



## GENERAL SHAREHOLDERS' MEETING 18 MAY 2021

EXMAR NV  
De Gerlachekaai 20  
2000 Antwerp  
VAT BE0860.409.202.

The Board of Directors invites the shareholders to attend the General Shareholders' Meeting that will take place on Tuesday 18 May 2021, at 2:30pm at Schaliënstraat 5 – Delphis Building, 5<sup>th</sup> Floor, Antwerp.

### IMPORTANT NOTICE TO THE SHAREHOLDERS

Given the spread of coronavirus and the current measures, it remains uncertain as to how the General Meeting on 18 May 2021 will be able to take place.

EXMAR is monitoring this closely and, depending on how the situation continues to develop in the coming weeks, this meeting may be held virtually in application of the regulations in force relating to the organisation of general meetings.

This will be communicated in a timely manner by means of a press release and on the website.

The accompanying procedure will also be made available on the Company's website.

We encourage our shareholders to vote by proxy as far as possible.

### AGENDA AND PROPOSED RESOLUTIONS

**1. Annual report of the Board of Directors and the statutory auditor on the financial statements for the financial year ended 31 December 2020.**

**2. Presentation of the consolidated financial statements and approval of the statutory financial statements for the financial year ended 31 December 2020 and appropriation of the result.**

*Proposals for resolution:* The General Meeting decides to approve the statutory financial statements for the 2020 financial year as drawn up by the Board of Directors. The General Meeting decides to allocate the results as follows:

* Profit brought forward:	USD 321,297,698.77
* Profit for the period:	USD -83,972,414.85
* Transfer from the reserves not available for distribution:	USD 5,659,567.86
* Result to be carried forward:	USD 232,032,984.28
* Dividend to be paid out:	USD 10,951,867.50

The General Meeting decides to pay out a gross dividend of EUR 0.15 per share. The net dividend amounts to EUR 0.105 per share (after deduction of 30% withholding tax).

**3. Discharge to the directors and the statutory auditor.**

*Proposals for resolution* Discharge is granted to the directors: Mr. Nicolas Saverys (executive director), Mr. Michel Delbaere (independent director), Philippe Vlerick (non-executive director), Mr. Wouter De Geest (independent director), Mr. Francis Mottrie (executive director) and NV JALCOS represented by Mr. Ludwig Criel (non-executive director), Ms. Isabelle Vleurinck (independent director), Ms. Ariane Saverys (non-executive director), Ms. Pauline Saverys (non-executive director) and Ms. Barbara Saverys (non-executive director) for the exercise of their mandates during the past financial year.

- Discharge is granted to the statutory auditor: DELOITTE Bedrijfsrevisoren BV represented by Mr. Rik Neckebroek and Mr. Ben Vandeweyer, for the exercise of its mandate during the past financial year.

#### **4. Board composition - Notification of end of mandate directors - Appointment/re-election of directors - Replacement directorship.**

The mandates for Mr. Nicolas Saverys, executive director, Ms. Ariane Saverys, Ms. Pauline Saverys and Ms. Barbara Saverys, non-executive directors, will expire at the 2021 General Meeting.

Ms. Ariane Saverys and Ms. Pauline Saverys make their mandates available.

##### *Proposals for resolution:*

- Ms. Ariane Saverys is making her mandate available.
- Ms. Pauline Saverys is making her mandate available.
- Reappointment of Mr. Nicolas Saverys as executive director for a period of three (3) years.
- Reappointment of Ms. Barbara Saverys as non-executive director for a period of one (1) year.
- Appointment of Mr. Carl-Antoine Saverys as executive director for a period of three (3) years in place of Ms. Ariane Saverys, whose mandate was made available.
- Appointment of Ms. Stephanie Saverys as non-executive director for a period of three (3) years in place of Ms. Pauline Saverys, whose mandate was made available.
- Mr. Francis Mottrie resigns as executive director and FMO BV (0845.418.346), represented by Mr. Francis Mottrie, is appointed as executive director in replacement/continuation of the mandate of Mr. Francis Mottrie.

#### **5. Presentation and approval of the remuneration report and the remuneration policy.**

##### *Proposals for resolution:*

- Approval of the remuneration report for fiscal year 2020.
- Approval of the remuneration policy drawn up in accordance with Article 7:89/1 of the Belgian Code of Companies and Associations.

#### **6. Presentation of the Corporate Governance Statement in the Annual Report for 2020.**

The General Meeting takes note of the Corporate Governance Statement.

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