

What's Cooking Group

limited company

Beke 1

B-9950 Lievegem

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

**CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING
ON 30 MAY 2024**

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 ordinary general meeting to be held on Thursday 30 May 2024 at 11.00 a.m. at the registered office of the Company (the 'General Meeting').

Shareholders are advised to exercise the right to vote by letter or proxy. 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:

- I. Presentation and discussion of the annual report:
 - Report from the Board of Directors on the statutory and consolidated financial statements for the year ended 31 December 2023
 - Remuneration report for the financial year ended 31 December 2023
 - Consolidated annual accounts closed per 31 December 2023
 - Annual accounts closed per 31 December 2023
 - Report from the Statutory Auditor on the statutory and consolidated financial statements for the year ended 31 December 2023

- II. Resolutions
 1. Approval of the remuneration report for the financial year ended 31 December 2023, as presented by the Remuneration and Nomination Committee and set out in the annual report.
PROPOSED RESOLUTION:
The General Meeting approves the remuneration report for the financial year ended 31 December 2023.

2. Approval of the statutory annual accounts on the accounting period closed per 31 December 2023 and of the allocation of profits, including a gross dividend of 4.28 EUR per share qualifying for dividend, as proposed by the Board of Directors in the annual report
PROPOSED RESOLUTION:
The General Meeting approves the annual accounts closed per 31 December 2023, including the allocation of profits, including a gross dividend of 4.28 EUR per share qualifying for dividend. The dividend is payable on 3 July 2024 (listing ex-coupon : 1 July 2024).
3. Discharge of the directors
PROPOSED RESOLUTION:
The General Meeting grants discharge to each of the directors for the performance of their duties during the financial year that ended on 31 December 2023.
4. Discharge of the Statutory Auditor
PROPOSED RESOLUTION:
The General Meeting grants discharge to the Statutory Auditor for the performance of his duties during the financial year that ended on 31 December 2023.
5. Reappointment of director
PROPOSED RESOLUTION:
The General Meeting decides, after advice of the remuneration and nomination committee and at the recommendation of the board of directors, to reappoint Holbigenetis NV, Leest 81, 9950 Lievegem, permanently represented by Mr. Frank Coopman, as director, for a period of four years, commencing immediately after the annual General Meeting of 2024 and expiring immediately after the annual general meeting of 2028. This mandate is remunerated in accordance with the Company's remuneration policy.
6. Reappointment of independent director
NOTICE:
The board of directors, after advice of the remuneration and nomination committee, proposes to reappoint Tower Consulting BV, permanently represented by Mrs. Ingeborg Plochaet, as an independent director within the meaning of Art.7:87 of the WVV. The board of directors has no indication of any element that might call the candidate's independence into question. The candidate meets the specific independence criteria of provision 3.5 of the Belgian Corporate Governance Code 2020.

PROPOSED RESOLUTION:
The General Meeting decides, after advice of the remuneration and nomination committee and at the recommendation of the board of directors, to reappoint Tower Consulting BV, Torenlei 14, 2950 Kapellen, permanently represented by Mrs. Ingeborg Plochaet as independent director as understood in article 7:87 of the Belgian Company and Associations Code, for a period of four years, commencing immediately after the annual General Meeting of 2024 and expiring immediately after the annual general meeting of 2028. This mandate is remunerated in accordance with the Company's remuneration policy.

7. Reappointment of independent director

NOTICE:

The board of directors, after advice of the remuneration and nomination committee, proposes to reappoint C:Solutio BV, permanently represented by Mr. Kurt Coffyn, as an independent director within the meaning of Art.7:87 of the WVV. The board of directors has no indication of any element that might call the candidate's independence into question. The candidate meets the specific independence criteria of provision 3.5 of the Belgian Corporate Governance Code 2020.

PROPOSED RESOLUTION:

The General Meeting decides, after advice of the remuneration and nomination committee and at the recommendation of the board of directors, to reappoint C:Solutio BV, Kasteeldreef 33a, 3140 Keerbergen, permanently represented by Mr. Kurt Coffyn as independent director as understood in article 7:87 of the Belgian Company and Associations Code, for a period of four years, commencing immediately after the annual General Meeting of 2024 and expiring immediately after the annual general meeting of 2028. This mandate is remunerated in accordance with the Company's remuneration policy.

8. Remuneration of directors

PROPOSED RESOLUTION:

The General Meeting agrees, in accordance with the Company's remuneration policy, to pay the directors a fixed remuneration for the performance of their duties in 2024, their membership, if any, of the committees of the board of directors and their chairmanship, if any:

Chairman Board of Directors	100.000 euro
Member Board of Directors	30.000 euro
Chairman Audit Committee	10.000 euro
Member Audit Committee	6.000 euro
Chairman Remuneration and Nomination Committee	7.000 euro
Member Remuneration and Nomination Committee	5.000 euro
Chairman Sustainability Committee	7.000 euro
Member Sustainability Committee	5.000 euro

9. Appointment of auditor and assurance of consolidated sustainability information

PROPOSED RESOLUTION

The general meeting appoints, with the approval of the works council and at the recommendation of the board of directors, KPMG Bedrijfsrevisoren BV/SRL (B00001), with registered office at Luchthaven Brussel Nationaal 1K at 1930 Zaventem, (Belgium) and registered in the Crossroads Bank for Enterprises under company number 0419. 122.548 (RPR Brussels), as statutory auditor and also entrusted with the task of assuring the consolidated sustainability information of the company's group, for a term of three years ending immediately after the ordinary general meeting to be held in 2027.

KPMG Bedrijfsrevisoren BV/SRL appoints Mr Filip De Bock (IBR No. A01913), company auditor, as permanent representative, who elects domicile at the auditor's registered office.

The general meeting sets the remuneration for the statutory audit of the statutory annual accounts of What's Cooking Group NV at EUR 96,171 per year.

The general meeting sets the remuneration for the sustainability assurance assignment at EUR 85,000 per year with exceptionally EUR 95,000 for the first year.

10. RCF
Application of Article 7:151 of the Companies and Associations Code - EUR 175,000,000 revolving facility agreement dd 22 February 2024 between, among others, the Company and BNP Paribas Fortis SA/NV, KBC Bank NV and Belfius Bank NV as *mandated lead arrangers* and BNP Paribas Fortis SA/NV as *facility agent* (the Revolving Facility Agreement).

Comments on the agenda item:

The Board of Directors proposes that, in accordance with Article 7:151 of the Dutch Civil Code, the provisions of the Revolving Facility Agreement, and in particular the provisions granting rights to third parties (in this case the lenders in the event of a change of control over the Company) that have a significant influence on the assets of the Company, or give rise to a significant debt or obligation at its expense, should be amended when the exercise of these rights is conditional on a public takeover bid for the shares of the Company or on a change of control exercised over it (including but not limited to Article 10. 2 (Change of control) and Article 24.19 (Condition subsequent) of the Revolving Facility Agreement), be approved.

PROPOSED RESOLUTION:

Pursuant to Article 7:151 CC, the General Meeting approves the provisions of the Revolving Facility Agreement, and in particular the provisions granting rights to third parties (in this case, the lenders in the event of a change of control over the Company) that have a significant impact on the Company's assets, or create a significant debt or obligation at its expense, the exercise of which is conditional on a public takeover bid for the Company's shares or a change of control exercised over it (including but not limited to Article 10. 2 (Change of control) and Article 24.19 (Condition subsequent) of the Revolving Facility Agreement), good.

11. Proxy
PROPOSED RESOLUTION:
The General Meeting resolves to grant a special power of attorney to Mrs. Ann De Jaeger and Mrs. Hilde Coopman, each acting individually and with substitution right and sub-delegation, to represent the Company with a view to the required filing and disclosure formalities arising from the above resolutions. Each of the plenipotentiaries is authorized in this regard to take any action necessary or helpful to comply with the formalities associated with the above filing requirement and subsequent disclosure.

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 **Thursday May 16, 2024 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 Friday May 24, 2024**, 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 **Friday May 24, 2024** 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 What's Cooking Group NV, attn. Hilde Coopman, Beke 1, B-9950 Lievegem; this letter must arrive at the address given no later than midnight on **Friday May 24, 2024**; 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 **Friday May 24, 2024** .

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 **Friday May 24, 2024**.

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 (What's Cooking Group NV, 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 **Friday May 24, 2024** at midnight (Belgian time), or by letter (What's Cooking Group NV, 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 Wednesday May 8 2024 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 Wednesday 15 May 2024.

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 **Friday May 24, 2024** 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, April 30, 2024 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 Lievegem 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