

**What's Cooking Group**  
limited company  
Kortrijksesteenweg 1091 bus C  
B-9051 Sint-Denijs-Westrem (Ghent)

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

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**CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING AND  
EXTRAORDINARY GENERAL MEETING ON 28 MAY 2026**

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

The Board of Directors is pleased to invite the shareholders of the Company on the ordinary general meeting and the extraordinary general meeting to be held on Thursday 28 May 2026 at 11.00 a.m. and 12.00 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 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 AND PROPOSED RESOLUTIONS OF THE ORDINARY GENERAL MEETING**

1. Presentation and discussion of (1) the Report from the Board of Directors and (2) the Report of the Statutory Auditor on the statutory and consolidated financial statements for the year ended 31 December 2025 (incl. Sustainability Report),  
*This item does not require a decision.*
2. Presentation and approval of the statutory annual accounts on the accounting period closed per 31 December 2025 and of the allocation of profits, including a gross dividend of 4.50 EUR per share qualifying for dividend, payable in July 2026, as proposed by the Board of Directors in the annual report  
*PROPOSED RESOLUTION:*  
*The General Meeting approves the annual accounts closed per 31 December 2025, including the allocation of profits, including a gross dividend of 4.50 EUR per share qualifying for dividend, payable on 3 July 2026 (listing ex-coupon: 1 July 2026).*
3. Presentation and discussion of the Company's consolidated annual accounts for the financial year ended 31 December 2025.  
*This item does not require a decision.*
4. Presentation and approval of the remuneration report for the financial year ended 31 December 2025, 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 2025.*

5. 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 2025.*
6. 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 2025.*
7. Notice expiry of a director's mandate  
*EXPLANATORY NOTE:*  
*The Board of Directors invites the General Meeting to take note that the mandate of director PVO Advisory BV, Claeseweg 2, 1982 Elewijt, permanently represented by Mr. Paul Van Oyen, will expire at the General Meeting of Shareholders of 28 May 2026. This mandate will not be renewed..*  
  
*This item does not require a decision.*
8. Reappointment 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 Leading for Growth BV, Plasstraat 26, 2820 Bonheiden, permanently represented by Mr. Piet Sanders as director for a period of four years, commencing immediately after the annual General Meeting of 2026 and expiring immediately after the annual general meeting of 2030. This mandate is remunerated in accordance with the Company's remuneration policy.*
9. 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 Famcoo Invest BV, Kere 103, 9950 Lievegem, permanently represented by Mrs. Dominique Coopman as director for a period of four years, commencing immediately after the annual General Meeting of 2026 and expiring immediately after the annual general meeting of 2030. This mandate is remunerated in accordance with the Company's remuneration policy.*
10. Reappointment of director  
*EXPLANATORY NOTE*  
*The Board of Directors, following the recommendation of the Remuneration and Nomination Committee, proposes to reappoint Ann Vereecke BV, permanently represented by Ms Ann Vereecke, as a director and no longer as an independent director, in view of the duration of her mandate.*  
*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 Ann Vereecke BV, Rijsbrugge 22, 9051 Afsnee, permanently represented by Mrs. Ann Vereecke as director for a period of four years, commencing immediately after the annual General Meeting of 2026 and expiring immediately after the annual general meeting of 2030. This mandate is remunerated in accordance with the Company's remuneration policy.*

11. 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 2026, 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

10. Proxy

*PROPOSED RESOLUTION:*

*The General Meeting resolves to grant a special power of attorney to Mrs. Ann-Charlotte Langeret 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. AGENDA AND PROPOSED RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING**

1. Acknowledgement and discussion of the report prepared in accordance with Articles 7:199 in conjunction with 7:202 of the Code of Companies and Associations regarding the proposal to renew and replace of the authorisation regarding the authorised capital, even following a notification by the Financial Services and Markets Authority in relation to a public takeover bid, setting out the special circumstances in which the authorised capital may be used and the purposes pursued.

2. Renewal and replacement of the authorisation regarding the authorised capital

**PROPOSED RESOLUTION:**

The Extraordinary General Meeting resolves to renew the authority of the Board of Directors to increase the share capital, in one or more transactions, within the framework of the authorised capital.

Under this new authorisation, the Board of Directors is authorised, for a period of three (3) years as from the publication in the Annexes to the Belgian Official Gazette of an extract of the deed of the Extraordinary General Meeting of 28 May 2026, to increase the issued share capital, in one or more transactions, by a maximum amount of five million two hundred and fifty-two thousand four hundred and thirty-six euro and ten cents (EUR 5,252,436.10).

This authority applies to capital increases by contribution in cash, contribution in kind or mixed contribution, by incorporation of reserves or other equity items, as well as to the issuance of convertible bonds or subscription rights.

The Board of Directors is expressly authorised, within the framework of the authorised capital, to restrict or cancel the preferential subscription rights in the broadest sense.

The Board of Directors is expressly authorised to require an issue premium in the context of a capital increase within the authorised capital.

The Board of Directors shall determine the dates and terms of the capital increases decided pursuant to the preceding paragraphs, as well as the payment of any issue premiums. It shall also determine the terms of any bond issues decided pursuant to the preceding paragraphs.

The Extraordinary General Meeting further resolves that the existing authorisation shall remain in force within the legal limits until the publication in the Annexes to the Belgian Official Gazette of an extract of the deed of the Extraordinary General Meeting of 28 May 2026.

3. Renewal of the authorisation regarding the authorised capital in the context of a public takeover bid on the Company's securities

**PROPOSED RESOLUTION:**

The Extraordinary General Meeting resolves to renew the authority of the Board of Directors to increase the share capital, in one or more transactions, following a notification by the Financial Services and Markets Authority in relation to a public takeover bid.

Under this new authorisation, the Board of Directors is expressly authorised to increase the issued share capital of the Company, in one or more transactions, even after the time at which the Company has received the notification from the Financial Services and Markets Authority that it has been informed of a public takeover bid on the Company's securities, in accordance with the applicable legal provisions.

This new authorisation shall apply to public takeover bids in respect of which the Company receives the aforementioned notification at the latest three years after 28 May 2026 and may be renewed in accordance with the legal conditions.

4. Amendment of Article 46 of the articles of association (authorised capital)

**PROPOSED RESOLUTION:**

The Extraordinary General Meeting resolves to amend Article 46 of the articles of association relating to the authorised capital in order to align it with the resolutions adopted under the preceding agenda items (if approved).

The new wording of Article 46 shall read as follows:

**“Article 46: AUTHORISED CAPITAL**

The Board of Directors is authorised, for a period of three (3) years as from the publication in the Annexes to the Belgian Official Gazette of an extract of the deed of the Extraordinary General Meeting of 28 May 2026, to increase the issued share capital, in one or more transactions, by a maximum amount of five million one hundred and fifty-two thousand nine hundred and four euro sixty-eight eurocents EUR 5,252,436.10.

This authority of the board of directors applies to capital increases by contribution by cash contribution, contribution in kind or mixed contribution, by incorporation of (available) reserves or other equity items, as well as to the issuance of convertible bonds or subscription rights.

The Board of Directors is expressly authorised, within the framework of the authorised capital, to restrict or cancel the preferential subscription rights in the broadest sense.

The Board of Directors is expressly authorised, in the event of a capital increase within the framework of the authorised capital to require an issue premium.

The board of directors determines the dates and conditions of the capital increases it orders pursuant to the preceding paragraphs, and of the possible payment of issue premiums. It determines the terms and conditions of the bond issues it decides on pursuant to the preceding paragraphs.

The board of directors is expressly authorised to increase the subscribed capital of the company on one or more occasions, even after the company receives the communication from the

Financial Services and Markets Authority (FSMA) that it has been notified of a public takeover bid for the company's securities, in accordance with the relevant legal provisions. This authorisation is valid in relation to public takeover bids for which the company receives the aforementioned notification at most three years after 28 May 2026 and is renewable and granted within the legal conditions.

5. Renewal of the authorisations regarding the acquisition and pledge of own securities and corresponding amendment of Article 47

**PROPOSED RESOLUTION:**

The Extraordinary General Meeting resolves to renew the authority of the Board of Directors with regard to the acquisition and pledge of own securities.

Under this new authorisation, the Board of Directors is authorised to acquire and take in pledge own shares and certificates relating thereto, without the total number of own shares and certificates relating thereto (whereby each certificate is counted in proportion to the number of shares to which it relates) held or pledged by the company pursuant to this authorisation exceeding 40% of the total number of shares, for a consideration per security of not less than one euro cent and not more than the closing price of such shares or certificates on the day prior to the resolution of the board of directors for such acquisition or pledge, plus ten per cent (10%). This authorisation is granted for a period of three (3) years with effect from the publication of this authorisation granted on 28 May 2026.

Under this new authorisation, the Board of Directors is also authorised to acquire and take in pledge own shares or certificates relating thereto where such acquisition or pledge, as the case may be, is necessary to prevent serious and imminent harm to the Company. This authorisation is granted for a period of three (3) years with effect from the publication of this authorisation granted on 28 May 2026.

These authorisations are without prejudice to the possibilities, in accordance with the applicable statutory provisions, for the Board of Directors to acquire or take in pledge own shares and certificates relating thereto or to subscribe to certificates following the issuance of the corresponding shares or profit-sharing certificates where no authorisation under the articles of association or authorisation of the general meeting is required for that purpose, and apply to the Board of Directors of the Company, to the direct and, to the extent necessary, indirect subsidiaries of the Company, and, to the extent necessary, to any third party acting in its own name but on behalf of those companies.

The Extraordinary General Meeting further resolves that the text of the relevant part of the temporary provision (being the current article 47) in the articles of association of the Company shall be maintained, provided that the words "21 April 2023" are each time replaced by "28 May 2026", the authorisation is granted for three (3) years and the clause "(as stipulated in the Euronext VadeMecum 2020, as amended from time to time)" is deleted.

6. Renewal of the authorisations regarding the disposal of own securities and corresponding amendment of Article 48

**PROPOSED RESOLUTION:**

The Extraordinary General Meeting resolves to renew the authority of the Board of Directors with regard to the disposal of own securities.

Under this new authorisation, the Board of Directors is authorised to dispose of own shares or certificates relating thereto to one or more specified persons, whether or not members of staff.

Under this new authorisation, the Board of Directors is also authorised to dispose of own shares or certificates relating thereto in order to avoid serious and imminent harm to the Company. This authorisation is granted for a period of three (3) years with effect from the publication of this authorisation granted on 28 May 2026.

These authorisations are without prejudice to the possibilities, in accordance with the applicable statutory provisions, for the Board of Directors to dispose of own shares and certificates relating thereto where no authorisation under the articles of association or authorisation of the general meeting is required for that purpose, and apply to the Board of Directors of the Company, to

the direct and, to the extent necessary, indirect subsidiaries of the Company, and, to the extent necessary, to any third party acting in its own name but on behalf of those companies.

The Extraordinary General Meeting further resolves that the text of the relevant part of the temporary provision (being the current article 48) in the articles of association of the Company shall be maintained, provided that "21 April 2023" is replaced by "28 May 2026".

## 7. Powers of attorney

### PROPOSED RESOLUTION:

The Extraordinary General Meeting grants special powers of attorney:

- (i) to each director, acting individually and with power of substitution, to implement the resolutions adopted;
- (ii) to the undersigned notary, or any notary or employee of "Berquin Notaries" BV, to draw up, sign and file the coordinated articles of association;
- (iii) to Ms Hilde Coopman and Ms Ann-Charlotte Langeret, each acting individually and with power of substitution, to complete all formalities with the Crossroads Bank for Enterprises and, where applicable, the VAT authorities.

## III 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 **Wednesday May 14, 2026 at midnight** (Belgian time) (hereinafter the "Registration Date") 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 22, 2026**, 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 22, 2026** 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, Kortrijksesteenweg 1091 box C, B-9051 Sint-Denijs-Westrem (Ghent); this letter must arrive at the address given no later than midnight on **Friday May 22, 2026**; or
- by e-mail, sent to the e-mail address [hilde.coopman@whatscooking.group](mailto:hilde.coopman@whatscooking.group) ; this e-mail must arrive at the e-mail address given no later than midnight on **Friday May 22, 2026** .

## IV. 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](http://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 22, 2026**.

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.

## V. 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](http://www.whatscooking.group)) or can be requested by letter or by e-mail at the same coordinates specified in the notification procedure above

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 22, 2026** at midnight (Belgian time), by letter or email at the same coordinates specified in the notification procedure above

## VI. 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 6, 2026 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 13 May 2026.

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 22, 2026** and may be sent to the Company by letter or e-mail at the same coordinates as mentioned in the above notification procedure.

## **VII. 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 Thursday, April 23, 2026 on the Company's website ([www.whatscooking.group](http://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, Kortrijksesteenweg 1091 box C, B-9051 Sint-Denijs-Westrem (Ghent) 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