



Rights of shareholders at the General Meeting

Following the convocation of an ordinary, special or extraordinary General Meeting of WDP NV/SA (the **Company** or **WDP**), the shareholders of WDP dispose of different rights, such as the right to amend the agenda and to ask questions.

Below you will find a description of the modalities under which the shareholders may exercise such rights, each time referring to the applicable Article in the Belgian Code of companies and associations (the **BCCA**).

Please note that all the dates and times subsequently included in this document are final deadlines, and that these deadlines will not be extended as a result of a weekend, a statutory public holiday or for any other reason. The exact date will always be included in the convocation notice of the relevant General Meeting.

1. Convocation | Art. 7:126 BCCA

The Board of Directors is obliged to convene a General Meeting if the shareholders representing one tenth of the capital of WDP, are requesting a General Meeting, with at least the agenda items proposed by those shareholders.

2. Amendment agenda | Art. 7:130 BCCA

Shareholders holding at least 3% of the capital of WDP, either individually or collectively, have the right to include items on the agenda of the Meeting and submit proposed resolutions concerning items already included or to be included on the agenda. This does not apply if a second General Meeting is convened in application of Article 7:128, §1, second paragraph BCCA as a result of not achieving the required attendance quorum at the first convened meeting.

The shareholders **prove** that they own the required share in the capital of WDP on the date of their request:

- either based on a certificate of the registration of the said shares in WDP's register of registered shares;
- either based on an attestation of the authorised accountholder or the central securities depository which proves that the said number of dematerialised shares is registered in the name of the shareholder(s) in their accounts.

These requests are formulated **in writing** and are, if applicable, accompanied with:

- the text of the items to be treated and the corresponding proposed resolutions; and/or
- the text of the proposed resolutions to be included on the agenda; and
- a postal or email address to which WDP will send the proof of receipt within 48 hours after such receipt.

WDP must receive the requests by **no later than the 22nd day prior to the date of the General Meeting**. The requests may be sent to WDP by ordinary letter (Blakebergen 15, B-1861 Wolvertem) or by email (to shareholdersmeetings@wdp.eu).



WDP will announce **at the latest on the 15th day prior to the date of the General Meeting**, an agenda supplemented with the additional items to be treated and the corresponding proposed resolutions which would be included in it and/or merely the proposed resolutions which would be formulated for items already included on the agenda. At that moment, WDP will also publish the amended agenda, proxy forms and, if applicable, voting forms on its website.

The proxies notified to WDP prior to the publication of a supplemented agenda, remain valid for the agenda items to be dealt with to which they apply. However, it being understood that the proxy holder, for the agenda items to be dealt with for which new proposed resolutions are submitted, can deviate from any instructions of the proxy provider during the meeting, if the execution of these instructions would damage the interests of the proxy provider. The proxy holder must notify the proxy provider accordingly. The proxy must mention whether the proxy holder is authorised to vote on the new agenda items to be dealt with or whether he/she must abstain from voting.

The items to be dealt with and the proposed resolutions included in the agenda in accordance with the aforementioned formalities, will only be discussed if the required share in the capital of WDP, as mentioned in the first paragraph of this title, is registered according to the modalities of point 3 below.

3. Admission formalities and exercising of the voting right | Art. 7:134 BCCA io. art. 26 and 27 of the articles of association

In order to attend the General Meeting or be represented at it, the shareholders must comply with the provisions of Articles 26 and 27 of WDP's articles of association. To be admitted to the General Meeting, the shareholders must prove that they actually own the respective shares in accordance with the following.

A shareholder can only participate in the General Meeting and exercise his/her right to vote in this meeting on the basis of the registration of the shares on the name of the shareholder, on the registration date, either by registration in WDP's register of registered shares, or by their registration in the accounts of an authorised account holder or a central securities depository, irrespective of the number of shares the shareholder holds at the Meeting. **The 14th day prior to the General Meeting at midnight (Belgian time) applies as the registration date.**

The shareholder confirms his/her wish to participate in the General Meeting **at the latest on the 6th day prior to the date of the General Meeting**, to the Company by ordinary letter or email, or to ABN AMRO Bank N.V. via www.abnamro.com/evoting (i.e. the system paying agent of WDP within the framework of ESES – Euroclear Settlement of Euronext-zone Securities).

The authorised account holder or central securities depository issues a certificate that shows the number of dematerialised shares that were registered in the name of the shareholder on the registration date in their accounts and for which the shareholder has stated the intention to participate in the General Meeting.



4. Question right | Art. 7:139 BCCA

Shareholders who are shareholder of WDP at the registration date and who validly and in time confirmed to WDP their wish to participate in the General Meeting, can ask written questions as from the publication of the convocation notice:

- to the Board of Directors of WDP with regard to its reports and the agenda items;
- to the statutory auditor with regard to his reports included in the agenda.

WDP must receive these questions **at the latest on the 6th day prior to the General Meeting** by ordinary letter (Blakebergen 15, B-1861 Wolveterm) or by email (to shareholdersmeetings@wdp.eu).

These questions, as well as the oral questions set forth by the shareholders during the General Meeting, will be answered during the General Meeting by, depending on the case, the directors or the statutory auditor.

If the disclosure of certain data or facts could cause harm to WDP or would be contrary to the confidentiality obligations undertaken by the director or by WDP, the directors may refuse to answer questions. The statutory auditor may also, in the interest of WDP, refuse to answer questions if the disclosure of certain data or facts could cause harm to WDP or would be contrary to his professional secrecy obligations or to confidentiality obligations undertaken by WDP.