

## Power of attorney

### Annual General Meeting of shareholders of 13 May 2026

I, the undersigned (identity of the principal)

Name of legal person (if applicable): .....

First name and name: .....

Address/Registered office: .....

Holder of ..... registered shares and/or

..... dematerialised shares

of **SOFINA SA**, a limited liability company (*société anonyme/naamloze vennootschap*) incorporated under the laws of Belgium and having its registered office at Rue de l'Industrie 31, 1040 Brussels (the "**Company**"), hereby appoints as his/her special representative<sup>1</sup> :

The Company Secretary (with full power of substitution)

Name: .....

First name: .....

Address: .....

(please mark your choice – **only one person** can be appointed)

to whom the principal grants full powers to represent the principal at the **Annual General Meeting of Shareholders** of the Company to be held on Wednesday **13 May 2026** at the registered office with the following agenda:

<sup>1</sup> Warning about conflicts of interest. According to Article 7:143, §4, 2° of the Companies and Associations Code, a potential conflict of interest arises when the special representative:

1° is the company itself or an entity controlled by it, a shareholder that controls the company or another entity controlled by such a shareholder;

2° is a member of an administrative body of the company or of a controlling shareholder of the company or of a controlled entity referred to in point 1°;

3° is an employee or statutory auditor of the company, or of its controlling shareholder or of a controlled entity referred to in 1°;

4° has a parental relationship with a natural person referred to in points 1° to 3° or is the spouse or legal cohabitant of such a person or of a relative of such a person.

A potential conflict of interest is also created if no special representative is appointed, in which case the company will appoint a member of its board of directors or one of its employees as special representative.

In the event of a conflict of interest between the special representative and the principal, the following rules will apply:

1. the special representative must disclose specific facts that are relevant to enable the principal to assess the risk that the special representative may pursue an interest other than that of the principle.
2. the special representative is only authorised to exercise the voting right on behalf of the principal if he/she has specific voting instructions for each item on the agenda. Sofina therefore invites you to indicate your specific voting instructions by ticking a box below for each item on the agenda.

# Agenda of the Annual General Meeting of 13 May 2026 at 3.00pm

## 1 Reports and annual accounts

- 1.1 Presentation of the Management report of the Board of Directors (including the Corporate Governance Statement and the Sustainability statements of the Annual report) and of the Statutory Auditor's report relating to the financial year 2025.
- 1.2 Presentation of the consolidated financial statements relating to the financial year 2025.
- 1.3 Approval of the statutory financial statements of the Company relating to the financial year 2025 and appropriation of results.

**Proposal** to approve the statutory financial statements of the Company as at 31 December 2025, as drawn up by the Board of Directors, including the appropriation of the Company's result and the distribution of a gross dividend of EUR 3.66 per share. As the dividend right attached to the own shares lapses, the total amount allocated by the Company to the dividend payment depends on the number of own shares held by the Company on Tuesday 26 May 2026 at 11.59pm Belgian time (i.e. the trading day preceding the ex-date). Therefore, the Board of Directors is authorised, with power of subdelegation, to determine the total amount allocated by the Company to the dividend payment (without changing the amount of the gross dividend per share) and to reflect this (and any other changes in the appropriation of the result resulting therefrom) in the statutory financial statements based on the number of own shares held by the Company on that date.

## 2 Remuneration report

- 2.1 Presentation of the Remuneration report relating to the financial year 2025.
- 2.2 Approval of the Remuneration report relating to the financial year 2025.

**Proposal** to approve the Remuneration report relating to the financial year 2025. The vote on the Remuneration report is advisory.

## 3 Discharge to the Directors and to the Statutory Auditor

- 3.1 **Proposal** to grant discharge by special vote to the Directors for any liability resulting from the fulfilment of their mandate during the financial year 2025.
- 3.2 **Proposal** to grant discharge by special vote to the Statutory Auditor for any liability resulting from the fulfilment of its mandate during the financial year 2025.

## 4 Appointment of Directors and setting of their remuneration and renewal of Directors' mandates

The term of office of Ms. Michèle Sioen, Mr. Leslie Teo, Mr. Rajeev Vasudeva, Mr. Felix Goblet d'Alviella and Mr. Dominique Lancksweert will expire at the end of the Annual General Meeting to be held on 13 May 2026.

In accordance with the age limits set out in the Board of Directors' Internal rules of procedure, Mr. Dominique Lancksweert will not seek reappointment.

Additionally, Mr. Nicolas Boël has informed the Board of Directors of his resignation as Director with effect from the close of the Annual General Meeting to be held on 13 May 2026.

**Proposal**, upon recommendation of the Nomination Committee and upon proposal of the Board of Directors, to appoint as Director:

- 4.1 Mr. Charles Peugeot for a period of three years, expiring at the end of the Annual General Meeting to be held in 2029, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since it appears from the information available to the Company and the information provided by Mr. Charles Peugeot that he meets all the criteria set out in that

Principle. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association. His curriculum vitae is available on the Company's website.

- 4.2 Union Financière Boël SA, a limited liability company incorporated under Belgian law (*société anonyme/naamloze vennootschap*), having its registered office at Rue Ducale 21, 1000 Brussels, Belgium, and registered with the Crossroads Bank for Enterprises under number 0405.761.391 (RLE Brussels), represented by its permanent representatives Mr. Pascal Hubinont, for a period of three years, ending at the end of the Annual General Meeting to be held in 2029. The remuneration for this mandate is set in accordance with the Remuneration Policy and Article 36 of the articles of association. The curriculum vitae of Mr. Pascal Hubinont is available on the Company's website.

**Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandates of the following Directors:

- 4.3 Ms. Michèle Sioen, for a period of two years, expiring at the end of the Annual General Meeting to be held in 2028, and to establish her independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Ms. Michèle Sioen that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.
- 4.4 Mr. Leslie Teo, for a period of four years, expiring at the end of the Annual General Meeting to be held in 2030, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Mr. Leslie Teo that he meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put his independence into question. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.
- 4.5 Mr. Rajeev Vasudeva, for a period of three years, expiring at the end of the Annual General Meeting to be held in 2029, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Mr. Rajeev Vasudeva that he meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put his independence into question. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.
- 4.6 Mr. Felix Goblet d'Alviella, for a term of three years up to and including the Annual General Meeting to be held in 2029. His remuneration is set in accordance with the Remuneration policy and Article 36 of the articles of association.

## 5 Renewal of the Statutory Auditor's mandate and setting of its remuneration

The mandate as Statutory Auditor of Ernst and Young Réviseurs d'Entreprises SRL, a limited liability company incorporated under Belgian law (*société à responsabilité limitée/besloten vennootschap*), having its registered office at Kouterveldstraat 7B, 1831 Diegem, Belgium, and registered with the Crossroads Bank for Enterprises under number 0446.334.711 (RLE Brussels), represented by its permanent representatives Mr. Christophe Boschmans and Ms. Sarah Dupuis, auditor, expires at the end of the Annual General Meeting to be held on 13 May 2026.

**Proposal** to renew the mandate as Statutory Auditor of EY Réviseurs d'Entreprises SRL, represented by its permanent representatives Mr. Christophe Boschmans and Ms. Sarah Dupuis, auditor, for a period of three years ending at the end of the 2029 Annual General Meeting and to set its fees at EUR 114,000 per year (excluding VAT and expenses).

## 6 Approval of a change of control clause pursuant to Article 7:151 of the Companies and Associations Code

Pursuant to Article 7:151 of the Companies and Associations Code, the General Meeting has exclusive authority to approve provisions granting third parties rights that substantially affect the Company's assets or give rise to a substantial debt or obligation on its part, where the exercise of such rights depends on the launch of a public takeover bid for the Company's shares or on a change of control over it.

In this context, the change of control clause set out in Clause 6.3 of the Terms and Conditions included in the Information Memorandum dated 7 November 2025 relating to the issuance on 13 November 2025 of EUR 600 million fixed rate bonds with a eight-year maturity and a 3.707% coupon is submitted for approval to the General Meeting.

The aforementioned clause authorises each bondholder, at its own initiative, to require the Company to repay the principal amount of its bonds, together with any accrued but unpaid interest thereon, in the event of a change of control of the Company (as defined in the Terms and Conditions).

**Proposal** to approve the change of control clause set out in Clause 6.3 of the Terms and Conditions included in the Information Memorandum dated 7 November 2025, in accordance with Article 7:151 of the Code of Companies and Associations.

## 7 Miscellaneous

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## Voting instructions

Please fill in your voting instructions below.

If the principal fails to indicate how the special representative should vote, the principal will be deemed to have given the special representative specific instructions to vote in favour of that item.

The special representative undertakes to vote as indicated below:

### VOTES

#### 1. Reports and annual accounts

1.3 **Proposal** to approve the statutory financial statements of the Company as at 31 December 2025, as drawn up by the Board of Directors, including the appropriation of the Company's result and the distribution of a gross dividend of EUR 3.66 per share. As the dividend right attached to the own shares lapses, the total amount allocated by the Company to the dividend payment depends on the number of own shares held by the Company on Tuesday 26 May 2026 at 11.59pm Belgian time (i.e. the trading day preceding the ex-date). Therefore, the Board of Directors is authorised, with power of subdelegation, to determine the total amount allocated by the Company to the dividend payment (without changing the amount of the gross dividend per share) and to reflect this (and any other changes in the appropriation of the result resulting therefrom) in the statutory financial statements based on the number of own shares held by the Company on that date.

For  Against  Abstain

#### 2. Remuneration report

2.2 **Proposal** to approve the Remuneration report relating to the financial year 2025. The vote on the Remuneration report is advisory.

For  Against  Abstain

#### 3. Discharge to the Directors and the Statutory Auditor

3.1 **Proposal** to grant discharge by special vote to the Directors for any liability resulting from the fulfilment of their mandate during the financial year 2025.

For  Against  Abstain

3.2 **Proposal** to grant discharge by special vote to the Statutory Auditor for any liability resulting from the fulfilment of its mandate during the financial year 2025.

For  Against  Abstain

#### 4. Appointment of Directors and setting of their remuneration and renewal of Directors' mandates

4.1 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to appoint Mr. Charles Peugeot as Director of the Company for a period of three years, expiring at the end of the Annual General Meeting to be held in 2029, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since it appears from the information available to the Company and the information provided by Mr. Charles Peugeot that he meets all the criteria set out in that Principle. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association. His curriculum vitae is available on the Company's website.

For  Against  Abstain

4.2 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to appoint Union Financière Boël SA, a limited liability company incorporated under Belgian law (*société anonyme/naamloze vennootschap*), having its registered office at Rue Ducale 21, 1000 Brussels, Belgium, and registered with the Crossroads Bank for Enterprises under number 0405.761.391 (RLE Brussels), represented by its permanent representatives Mr. Pascal Hubinont, as Director of the Company for a period of three years, ending at the end of the Annual General Meeting to be held in 2029. The remuneration for this mandate is set in accordance with the Remuneration Policy and Article 36 of the articles of association. The curriculum vitae of Mr. Pascal Hubinont is available on the Company's website.

For  Against  Abstain

4.3 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of Ms. Michèle Sioen, for a period of two years, expiring at the end of the Annual General Meeting to be held in 2028, and to establish her independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Ms. Michèle Sioen that she meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put her independence into question. Her remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.

For  Against  Abstain

4.4 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of Mr. Leslie Teo, for a period of four years, expiring at the end of the Annual General Meeting to be held in 2030, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Mr. Leslie Teo that he meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put his independence into question. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.

For  Against  Abstain

4.5 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of Mr. Rajeev Vasudeva, for a period of three years, expiring at the end of the Annual General Meeting to be held in 2029, and to establish his independence within the meaning of Article 7:87 of the Companies and Associations Code and Principle 3.5 of the 2020 Corporate Governance Code, since (i) it appears from the information available to the Company and the information provided by Mr. Rajeev Vasudeva that he meets all the criteria set out in that Principle; and (ii) the Board of Directors expressly confirms that it has no indication of any element that might put his independence into question. His remuneration is set in accordance with the Remuneration Policy and Article 36 of the articles of association.

For  Against  Abstain

4.6 **Proposal**, upon recommendation by the Nomination Committee and upon proposal of the Board of Directors, to renew the mandate of Mr. Felix Goblet d'Alviella, for a term of three years up to and including the Annual General Meeting to be held in 2029. His remuneration is set in accordance with the Remuneration policy and Article 36 of the articles of association.

For  Against  Abstain

## 5. Renewal of the Statutory Auditor's mandate and setting of its remuneration

**Proposal** to renew the mandate as Statutory Auditor of EY Réviseurs d'Entreprises SRL, represented by its permanent representatives Mr. Christophe Boschmans and Ms. Sarah Dupuis, auditor, for a period of three years ending at the end of the 2029 Annual General Meeting and to set its fees at EUR 114,000 per year (excluding VAT and expenses).

For                                       Against                                       Abstain

## 6. Approval of a change of control clause pursuant to Article 7:151 of the Companies and Associations Code

**Proposal** to approve the change of control clause set out in Clause 6.3 of the Terms and Conditions included in the Information Memorandum dated 7 November 2025, in accordance with Article 7:151 of the Code of Companies and Associations.

For                                       Against                                       Abstain

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## **Additions to the agenda of new items and/or new proposals/alternative decisions**

In accordance with Article 7:130, §3 of the Companies and Associations Code, in case of additions to the agenda of the Annual General Meeting of new items and/or new proposals for decisions, a new completed proxy form, allowing the principal to give the special representative specific voting instructions in this respect, will be made available to the shareholders by the Company no later than on **Tuesday 28 April 2026**.

The following voting instructions will therefore only be applicable in the absence of new specific voting instructions validly sent to the special representative after the date of this power of attorney.

If new items and/or proposals/alternative decisions are added to the agenda, the special representative should (please tick one of the two boxes):

- abstain from voting on new items and/or new proposals/alternatives decisions on the agenda; or
- express any votes or abstain from voting on potential new items on the agenda and/or new proposals/alternative decisions, as he/she deems appropriate taking into account the interests of the principal.

**The special representative should abstain from voting on new agenda items and/or new proposals/alternative decisions if the principal does not indicate a choice above.** He/she may only vote or abstain from voting on the existing proposals for decisions in accordance with the instructions of the principal.

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Furthermore, the special representative may take part in all deliberations, make all declarations in all matters, sign all deeds, minutes, registers, attendance lists and documents, have himself/herself substituted and, in general, do all that is useful and necessary for the execution of this mandate, the principal promising ratification if necessary.

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Done in \_\_\_\_\_ on \_\_\_\_\_

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THE SIGNATURE MUST BE PRECEDED BY THE HANDWRITTEN WORDS "AUTHORISED TO SIGN"

Legal entities must specify the name, first name and title of the natural person signing this power of attorney on their behalf. In the same case, the signatory hereby declares and warrants to the Company that he/she has the authority to sign this power of attorney on behalf of the legal entity.

Powers of attorney of an usufructuary and a bare owner shall only be valid if granted by them jointly to the same special representative, unless otherwise expressly instructed to the Company.

This entire document, completed and signed (a scanned or photographed copy will suffice), must be received no later than on Thursday 7 May 2026 at 3.00pm (Belgian time) by post or e-mail at the following address:

<p><b>For holders of registered shares:</b></p> <p><b>SOFINA SA</b> <b>Secretariat General</b> <b>Rue de l'Industrie, 31</b> <b>1040 Brussels</b> <b>Tel : + 32 (0) 2 551 06 11</b> <b>e-mail : <a href="mailto:shareholders@sofinagroup.com">shareholders@sofinagroup.com</a></b></p>	<p><b>For holders of dematerialised shares:</b></p> <p><b>EUROCLEAR BELGIUM</b> <b>Department Issuer Relations</b> <b>Boulevard du Roi Albert II, 1</b> <b>1210 Brussels</b> <b>Tel : +32 (0) 2 337 59 00</b> <b>e-mail : <a href="mailto:ebe.issuer@euroclear.com">ebe.issuer@euroclear.com</a></b></p>
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*In the framework of the organisation of its general meetings, Sofina processes information about its shareholders which constitutes "personal data". Sofina considers the protection of such personal data an important matter and has therefore adopted a Privacy Policy, available at <https://www.sofinagroup.com/general-privacy-policy/>.*

*Sofina invites its shareholders to carefully read this Privacy Policy, which sets out in more detail in which context Sofina processes its shareholders' personal data and explains their rights (including a right of access, rectification and objection to direct marketing as well as, in certain circumstances, a right of erasure, restriction of processing, data portability and a right to object to other forms of processing) and Sofina's obligations in that respect.*