



CENERGY HOLDINGS SA
30 Avenue Marnix, 1000 Brussels, Belgium
0649.991.654 RLE (Brussels)

**CONVENING NOTICE TO ATTEND THE EXTRAORDINARY SHAREHOLDERS' MEETING
TO BE HELD ON 2 OCTOBER 2024**

The board of directors of Cenergy Holdings SA (the *Company*) (the *Board of Directors*) invites the shareholders to participate to the extraordinary shareholders' meeting (the *Meeting*) to be held on Wednesday, 2 October 2024 at 3 pm (CET) at its registered offices, 30 Avenue Marnix, 1000, Brussels, Belgium.

AGENDA OF THE MEETING

1. Report of the Board of Directors on the authorised capital, drawn up in accordance with article 7:199 of the Belgian Code of Companies and Associations.
2. Proposal to grant to the Board of Directors an authorisation to increase the capital of the Company to be used in one instance only during a period of five years as from publication of the amendment of the articles of association regarding the authorised capital in the Annexes to the Belgian State Gazette (*Annexes du Moniteur Belge / Bijlagen bij het Belgisch Staatsblad*) in the circumstances set out in the above-mentioned report of the Board of Directors and, to that end, add a new provision to the articles of association of the Company.

Proposed resolution: adding a new article 7ter to the articles of association of the Company as follows:

"Article 7ter: Authorised capital

7ter.1. The board of directors is authorised to increase the share capital of the Company with up to EUR 200 million (including issue premium) by contributions in cash (it being understood that the amount of the subscribed capital will not exceed the amount of the capital of the Company prevailing on 2 October 2024), such authorisation being exercisable in one instance only for any part or the total of the maximum amount authorised for a period of five years as from the date of publication of the amendment of the articles of association resolved upon by the extraordinary shareholders' meeting of 2 October 2024 in the Annexes to the Belgian State Gazette. When deciding to use the authorised capital, the board of directors may restrict or exclude the preferential subscription right of the existing

shareholders (including to the benefit of one or more specified persons other than members of the personnel).

7ter.2. Upon completion of the capital increase within the limits of the authorised capital, this article 7ter will be deleted from the articles of association of the Company.

7ter.3. The board of directors is authorised, with the possibility of substitution, to amend the articles of association of the Company after the capital increase has been effected within the limits of the authorised capital, in order to bring them in line with the new status of the capital and the shares and to delete this article 7ter.”

3. Coordination of the articles of association.

Proposed resolution: granting powers to the notary for the coordination of the articles of associations and the filing of the consolidated version with the registry of the competent enterprise court.

FORMALITIES FOR ADMISSION

In accordance with article 7:134, §2 of the Belgian Code of Companies and Associations and article 19.2 of the articles of association of the Company, the right of a shareholder to vote at the Meeting is subject to the compliance with all formalities described below:

- A. the registration of the ownership of the shares in the name of the shareholder by Wednesday, 18 September 2024, at 12 pm midnight (CET) (the **Record Date**), in the following way:
- for **registered shares**, by the registration of these shares in the name of the shareholder in the register of registered shares of the Company; or
 - for **dematerialised shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorised account holder or clearing organisation. Owners of dematerialised shares must request their financial institution - authorised account holder or clearing organisation - to issue a certificate stating the number of dematerialised shares registered in the name of the shareholder in its books on the Record Date;
- B. the notification in writing by the shareholder of it/his/her intention to participate to the Meeting as well as the number of shares for which it/he/she intends to vote. The Company must receive the confirmation by post or e-mail by Thursday, 26 September 2024 at 5 pm (CET) at the latest, using the form prepared by the Company. The electronic form must be signed by electronic signature within the meaning of article 3.10 of EU Regulation 910/2014 or a qualified electronic signature within the meaning of article 3.12 of such regulation. This form is available on the Company's website (www.cenergyholdings.com).

Only persons who are shareholders of the Company on the Record Date are entitled to participate in and vote at the Meeting.

AMENDMENT TO THE AGENDA

In accordance with article 7:130 of the Belgian Code of Companies and Associations, one or more shareholders holding together at least 3% of the share capital of the Company may add new items to the agenda of the Meeting or new proposed resolutions concerning items put or to be put on the agenda.

Such request will only be valid if, at the date the Company receives it, it is accompanied by a document establishing the above-mentioned shareholding.

- For **registered shares**, this document must be a certificate establishing that the corresponding shares are registered in the register of registered shares of the Company.
- For **dematerialised shares**, this document must be a certificate established by an authorised account holder or a clearing organisation, certifying the registration of the shares in one or more accounts held by such account holder or clearing organisation.

The Company must receive the text of the new items or new proposed resolutions to be put on the agenda on a signed original paper form by Tuesday, 10 September 2024, at 5 pm (CET) at the latest. The text can also be communicated to the Company within the same period by electronic means, provided that the communication is signed by means of an electronic signature within the meaning of article 3.10 of EU Regulation 910/2014 or a qualified electronic signature within the meaning of article 3.12 of such regulation.

The agenda, completed on the basis of any requests validly submitted, will be published at the latest on Tuesday, 17 September 2024.

The Meeting will only examine new items or proposed resolutions to be put on the agenda upon the request of one or more shareholders if the latter have complied with all admission formalities to attend the Meeting.

QUESTIONS

In accordance with article 7:139 of the Belgian Code of Companies and Associations, shareholders who have completed the formalities for admission to the Meeting may submit written questions, as from the publication of this notice, concerning the items on the agenda to the members of the Board of Directors and/or the statutory auditors. Questions must be received by the Company by letter or e-mail (administration@cenergyholdings.com) by Thursday, 26 September 2024, at 5 pm (CET) at the latest.

VOTE BY MAIL

In accordance with article 20.3 of the articles of association of the Company, any shareholder may vote by mail prior to the Meeting. Such vote must be submitted on the form prepared by the Company. The Company must receive the form by post or e-mail by Thursday, 26 September 2024, at 5 pm (CET) at the latest. The electronic form must be signed by electronic signature within the meaning of article 3.10 of EU Regulation 910/2014 or a qualified electronic signature within the meaning of article 3.12 of such regulation.

The form to vote by mail is available on the Company's website (www.cenergyholdings.com).

VOTING BY PROXY

In accordance with article 7:142 of the Belgian Code of Companies and Associations and article 19.1 of the articles of association of the Company, any shareholder may be represented at the Meeting by a proxyholder. The Company must receive the form by post or email by Thursday, 26 September 2024, at 5 pm (CET) at the latest. The electronic form must be signed by electronic signature within the meaning of article 3.10 of EU Regulation 910/2014 or a qualified electronic signature within the meaning of article 3.12 of such regulation.

The proxy form is available on the Company's website (www.cenergyholdings.com).

Any appointment of a proxyholder must comply with the applicable Belgian legislation, notably in terms of conflicting interests and record keeping.

PROOF OF IDENTITY AND POWERS

In order to take part in the Meeting, shareholders or holders of other securities as well as proxyholders must present a proof of their identity and the representatives of legal persons must provide a copy of the documents that attest their identity and powers of representation, in any case at the latest immediately before the opening of the Meeting.

AVAILABILITY OF DOCUMENTS

The documents which the law requires to be made available to the shareholders together with the present convening notice are available on the Company's website (www.cenergyholdings.com), including the form to vote by mail and the proxy form.

The shareholders may also review upon request all documents which the law requires to make available to them on business days and during normal office hours, at the registered office of the Company (30, avenue Marnix, 1000 Brussels, Belgium).

COMMUNICATIONS TO THE COMPANY

Prior written questions concerning items on the agenda, requests to amend the agenda of the Meeting, forms to vote by mail, proxy forms, all certificates and other documents which must be communicated to the Company pursuant to the present convening notice must be exclusively addressed to Ms. Catherine Massion, (Cenergy Holdings SA, 30 avenue Marnix, 1000 Brussels, Belgium / e-mail: administration@cenergyholdings.com / tel: + 32 (0)2 224 09 60) in accordance with the modalities specified in the present convening notice.

The Board of Directors