

Notice convening the ordinary general meeting of Quest for Growth

(privak – public investment company with fixed capital under Belgian law – public limited company)

(the “Company”)

Notice to the shareholders

The board of directors of Quest for Growth NV has the honor to invite you to the ordinary general meeting of shareholders of the Company to be held at the registered office of the Company “Jonge St. Jacob”, Lei 19 3000 Leuven at 11 am on Thursday 28 March 2024, with the agenda and proposed resolutions set out below.

Shareholders who have complied with the formalities for admission to the ordinary general meeting, have the right to:

- Physically attend the meeting and exercise their voting rights at the meeting;
- be represented at the annual general meeting by an authorized representative via the proxy form;
- vote remotely by letter using a form drawn up by the board of directors, in which the following is stated: (i) the shareholder’s identification, (ii) the number of votes he is entitled to, and (iii) for every decision which is to be made by the general meeting in conformity with the general meeting the statement “yes”, “no” or “abstention”; the form is sent to the company and has to be received by the registered office one working day before the meeting on Wednesday 27 march 2023 at the latest.

AGENDA:

1. Announcement of the chairman of the Remuneration- and Nomination Committee regarding the new chairwoman of the Board of Directors; presentation of Mrs Creten.
2. Report of the Board of Directors for the financial year closed on 31 December 2023.
3. Report of the Statutory Auditor for the financial year closed on 31 December 2023.
4. Approval of the annual accounts with regard to the financial year closed on 31 December 2023 and allocation of the result

Proposed resolution

The general meeting approves the annual accounts with regard to the financial year closed on 31 December 2023, as proposed by the Board of Directors, including the following allocation of the result:

The allocation of the result as presented in the table hereunder (rounded on two decimals) is also approved:

Loss of the period available for appropriation:	- €3.524.260,14
Transfer to loss carried forward:	- €3.524.260,14



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For your information:

Loss carried forward 2022

- €2.803.948,11

Total retained earnings at year-end 2023

- €6.328.208,25

5. Remuneration Report

Proposed resolution

The general meeting approves the remuneration report with regard to the financial year closed on 31 December 2023, as presented in the Annual Report of the board of directors.

6. Discharge of Directors and Statutory Auditor

Proposed resolution

The general meeting resolves, by separate vote, to grant a discharge to each director and to the statutory auditor in respect of their duties for the past year.

7. Discharge and appointment of directors

Subject to the approval of the FSMA, the general meeting acknowledges the resignation of Mrs. Brigitte de Vet-Veithen as of January 23, 2024, and the co-option of Mrs. Creten by the board of directors. The board of directors proposes to the general meeting to re-appoint Mrs. Lieve Creten as an independent director for a period of four years until the annual general meeting of 2028.

Proposed resolution:

Appointment, subject to approval by the FSMA, of Ms. Lieve Creten as director on the proposal of the holders of ordinary shares for a period of four years until the end of the General Meeting of March 2028.

8. Power of attorney for formalities

Proposed resolution

The general meeting resolves to grant a special proxy to Mr. Jelle Van de Putte, acting individually with the power of substitution, to (i) take all required actions for the publication of the resolutions of the general meeting on the items of the agenda set out in this convening notice in the Annexes to the Belgian Official Gazette (including the signing of forms I and II), to complete all administrative formalities to this end and among others to represent the Company before the Crossroads Databank of Enterprises, an “enterprise counter” chosen by the proxyholder and the Clerk of the Commercial Court and to this end to do all that is necessary, and (ii) to complete any necessary formalities at an “enterprise counter” to amend the Company’s details in the Crossroads Databank of Enterprises.

9. Miscellaneous



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REGISTRATION AND PARTICIPATION

The board of directors draws attention to the fact that only those persons who satisfy the two conditions mentioned under items A and B are authorized to attend and to vote at the ordinary general meeting, namely:

- A. The **registration** of their shares, in their name, by **Thursday 14 March 2024 at 12 midnight** (Belgian time) (the **Registration Date**).

For **dematerialized shares**: the registration shall be determined by the entry of the dematerialized shares, in the name of the shareholder, on the Registration Date, in the accounts of a recognized account holder or a clearing agency, without any action being required on the part of the shareholder.

For **registered shares**: the registration shall be determined by the entry of the registered shares, in the name of the shareholder, on the Registration Date, in the Company's shareholders' register, without any action being required on the part of the shareholder.

- B. The **notification**, by the shareholder, of his intention to attend the ordinary general meeting and of the number of shares for which he wishes to take part in the voting.

This notification and, for dematerialized shares, the certificate mentioned below, must be submitted to the Company via Belfius Bank (vergad-assem@belfius.be), by e-mail (legal@capricorn.be), by post (Quest for Growth – AGM – Lei 19 bus 3, 3000 Leuven). The notification must be received by Belfius Bank or by Quest for Growth at the very latest at 12 midnight (Belgian time) on **Friday 22 March 2024**.

The **holders of dematerialized shares** receive a certificate from the recognized account holder or the clearing agency indicating the number of dematerialized shares that are registered in the name of the shareholder on the Registration Date. They are requested to request their financial institution to inform Belfius Bank immediately, and within the period indicated above, of their intention to attend the ordinary general meeting, as well as of the number of shares for which they wish to take part in the voting.

The **holders of registered shares** are requested to inform the Company by e-mail (legal@capricorn.be), by post (Quest for Growth – AGM – Lei 19 bus 3, 3000 Leuven), within the period indicated above, in writing of the number of shares for which they wish to take part in the voting at the ordinary general meeting.

The Company emphasizes that these formalities are free of charge to the shareholders.

PROXIES

The articles of association of Quest for Growth allow shareholders (i) to give a proxy to another person in writing or (ii) to cast their vote in writing using a voting form. Should you wish to be represented by a third party or to cast your vote using the voting form, you are invited to complete and sign the proxy form or the voting form available on our website (www.questforgrowth.com). A copy of the proxy form or the voting form must be submitted to the Company by e-mail (legal@capricorn.be), by post (Quest for Growth – AGM - Lei 19 bus 3, 3000 Leuven) at the very latest by 12 midnight (Belgian time) on **Friday 22 March 2023 at 24h00**. The signed originals must be handed to the proxyholder, who must on the day of the meeting hand them to the representatives of the Company in order to be admitted to the meeting.

Natural persons who take part in the meeting as shareholder, proxyholder or representative of a legal person must be able to prove their identity in order to gain admittance to the meeting. The representatives of legal persons must prove their identity as representative or special proxyholder of such a person.

The Company emphasizes that these formalities are free of charge to the shareholders.



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RIGHT TO ASK QUESTIONS

Shareholders who comply with the formalities for admission to the ordinary general meeting may ask questions both verbally (during the meeting) or in writing (prior to the meeting). Written questions must be submitted in writing to the Company at the very latest on the sixth day before the ordinary general meeting (at 12 midnight (Belgian time) on **Friday 22 March 2024 at 24h00** at the latest) by e-mail (legal@capricorn.be), by post (Quest for Growth – AGM – Lei 19 bus 3, 3000 Leuven). Only those written questions posed by shareholders who have complied with the formalities that must be completed for admission to the meeting, and who have thus proven that they have the capacity of shareholder on the Registration Date, shall be answered during the meeting.

RIGHT TO ADD ITEMS TO THE AGENDA

One or more shareholders who jointly own more than 3 % of the share capital may at the very latest on the twenty-second day (no later than 12 midnight (Belgian time) on **Wednesday 6 March 2023 at 24h00** before the day of the ordinary general meeting cause items for discussion to be placed on the agenda of the ordinary general meeting and submit proposals for resolutions with respect to the items on the agenda if they prove that they are shareholders. Questions and proposals can be submitted by e-mail (legal@capricorn.be), by post (Quest for Growth – AGM – Lei 19 bus 3, 3000 Leuven). Receipt will be confirmed by the Company within 48 hours.

REVISED AGENDA

Should shareholders who have the right to do so wish to add additional items or proposed resolutions to the agenda, a revised agenda shall be announced at the very latest at 12 midnight (Belgian time) on **Wednesday 13 March 2023 at 24h00** on the website of the Company (www.questforgrowth.com) and revised proxy forms will be made available on the website.

All reports, useful information and documents to be submitted to the meeting are available at the registered office of the Company or on the website of the Company: www.questforgrowth.com.

In order to allow the meeting to start promptly the shareholders are requested to be present at least a quarter of an hour before the time the meeting is due to open. We thank you in advance for your cooperation.

The board of directors

