

GREENYARD
public limited liability company
Strijbroek 10
2860 Sint-Katelijne-Waver (Belgium)
RLP Antwerp, Mechelen division
VAT BE 0402.777.157

CONVENING NOTICE OF THE ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETING OF GREENYARD NV TO BE HELD ON SEPTEMBER 20, 2019

The board of directors of Greenyard NV (the *company*) is pleased to invite the holders of securities to attend (i) the **ordinary general meeting of shareholders** which shall be held **on Friday 20 September 2019 at 14h00 (CET) at the registered office of the company**, situated at 2860 Sint-Katelijne-Waver (Belgium), Strijbroek 10 (the ***ordinary general meeting***) and, **immediately following** (ii) the **extraordinary general meeting of shareholders** which shall be held in the presence of notary public Van Roosbroeck substituting notary public Carnewal (the ***extraordinary general meeting***).

I. The ordinary general meeting is called to deliberate and vote on the following agenda and resolution proposals:

First agenda item: Examination of the annual report by the board of directors and the report by the statutory auditor on the annual accounts and the consolidated financial statements regarding the financial year ended on March 31, 2019.

Second agenda item: Discussion and approval of the annual accounts regarding the financial year ended on March 31, 2019, including the allocation of the result.

Resolution proposal: the ordinary general meeting resolves to approve the annual accounts regarding the financial year ended on March 31, 2019, including the allocation of the result, as proposed by the board of directors.

Third agenda item: Communication and discussion of the consolidated financial statements regarding the financial year ended on March 31, 2019.

Fourth agenda item: Approval of the remuneration report regarding the financial year ended on March 31, 2019, including the remuneration accorded to the directors during the financial year ended on March 31, 2019.

Resolution proposal: the ordinary general meeting resolves to approve the remuneration report regarding the financial year ended on March 31, 2019, including the remuneration accorded to the directors during the financial year ended on March 31, 2019.

Fifth agenda item: Acknowledgment of voluntary resignation of a director.

Resolution proposal: the ordinary general meeting confirms to have taken note of the voluntary resignation of Mr Thomas Borman, domiciled at Johannesburg (South-Africa), as director of the company, with effect as of July 19, 2019.

Sixth agenda item: Re-appointment of directors.

Resolution proposal: the ordinary general meeting resolves, by separate voting on the re-appointment of each director individually, to renew, upon proposal by the board of directors and following recommendation by the nomination and remuneration committee, the mandate of the directors⁽¹⁾ whose mandate expires following the present ordinary general meeting, for a period of four years. This period commences on this day and ends immediately after the ordinary general meeting in 2023 regarding the financial year ending on March 31, 2023.

As a result of this, the ordinary general meeting decides to re-appoint:

- *Deprez Invest NV, having its registered office at 2860 Sint-Katelijne-Waver, Strijbroek 10 (Belgium), represented by Mr Hein Deprez, as director;*
- *Ms Hilde Laga, as independent director. The director concerned fulfils the conditions of independence as set out in article 526ter of the Belgian Companies' Code and section 2.3 jo. Annex A of the Belgian Corporate Governance Code 2009;*
- *Gescon BVBA, having its registered office at 8490 Varsenare, Oudenburgweg 69 (Belgium), represented by Mr Dirk Van Vlaenderen, as independent director. The director concerned fulfils the conditions of independence as set out in article 526ter of the Belgian Companies' Code and section 2.3 jo. Annex A of the Belgian Corporate Governance Code 2009;*
- *Management Deprez BVBA, having its registered office at 3191 Hever, Consciencelaan 13 (Belgium), represented by Ms Veerle Deprez, as director;*
- *Bonem Beheer BVBA, having its registered office at 8340 Damme, Bonemstraat 1 (Belgium), represented by Mr Marc Ooms, as director;*
- *Omorphia Invest BVBA, having its registered office at 2860 Sint-Katelijne-Waver, Strijbroek 10 (Belgium), represented by Ms Valentine Deprez, as director;*
- *Intal BVBA, having its registered office at 9700 Oudenaarde, Kerkkouter 13 (Belgium), represented by Mr Johan Vanovenberghe, as director.*

The ordinary general meeting resolves that their mandate will be remunerated on the same basis as determined by decision of the ordinary general meeting held on September 21, 2018 and as explained in the remuneration report regarding the financial year ended on March 31, 2019: (i) a fixed remuneration of EUR 30,000 per annum plus (ii) an additional attendance fee of EUR 2,500 per meeting of the board of directors or an advisory committee which the director concerned attends, which covers all costs, with the exception of the international travel expenses incurred by directors domiciled outside Belgium, in carrying out their mandate.

⁽¹⁾ *Biographies of the proposed members are available at <https://www.greenyard.group/investor-relations/corporate-governance> and included in the corporate governance statement of the annual report regarding the financial year ended on March 31, 2019.*

Seventh agenda item: Amendment of the remuneration policy for the chairman of the board of directors.

Resolution proposal: the ordinary general meeting resolves, upon proposal by the board of directors and following recommendation by the nomination and remuneration committee, to grant to the chairman of the board of directors, in deviation from the current remuneration policy for non-executive directors, as explained in the remuneration report regarding the financial year ended on March 31, 2019, and given the responsibilities and time commitment resulting from his role, a fixed annual remuneration of EUR 142,500, which also includes the additional attendance fees for participation in the meetings of the board of directors or an advisory committee, with effect as of April 1, 2019.

Eight agenda item: Discharge in favour of the directors and permanent representatives of the directors-companies.

Resolution proposal: the ordinary general meeting resolves, by separate voting, to grant full and complete discharge to each director individually and to the permanent representatives of those directors that are companies, including the former director Mr Thomas Borman, for the performance of their duties during the financial year ended on March 31, 2019.

Resolution proposal: the ordinary general meeting resolves to grant discharge to Mr Thomas Borman who has been a director as from the end of the financial year ended on March 31, 2019 until his voluntary resignation with effect as of July 19, 2019, for the performance of his duties during that period.

Ninth agenda item: Discharge in favour of the statutory auditor and its permanent representative.

Resolution proposal: the ordinary general meeting resolves to grant full and complete discharge to the statutory auditor and to its permanent representative, for the performance of their duties during the financial year ended on March 31, 2019.

Tenth agenda item: Change of permanent representative of the statutory auditor.

Resolution proposal: the ordinary general meeting confirms to have taken note that the statutory auditor of the company, Deloitte Bedrijfsrevisoren CVBA, for the exercise of its duties as the company's statutory auditor, with effect as of April 1, 2019, is represented by Mr Kurt Dehoorne in his capacity of permanent representative, having his office at 9051 Sint-Denijs-Westrem, Raymonde de Larochelaan 19A (Belgium), for the remaining term of the appointment of Deloitte Bedrijfsrevisoren CVBA as statutory auditor.

Eleventh agenda item: Approval of the long-term incentive plan in the form of a Share Option Plan applicable as from accounting year 2019/2020, as described in the remuneration report regarding the financial year ended on March 31, 2019.

Resolution proposal: the ordinary general meeting resolves, upon proposal by the board of directors and following recommendation by the nomination and remuneration committee, to approve the long-term incentive plan in the form of a Share Option Plan applicable as from accounting year 2019/2020, as described in the remuneration report regarding the financial

year ended on March 31, 2019, which enables the granting of a certain amount of share options to members of the Leadership Team and certain employees of the company. The ordinary general meeting also resolves to approve and ratify, in so far as necessary and applicable in accordance with article 556 of the Belgian Companies' Code, article 9.8 ('Gebeurtenis') and any provisions of the Share Option Plan, that (automatically or not) result in an accelerated or immediate vesting or acquisition of awards made under the long-term incentive plan in the event of a public takeover bid or change of control over the company, or that permit the board of directors (or a committee or certain members of the board of directors) to approve or allow such accelerated or immediate vesting or acquisition, and any other feature included in the long-term incentive plan (if applicable) that falls or may be deemed to fall within the scope of article 556 of the Belgian Companies' Code.

Twelfth agenda item: Approval, as set out in article 520ter, second section of the Belgian Companies' Code, to waive for the current financial year ending on March 31, 2020 the requirement that at least one fourth of the variable remuneration for an executive director must be based on prior established and objectively measurable performance criteria over a period of at least two years, and that at least another fourth must be based on prior established and objectively measurable performance criteria over a period of at least three years.

Resolution proposal: the ordinary general meeting resolves to approve, as set out in article 520ter, second section of the Belgian Companies' Code, to waive for the current financial year ending on March 31, 2020 the requirement that at least one fourth of the variable remuneration for an executive director must be based on prior established and objectively measurable performance criteria over a period of at least two years, and that at least another fourth must be based on prior established and objectively measurable performance criteria over a period of at least three years.

Thirteenth agenda item: Approval of change of control provisions according to article 556 of the Belgian Companies' Code related to the Facilities Agreement, as most recently amended on April 30, 2019.

Resolution proposal: the ordinary general meeting resolves, in accordance with article 556 of the Belgian Companies' Code, to approve, in so far as necessary and applicable, (i) clause 10.1 (Exit) of the Facilities Agreement originally dated December 22, 2016, as from time to time amended and/or restated and most recently amended and restated by virtue of a "First Amendment and Restatement Agreement" dated April 30, 2019, entered into between, among others Greenyard and certain of its subsidiaries mentioned therein as original borrowers and/or original guarantors, BNP Paribas Fortis SA/NV, KBC Bank NV, ING Belgium SA/NV, ABN AMRO Bank N.V. and Coöperatieve Rabobank U.A. as arrangers, the financial institutions which are mentioned therein as original lenders and ING Bank N.V. as agent and security agent (the "Facilities Agreement") and any other provision of the Facilities Agreement relating to change of control which is applicable to the company and (ii) any other provision of the Finance Documents ("Finance Documents" as defined in the Facilities Agreement) whereto Greenyard is a party and which grants rights to third parties affecting the assets of the company, or causes a debt or undertaking for the company, whenever the

exercise of such rights is dependent on the launch of a public takeover bid on the shares of the company, or a change of control of the company.

II. The extraordinary general meeting is called to deliberate and vote on the following agenda and resolution proposals:

First agenda item: Early opt-in under the Belgian Code on Companies and Associations in accordance with article 39, §1, second paragraph, of the Law of March 23, 2019 introducing the Belgian Code on Companies and Associations and containing various provisions and amendments to the articles of association with a view to bring them in line with the Belgian Code on Companies and Associations.

Resolution proposal: the extraordinary general meeting resolves to approve the early opt-in under the Belgian Code on Companies and Associations in accordance with article 39, §1, second paragraph, of the Act of March 23, 2019 introducing the Belgian Code on Companies and Associations and containing various provisions, with effect as from the publication of the resolution in the Annexes to the Belgian Official State Gazette, and, for this purpose, to amend the articles of association to the aforementioned Belgian Code on Companies and Associations.

The extraordinary general meeting therefore resolves to:

- *in article 1, replace the words "company inviting or having invited public investment of savings" by "listed company";*
- *in article 1, add a third paragraph which reads as follows: "The company's website is "https://www.greenyard.group". The company's email address is "company.secretary@greenyard.group".";*
- *in article 2, replace the first sentence by the following text: "The registered office of the company is located in the Flemish Region";*
- *in article 6, replace last sentence by the following text: "In the event of a reduction of the subscribed capital, shareholders who are in the same position must be treated equally, and the other statutory provisions must be respected";*
- *amend article 7 in accordance with the resolution under the third agenda item;*
- *remove the transitional provisions contained in article 9 and article 13;*
- *in article 10, add a third paragraph which reads as follows: "If a share or a security is partly held by one or more persons in usufruct and partly held by one or more persons in bare ownership, the usufructuary of the shares or securities shall exercise all rights attached to those shares or securities, unless a will or an agreement provides otherwise.";*
- *in article 12, replace the phrase "within the meaning of article 627 of the Belgian Companies' Code" (twice) by "within the meaning of article 7:221 of the Belgian Code on Companies and Associations";*
- *in article 13, remove the words "whether in mortgage credit form or otherwise";*
- *in article 15, replace the phrase "The company shall be managed by a board of directors" with "The company shall be managed by a collegial management body, called the board of directors";*
- *in the second paragraph of article 19, replace the phrase "article 523 of the Belgian Companies' Code" by "article 7:96 of the Belgian Code on Companies and Associations";*

- in the sixth paragraph of article 19, replace the sixth paragraph by the following text: "The decisions of the board of directors may be taken by unanimous written decision of all directors";
- in the seventh paragraph of article 19, replace the phrase "articles 523 and 524 of the Belgian Companies' Code" by "articles 7:96 and 7:97 of the Belgian Code on Companies and Associations";
- in article 23, replace the heading by the following text: "**Audit committee, nomination and remuneration committee and other advisory committees**";
- in article 23, remove the first paragraph (concerning the possibility of setting up a management committee);
- in the second respectively third paragraph of article 23, replace the words "the provisions of articles 526bis and 526ter of the Belgian Companies' Code" and "the provisions of Article 526quater of the Belgian Companies Code" each time by "the statutory provisions";
- in article 26, replace the words "the members of the Institute of Company Auditors" by "the company auditors registered in the public register of company auditors or under registered audit firms";
- delete article 27 on the role of statutory auditors;
- in the heading of article 30, replace the word "extraordinary" by the words "special and extraordinary";
- in article 30, replace the first paragraph by the following text: "A special general meeting and an extraordinary general meeting may be convened whenever the interests of the company so require. The board of directors must convene the general meeting within three weeks if shareholders representing one tenth of the share capital so request, with at least the agenda items proposed by the concerned shareholders";
- in article 32, replace the word "bondholders" by the words "holders of non-voting shares, non-voting profit certificates or convertible bonds";
- in article 33, remove the words and the subsequent comma "usufructuaries and bare owners,";
- in article 36, replace the word "bonds" by "non-voting shares, non-voting profit-certificates or convertible bonds";
- at the end of the second paragraph of article 37, add a sentence which reads as follows: "Abstentions shall not be included in the numerator or denominator for the purpose of calculating votes";
- at the end of article 37, add the following text: "Subject to statutory provisions, the shareholders may, unanimously, adopt all resolutions in writing which fall within the competence of the general meeting.";
- in article 39, replace the words "article 96 of the Belgian Companies' Code" by "the law";
- in article 40, replace the first two paragraphs with the following text: "The ordinary general meeting shall hear, as the case may be, the annual report, the annual report with respect to the consolidated annual accounts, the statutory auditor's report and the other reports required by law and shall resolve on the annual accounts. After the approval of the annual accounts, the general meeting decides by a separate vote on the discharge to be granted to the directors and statutory auditors. This discharge is only valid if the annual accounts do not contain omissions or

misstatements that result in the company's situation being presented in a way that does not correspond to reality and, with respect to violations of the articles of association or the Belgian Code on Companies and Associations, if the directors have expressly included these violations in the agenda of the general meeting.

The general meeting of the listed company also resolves, by separate vote, on the remuneration report.";

- *in article 40, replace the words "article 100 of the Belgian Companies' Code" by "the law";*
- *in article 41, remove the words "subject to compliance with article 617 of the Belgian Companies' Code";*
- *in article 42, remove the words "on the profit from the current accounting period";*
- *replace article 43 by the following text:*

"Article 43 [to be renumbered]: Capital impairment procedure

When, as a result of incurred losses, the net assets have fallen below half of the share capital, the managing body must convene the general meeting to be held within two months after the loss has been identified or should have been identified pursuant to statutory provisions or under the articles of association in order to resolve on the dissolution of the company or on measures announced in the agenda to preserve the continuity of the company.

Unless the management body proposes to dissolve the company, it shall explain, in a special report made available to the shareholders at the registered office of the company fifteen days before the general meeting, what measures it proposes to preserve the continuity of the company. This report shall be mentioned in the agenda. A copy may be obtained in accordance with the law. A copy is also sent to those who have complied with the formalities set forth by the articles of association for admission to the general meeting.

If the report referred to in the second paragraph is missing, the decision of the general meeting is null and void.

The same procedure applies if the net assets have fallen below a quarter of the share capital as a result of incurred losses, it being understood that the dissolution will take place if it is approved by a quarter of the votes cast, with abstentions not included in the numerator or in the denominator.

If the general meeting has not been convened in accordance with this article, the loss incurred by third parties shall, unless evidence to the contrary is provided, be deemed to result from the absence of convening the general meeting.

If the net assets have fallen below the legal minimum amount, any interested party or the public prosecutor's office may demand the dissolution of the company in court. Where appropriate, the court may grant the company a binding period in which to rectify its situation.";

- *replace the heading of article 44 by the words "**Dissolution and liquidation**" and replace the text of article 44 by the following text: "The company may at any time be dissolved by a resolution of the general meeting, which shall deliberate in the manner required by law, or shall be dissolved in the cases provided for by law.*

In the event of dissolution with liquidation, one or more liquidators shall be appointed by the general meeting, as the case may be.";

- *replace the text of article 46 by the following text: "Every holder of registered shares residing abroad shall be required to elect domicile in Belgium for all matters relating*

to the implementation of these articles of association. In the absence of choice of domicile, it shall be deemed to have been made at the registered office, where all subpoenas, notices and reminders shall be validly served.

Any member of a management body or daily manager may elect domicile at the registered office of the legal entity for all matters relating to the exercise of his or her mandate. This choice of domicile may be relied on against third parties in accordance with the statutory provisions.

The directors, statutory auditors and liquidators residing abroad are deemed to elect domicile for the entire term of their mandates at the registered office, where all procedural documents will be validly sent to them.";

- *replace in the articles of association:*
 - o *in Title I and articles 3 and 21 and the relevant heading: the word "purpose", "corporate purpose" and "purposes" by "object";*
 - o *in articles 6, 13, 26, 31, 32, 33, 35, 38, 39, 42, and 47: the words "the Belgian Companies' Code" by "the law";*
 - o *in articles 13, 32 and 36: the words "warrants" by "subscription rights" and "warrant holders" by "holders of subscription rights";*
 - o *in articles 5, 6 and 30 and, if applicable, the relevant heading, remove the word "corporate"; and*
- *to renumber the articles of association in accordance with the above.*

Second agenda item: Acknowledgement of the duly reasoned report of the board of directors drawn up in accordance with article 7:199 of the Belgian Code on Companies and Associations (current article 604 of the Belgian Companies' Code) concerning the renewal of the authorisation of the board of directors within the framework of the authorised capital, as mentioned below under agenda item 3.

Third agenda item: Provided that the extraordinary general meeting has resolved to approve the opt-in to the Belgian Code on Companies and Associations in accordance with the proposed resolution under the first agenda item, renewal of the authorisation in article 7 of the coordinated articles of association dated September 21, 2018 concerning the authority of the board of directors to increase the issued share capital in one or more instalments.

Resolution proposal: the extraordinary general meeting resolves to renew and extend the authority of the board of directors to increase the subscribed share capital as referred to in article 7 of the coordinated articles of association dated September 21, 2018 for a period of five (5) years as from the publication of the amendment to the articles of association approved by the extraordinary general meeting of September 20, 2019 in the Annexes to the Belgian Official State Gazette and, with regard to the authority of the board of directors to increase the subscribed capital in the context of a public takeover bid on the company's securities, for a period of three (3) years as from the date of the aforementioned extraordinary general meeting of September 20, 2019.

The meeting resolves to replace article 7 of the coordinated articles of association dated September 21, 2018 by the following text:

"Article 7: Authorised capital

By resolution of the extraordinary general shareholders' meeting held on September 20, 2019, the board of directors is authorised to increase the capital in one or more instalments

by an amount equal to the share capital. This authorisation is valid for a period of five years as from the publication in the Annexes to the Belgian Official State Gazette of the amendment to the articles of association approved by the company's extraordinary general meeting of shareholders held on September 20, 2019. This authorisation to the board of directors is renewable.

The board of directors is authorised to increase the share capital by means of a contribution in cash or in kind within the limits set forth by the Belgian Code on Companies and Associations, as amended from time to time, by conversion of reserves into share capital, whether or not available or unavailable for distribution, with or without the issuance of new shares. The board of directors may also use this authorisation for the issuance of convertible bonds, subscription rights, bonds which other securities are attached to and other securities.

In accordance with the Belgian Code on Companies and Associations, as amended from time to time, the board of directors is authorised, when it increases the share capital or issues convertible bonds, subscription rights, bonds which other securities are attached to or other securities, to limit or exclude the preferential subscription right, also for the benefit of one or more specific persons, other than members of the personnel.

If an issue premium is paid as a result of a capital increase decided upon within the framework of the authorised capital, it will automatically be booked to the "Issue premiums" account, which will constitute a guarantee for third parties to the same extent as the share capital and which, subject to the possibility of converting this reserve into share capital, can only be reduced or written off by a new decision of the general meeting taken in accordance with the conditions for amending the articles of association.

The board of directors is expressly authorised to increase the share capital in one or more instalments after the company has received a notification from the Financial Services and Markets Authority that it has been notified of a public takeover bid on the company's securities by means of a contribution in kind or in cash with the cancellation or exclusion of the preferential subscription right of the shareholders, and/or by the issue of voting securities, whether or not representing the share capital, or securities giving the right to subscribe to or acquire such securities, even if such securities or rights are not offered to the shareholders in preference to others in proportion to the share capital represented by their shares, under the conditions provided for in the Belgian Code on Companies and Associations, as amended from time to time. This authorisation is granted for a period of three years as from the date of the resolutions of the aforementioned extraordinary general meeting of September 20, 2019.

When exercising its powers under the authorised capital, the board of directors is authorised, with the right of substitution, to amend the company's articles of association to reflect the outstanding capital and the outstanding shares."

If the proposed renewal of the authorisation concerning the authorised share capital is not approved, the extraordinary general meeting will be asked to maintain the current article 7 of the articles of association when amending the articles of association following the decision under the first item on the agenda, it being understood, however, that the following amendments will be made:

- removal of the word "corporate";*
- replacement of the word "warrants" by "subscription rights" and removal of the word "warrants" where this is immediately followed in the present text by the words "or subscription rights";*

- replacement of the phrase “article 612 of the Belgian Companies’ Code” by “article 7:208 of the Belgian Code on Companies and Associations”;
- replacement of the phrase “articles 596 et seq. of the Belgian Companies’ Code” by “articles 7:191 et seq. of the Belgian Code on Companies and Associations”;
- replacement of the phrase “article 598 of the Belgian Companies’ Code” by “article 7:193 of the Belgian Code on Companies and Associations”; and
- replacement of the words “the Belgian Companies’ Code” by “the law”.

Fourth agenda item: Power of attorney to coordinate the articles of association.

Resolution proposal: the extraordinary general meeting grants Mr Kurt Grillet and/or Mr Andrasj Ghyselen, having, for this purpose, elected domicile at the address of the cooperative society with limited liability "BERQUIN NOTARISSEN", 1000 Brussels, avenue Lloyd Georgelaan 11, all the powers to draw up the coordinated text of the company's articles of association, to sign it and to file it with the clerk's office of the competent enterprise court, in accordance with the legal provisions in this respect.

Fifth agenda item: Authorisation for the management body to implement the decisions to be taken.

Resolution proposal: the extraordinary general meeting grants all powers to the management body to implement the decisions which have been taken.

Sixth agenda item: Power of attorney for the formalities.

Resolution proposal: the extraordinary general meeting grants a special power of attorney to Ms Fran Ooms, having elected domicile at Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium), as well as to her employees, appointees and agents, with the possibility of substitution, in order to ensure the completion of the formalities at an enterprise counter with a view to the registration/adjustment of the records in the Crossroads Bank for Enterprises, and, as the case may be, with the Administration of Value Added Tax.

In order to take part in person or by means of a proxy at the ordinary general meeting and the extraordinary general meeting, the holders of securities issued by the company are kindly asked to take due note of the following provisions, in accordance with article 32 of the articles of association:

CONDITIONS FOR ADMISSION

According to section 536, §2 of the Belgian Companies’ Code, shareholders are admitted to the ordinary general meeting and the extraordinary general meeting and can exercise their voting rights thereat if the company is able to determine on the basis of evidence obtained in accordance with the procedure set out below that, on **Friday, September 6, 2019, at midnight (24h00) (CET)** (the **registration date**), they were actually holders of the number of shares with which they intend to participate at the ordinary general meeting and the

extraordinary general meeting, regardless of the number of shares of which they are holder on the date of the ordinary general meeting and the extraordinary general meeting.

In order to be able to take part in and vote at the ordinary general meeting and the extraordinary general meeting, the shareholders must comply with the formalities below. They have to notify their participation to the ordinary general meeting and the extraordinary general meeting (i) to ABN AMRO Bank N.V. (**ABN AMRO**) via the electronic procedure, or (ii) to the company via the written procedure:

(i) Electronic notification of participation

- holders of **registered shares** or **dematerialized shares** who wish to participate at the ordinary general meeting and the extraordinary general meeting can register electronically. To register electronically, the shareholder (or the financial intermediary upon the shareholders' instruction in the event of dematerialized shares) must register itself via ABN AMRO (via www.abnamro.com/evoting) **no later than Saturday, September 14, 2019**.

The certified account holder or the settlement institution that holds the dematerialized shares, should deliver to ABN AMRO (via www.abnamro.com/intermediary) on Saturday, September 14, 2019 at the latest, an electronic certificate confirming the number of dematerialized shares registered and held in the name of the shareholder on the registration date and for which the shareholder has instructed to participate to the meetings. ABN AMRO will provide the shareholders who have registered electronically directly or via the relevant financial intermediary, with an admission ticket.

(ii) Written notification of participation

- For shareholders that wish to notify their participation in written form, holders of **registered shares** must notify the company by ordinary post or email of the number of shares with which they wish to participate in the ordinary general meeting and the extraordinary general meeting **no later than Saturday, September 14, 2019**. A form entitled 'notice of participation for shareholders' is available on the company's website (<https://www.greenyard.group>, under Investor Relations, Corporate Governance, Shareholders' Information), which can be used for this purpose. The company will verify that the stated shares are held by the relevant shareholders on the registration date on the basis of their entry in the company's register of holders of registered shares.
- holders of **dematerialized shares** must prove ownership of the relevant number of dematerialized shares by means of a certificate issued by a recognised account holder or clearing agency confirming the number of shares registered in their accounts in the shareholders' name on the registration date and for which the shareholder has stated he wishes to participate in the ordinary general meeting and the extraordinary general meeting. The certificate issued by the recognised account holder or clearing agency must be provided to the company by ordinary post or email **no later than Saturday, September 14, 2019**.

In addition, the relevant shareholders must give notice to the company of their intention to take part in the ordinary general meeting and the extraordinary general meeting no later than the last-mentioned date. A form entitled 'notice of participation for shareholders' is available on the company's website (<https://www.greenyard.group>, under Investor Relations, Corporate Governance, Shareholders' Information), which can be used for this purpose.

According to section 537 of the Belgian Companies' Code, holders of bonds and warrants issued with the cooperation of the company may attend the ordinary general meeting and the extraordinary general meeting with only a consultative vote. For this purpose, they are required to satisfy the same conditions for admission as apply to shareholders, as set forth above.

VOTING BY PROXY

Each shareholder may take part in the meetings in his/her own name or, providing the articles of association are complied with, have itself/himself/herself represented by a proxy. Shareholders wanting to be represented must, in addition to fulfilling the aforementioned registration formalities, use the following means provided by the board of directors:

- The shareholder has the possibility to grant an **electronic proxy**. Shareholders wishing to use this option, must use the platform provided by ABN AMRO (www.abnamro.com/evoting), where the shareholder can grant a proxy with voting instructions via an electronic form (as the case may be, to a representative of the company). The company must be notified of the proxy **no later than Saturday, September 14, 2019** through the platform of ABN AMRO. Shareholders who have granted an electronic proxy will receive from ABN AMRO the proxy form, which the shareholder must sign. The original proxy must be provided to the company by ordinary post or must be lodged at respectively, the ordinary general meeting and the extraordinary general meeting, by the person who has been granted the proxy.
- In the event the shareholder wishes to grant a **written proxy**, use should be made of the proxy forms that are prepared for the ordinary general meeting and the extraordinary general meeting and that are available to the shareholders on the company's website (<https://www.greenyard.group>, under Investor Relations, Corporate Governance, Shareholders' Information). The company must be notified of the proxy by ordinary post or email **no later than Saturday, September 14, 2019**. If notice is given by email, the original proxy must subsequently be lodged at respectively, the ordinary general meeting and the extraordinary general meeting.

Appointment of a proxy is done in accordance with the relevant Belgian legislation, particularly as regards conflicts of interests and the keeping of a register.

RIGHT TO ASK QUESTIONS

Shareholders who meet the aforementioned requirements may ask questions either beforehand (in writing) or (verbally) during the ordinary general meeting and the extraordinary general meeting relating to each of the reports by the board of directors and

the statutory auditor as well as on other items on the agenda for the ordinary general meeting and the extraordinary general meeting.

The company must have received written questions by ordinary post or email **no later than Saturday, September 14, 2019**.

More-detailed information on how to exercise the right to ask written question can be found on the company's website (<https://www.greenyard.group>, under Investor Relations, Corporate Governance, Shareholders' Information).

THE RIGHT TO HAVE ITEMS PUT ON THE AGENDA AND LODGE RESOLUTION PROPOSALS

One or more shareholders who alone or collectively hold 3% of the company's share capital may request the company in writing to place one or more items on the agenda of the ordinary general meeting and the extraordinary general meeting and to include resolution proposals relative to items on or to be included on the agenda.

The company must have received the written requests by ordinary post or email **no later than Thursday, August 29, 2019, at 16h00 (CET)**. As the case may be, the supplemented agenda will be notified **no later than Thursday, September 5, 2019**.

More-detailed information on this can be found on the company's website (<https://www.greenyard.group>, under Investor Relations, Corporate Governance, Shareholders' Information).

DATA PROTECTION

The company is responsible for the processing of the personally identifiable information that it receives from shareholders and proxyholders in the context of the general meeting in accordance with applicable data privacy laws. Such information will be used for the purposes of analysing and administering the attendance and voting process in connection with the general meeting and will be transferred to third parties assisting in the administration of the voting process. Shareholders and proxyholders may request access to and rectification of the information provided to the company by contacting Ms Fran Ooms, Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium) (email fran.ooms@greenyard.group).

PRACTICAL MATTERS

All notices and notifications made to the company pursuant to this convening notice must be sent to the following postal or email address of the company:

Greenyard NV, Attn: Ms. Fran Ooms, Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium), or fran.ooms@greenyard.group.

The articles of association and all documents required according to the Belgian Companies' Code are available for inspection at the company's registered office (Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium)) **as of Wednesday, August 21, 2019**, and are also available on the company's website (<https://www.greenyard.group>, under Investor Relations, Corporate Governance, Shareholders' Information).

Participants to the ordinary and extraordinary general meeting are kindly requested to report to the company's registered office at least 30 minutes before the start of the ordinary general meeting to facilitate verification of the record and notice formalities. Private



individuals taking part in the ordinary general meeting and the extraordinary general meeting in their capacity as an owner of securities, proxy or representative of a legal person must be able to prove their identity. Representatives of legal persons must also produce the documents showing their capacity to act as a representative or proxy.

The board of directors