

# CRESCENT NV

(genoteerde vennootschap - voorheen "Option NV")

Geldenaaksebaan 329

3001 LEUVEN

BTW BE 0429.375.448 - RPR LEUVEN

(the "Company")

## **ANNUAL GENERAL SHAREHOLDERS' MEETING OF CRESCENT NV**

**MAY 31st 2023, 10AM**

The Board of Directors has the honour to invite the Shareholders to the Annual General Meeting of CRESCENT NV which will be held at the registered office of the Company, on **Wednesday 31<sup>st</sup> of May 2023 at 10am.**

On this date the total number of shares and voting rights of the Company amounts to 1.994.069.717 shares.

### **AGENDA FOR THE AGM HOLDING PROPOSED RESOLUTIONS**

**1. Report of the Board of Directors on the statutory and consolidated financial year closed on 31 December 2022**

**2. Report of the statutory auditor on the statutory and consolidated annual accounts closed on 31 December 2022 and of the annual report**

**3. Approval of the statutory and consolidated annual accounts closed on 31 December 2022 and the allocation of the results**

Proposed resolution: approval of the statutory and consolidated annual accounts closed on 31 December 2022, including appropriation of the result.

**4. Approval of the remuneration report as included in the annual report of the board of directors for the financial year that ended per 31 December 2022**

Proposed resolution: approval of the remuneration report as included in the annual report of the board of directors for the financial year that ended per 31 December 2022.

**5. Discharge of the directors**

Proposed resolution: granting of discharge to the directors for the performance of their duties during the financial year that ended per 31 December 2022.

**6. Discharge to the Statutory Auditor**

Proposal for resolution: granting of discharge to the statutory auditor for the performance of his duties during the financial year that ended on 31 December 2022.

## **7. Resignations and Appointments**

### **7.1 Acknowledgement of the voluntary resignation of S&S BV, permanently represented by Mrs Sarah STEENHAUT**

Proposed resolution: to acknowledge the voluntary resignation of S&S BV, company registration number: 0806.017.144, with registered office at 9230 Wetteren, Windmolenweg 21, permanently represented by Mrs Sarah STEENHAUT as per 8 July 2022. The Company thanks Mrs Sarah STEENHAUT for her contribution to the board of directors.

### **7.2 Acknowledgement and confirmation of the appointment as independent director of MANAGEMENT & ADVISORY SERVICES BV, permanently represented by Mrs Nadia YAICHE**

Following the voluntary resignation of S&S BV, permanently represented by Mrs Sarah STEENHAUT, MANAGEMENT & ADVISORY SERVICES BV, permanently represented by Mrs Nadia YAICHE, was co-opted as a director by the Board of Directors on 3 February 2023, in accordance with Article 16 of the Articles of Association. Today, this decision is submitted to the general shareholders meeting to decide on the appointment. In accordance with Article 16 of the articles of association, the newly appointed director serves out the time of the person she replaces. With regard to the remuneration, reference is made to the remuneration policy approved by the general shareholders meeting of 31 May 2022.

Proposed resolution: the general assembly confirms the appointment of MANAGEMENT & ADVISORY SERVICES BV, company registration number: 0818.808.771, with registered office at 1200 Sint-Lambrechts-Woluwe, Lambeaulaan 90, permanently represented by Mrs Nadia YAICHE as director of the Company for the term from 3 February 2023 until 30 May 2025 with remuneration in accordance with the remuneration policy approved by the general shareholders meeting of 31 May 2022.

According to the information made available to the Company, Mrs Nadia YAICHE meets the specific independence criteria of the Belgian Corporate Governance Code 2020 and the general independence criterion provided for by Article 7:87 of the Belgian Companies and Associations Code.

### **7.3 Confirmation of appointment of KPMG Bedrijfsrevisoren BV/SRL as statutory auditor of the Company for financial year 2022**

KPMG Bedrijfsrevisoren BV/SRL, company registration number: 0419.122.548, with registered office at 1930 ZAVENTEM, Brussels National Airport 1K, was appointed by the court on 4 October 2022 for financial year 2022 and subsequent financial years barring another appointment by the general shareholders meeting. The auditor's fee was thereby set at €300,000 (excluding IBR contribution and VAT) for financial year 2022.

Proposed resolution: the general assembly confirms the appointment of KPMG Bedrijfsrevisoren BV/SRL, company registration number: 0419.122.548, with registered office at 1930 ZAVENTEM, Brussels National Airport 1K, with Mr Raf COX (succeeding Mr Jos BRIERS) as the permanent representative of the Company's statutory auditor for the financial year ending per 31 December 2022 at a remuneration of EUR 300,000 (excluding IBR contribution and VAT).

## **8. Delegation of powers for the implementation of decisions taken**

Proposed resolution: the general assembly grants the CFO, Mr Edwin BEX, acting individually, with power of substitution, all powers to implement the resolutions adopted by the general assembly as well as all powers to publish these resolutions. In addition, the general assembly specifically grants power of attorney to Mtr. Anastasia KARPENKO (attorney at law at law firm LIEVENS & LIEVENS BV), to perform all acts that might be necessary or useful for the fulfilment of the formalities (including, but not limited to, the drafting and signing of documents and forms) with a view to (i) the filing of (an extract of) this document at the clerk's office of the competent corporate court, (ii) its publication in the Annexes to the Belgian Official Gazette and (iii) the registration or adaptation of the data in the Crossroads Bank for Enterprises.

### **CONDITIONS OF ADMISSION TO THE ANNUAL GENERAL MEETING**

Participation in the annual general meeting (the "Meeting") by proxy, voting paper or physical means is possible for the number of shares you hold on the Registration Date (17 May 2023 at midnight, Belgian time) and for which you have notified the Company, at the latest by 25 May 2023, of your intention to exercise your voting right, and this regardless of the number of shares you hold on the day of the Meeting.

Only persons who are shareholders on 17 May 2023 at midnight, Belgian time ("registration date"), will have the right to participate and vote at the General Meeting.

#### **› Do you own registered shares ?**

You must be registered in the company's share register on May 17, 2023 (24h, Belgian time) for minimum the number of shares with which you wish to participate in the general meeting.

In addition, you must confirm your participation to us in writing (by e-mail: [investor@option.com](mailto:investor@option.com)) no later than May 25, 2023, indicating the number of shares with which you wish to participate in the meeting. It is sufficient to submit your signed proxy or voting letter as confirmation of participation.

#### **› Do you own dematerialised shares ?**

The shares with which you wish to participate at the General Meeting must be registered in your securities account on May 17, 2023 (24h, Belgian time).

You must request your financial institution (bank, recognised account holder or settlement institution) to:

- (a) provide a certificate stating the number of shares you own on May 17, 2023 (24h, Belgian time) and with which you wish to participate at the general meeting; and
- (b) send this certificate by May 25, 2023 at the latest by e-mail to [investor@option.com](mailto:investor@option.com).

In addition, you must confirm your participation no later than May 25, 2023 (24h, Belgian time), indicating the number of shares with which you wish to participate in the meeting. You can ask your financial institution to confirm your participation to CRESCENT NV simultaneously with the confirmation of your registration. You can also notify us in writing (by e-mail [investor@option.com](mailto:investor@option.com)). It is sufficient to submit your signed proxy or voting letter as confirmation of participation.

› **Do you wish to be represented at the General Meeting ?**

If you meet the above conditions to participate and vote at the General Meeting, you may be represented at the General Meeting by one proxyholder.

For this purpose, you can use the proxy form on our website <https://www.crescent-ventures.com/investor-relations> (shareholders' meetings).

You must send us your completed and signed proxy form by e-mail to the following e-mail address: [investor@option.com](mailto:investor@option.com) by no later than May 25, 2023.

› **Do you wish to vote by correspondence in advance of the General Meeting ?**

If you meet the aforementioned conditions to participate in and vote at the General Meeting, you may cast your vote by correspondence in advance of the meeting. For this purpose you may use the voting form available on our website (<https://www.crescent-ventures.com/investor-relations> (shareholders' meetings)).

You can also request this form from us at any time. This form also serves as confirmation of participation. You need to send us your signed voting letter by e-mail ([investor@option.com](mailto:investor@option.com)). We need to receive your voting letter on May 25, 2023 at the latest. We would like to remind you that to validly cast your vote by correspondence, you must clearly indicate your voting choice or your abstention in the letter.

› **Which conditions do you need to satisfy to add items to the agenda of the General Meeting ?**

If you hold, alone or jointly with other shareholders, at least 3% of the company's share capital, you may request to add items to the agenda of the General Meeting and file resolution proposals in relation to items on or to be added to the agenda. You need to hold this minimum share percentage alone or jointly with other shareholders on the date of your request and on May 17, 2023 (24h, Belgian time). This can be demonstrated by submitting a certificate of registration of the relevant shares in the Company's share register, or a certificate issued by a financial institution certifying that the relevant number of dematerialized shares is registered in the name of such shareholder(s) in their account.

You must submit your requests in writing (by e-mail), adding, as the case may be, the text of the new agenda items and the relating resolution proposals or the text of the resolution proposals to be added to the agenda. We need to receive your request on May 9, 2023 at the latest. The request should also contain an email address on which we may confirm receipt of your requests. As the case may be, we will publish a revised agenda, proxy and voting form at the latest on May 16, 2023 (on our website, in the Belgian official journal and in the press).

The proxies that we have received in advance of the publication of the revised agenda will remain valid, but your proxy holder may deviate from your instructions with regard to new resolution proposals on existing agenda items if the execution of such instructions could jeopardize your interests. Your proxy holder must inform you hereof. Your proxy must state whether your proxy holder is authorized to vote on the new agenda items, or whether he/she should abstain with regard to the new agenda items.

The voting forms that we have received in advance of the publication of the revised agenda will remain valid for the existing agenda items. If a new resolution proposal is filed on an existing agenda item, the vote cast by correspondence in respect of such agenda item will be disregarded.

› **Do you wish to ask a question ?**

You are entitled to submit questions to the directors and the auditor regarding their report or items on the agenda but solely in writing. If you meet the aforementioned conditions to participate in and vote at the General Meeting, your questions will be answered provided any communication of information or facts in response to such questions does not prejudice the company or breaches any confidentiality undertakings entered into by the Company, its directors or the auditor. We need to receive your written questions on May 25, 2023 at the latest (by email).

› **Where can you find all information on this General Meeting ?**

All information relating to this General Meeting is available on our website (<https://www.crescent-ventures.com/investor-relations>) (shareholders' meetings).

› **How can you contact us ?**

For the submission of forms and written requests, and for practical questions, please contact us via email: [investor@option.com](mailto:investor@option.com), to the attention of Mr. Edwin BEX.