuant to Article 7:130 of the Companies and Associations Code and Article 30 of the coordinated articles of association of the Company, shareholders who alone or jointly, at the date of their request and on the Record Date, own at least 3% of the capital of the Company have the right to 1) have new items placed on the agenda of the General Meeting, and 2) to submit proposals for resolutions relating to existing or new items on the agenda.

Proposals to place items on the agenda and to submit proposed resolutions must reach the Company by midnight (Belgian time) on Thursday 30 March 2023 at the latest and may be sent to the Company by letter or e-mail at the same coordinates as stated in the above notification procedure. If valid proposals for the placement of subjects and / or for the submission of proposals for resolutions are submitted within the above-mentioned period, the Company will publish an amended agenda no later than Thursday 6 April 2023.

Furthermore, in accordance with Article 7:139 of the Companies and Associations Code, all shareholders have the right to ask written questions in advance to the directors and the statutory auditor as well as to ask questions orally during the General Meeting. Written questions must be asked in advance and will only be answered if the questioner has complied with the aforementioned registration and reporting procedure.

Written questions to the directors and / or the statutory auditor must reach the Company no later than midnight (Belgian time) on **Saturday April 15, 2023** and may be sent to the Company by letter or e-mail at the same coordinates as mentioned in the above notification procedure.

V. AVAILABILITY OF DOCUMENTS

All documents relating to these General Meeting that must be made available to shareholders in accordance with the law can be consulted as of Tuesday, March 21, 2023 on the Company's website (www.whatscooking.group).

Also from that date, shareholders can inspect these documents on working days and during normal office hours at the registered office of the Company, Beke 1, B-9950 Lievegem² and / or request a copy of it free of charge. Requests for free copies can also be made in writing by letter or e-mail at the coordinates mentioned in the above notification procedure.

DATA PROTECTION

Your personal data will be processed for the purpose of organizing the general meeting, as set out in the privacy statement regarding the processing of data in the context of general meetings of shareholders on our website.

The Board of Directors

² Subject to compliance with any Covid-19 health control measures in force