



**BALTA GROUP NV**  
Limited liability company  
Wakkensteenweg 2  
8710 Sint-Baafs-Vijve  
Enterprise number: 0671.974.626  
RLE Ghent (division Kortrijk)

(the “**Company**”)

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**BACKGROUND INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS  
IN ACCORDANCE WITH ARTICLES 7:130 AND 7:139 OF THE BELGIAN CODE ON COMPANIES AND  
ASSOCIATIONS<sup>1</sup>**

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**1. THE RIGHT OF SHAREHOLDERS TO ADD NEW AGENDA ITEMS TO THE AGENDA OF THE  
GENERAL MEETING AND/OR PRESENT NEW PROPOSALS FOR RESOLUTION CONCERNING  
ITEMS THAT WERE OR WILL BE REFLECTED ON THE AGENDA**

One or more shareholders who together own at least 3% of the share capital of the Company have the right to (i) add new agenda items to the agenda of the annual shareholders’ meeting which will take place on **Tuesday 26 May 2020** at 11.00 am (CET) and to the agenda of the extraordinary shareholders’ meeting which will take place at 12 pm at the registered seat of the Company and/or to (ii) present new proposals for resolutions concerning agenda items that were or will be included in the agendas.

Any shareholder(s) who exercise(s) this right must comply with the following two conditions for their proposal to be eligible for consideration at the annual shareholders’ meeting and/or extraordinary shareholders’ meeting:

- (1) they must prove that they hold the required percentage of the share capital on the date of their request (either by producing a certificate of registration of those shares in the share register of registered shares of the Company, or by producing a certificate from a recognized account holder or by a settlement institution evidencing that the relevant number of dematerialised shares are registered in the shareholder's name on an account held by the recognized account holder or by the settlement institution); and
- (2) they must demonstrate that they are still a shareholder holding 3% of the share capital on the registration date (**Tuesday 12 May 2020** at midnight (CET)).

This right can be exercised by delivering the text of the new agenda items and equivalent proposals for resolution and/or the text of the proposals for resolution to be reflected on the agenda to the Company by e-mail. These requests should be sent by e-mail to [general.meeting@baltagroup.com](mailto:general.meeting@baltagroup.com), no later than Monday 4 May 2020 at midnight (CET). The Company will confirm receipt of these requests by e-mail.

The agendas which will then, as the case may be, be modified, will be published at the latest on **Monday 11 May 2020** (on the website of the Company at the address [www.baltainvestors.com](http://www.baltainvestors.com), in the Belgian Official Gazette and in the press).

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<sup>1</sup> This is a translation of a Dutch document into English. Reasonable care was taken to ensure that it is accurate. However, you should be aware that words and legal concepts used in one language may not have exact equivalents in another. It cannot be guaranteed that the translation will have exactly the same meaning as the original.



A new proxy form and voting form will be drafted with the additional items and/or proposals for resolution and will be made available on the Company's website at the address [www.baltainvestors.com](http://www.baltainvestors.com), at the same time as the publication of the revised agenda of the annual shareholders' meeting and/or extraordinary shareholders' meeting.

The proxy forms and voting forms that the Company has been notified of before the publication of a revised agenda remain valid for those agenda items they cover.

If, pursuant to article 7:130 of the Belgian Code on Companies and Associations, new items are placed on one of the agendas and the shareholder gives no new voting instructions with respect to these new agenda items or does not provide the Company with a new voting form, then the shareholder will be deemed to refrain from voting on this new agenda items and/or proposals for resolution. The new proxy form or new voting form should be submitted preferably by e-mail to [general.meeting@baltagroup.com](mailto:general.meeting@baltagroup.com) or by letter at the registered seat of the Company for the attention of the legal department, Wakkensteenweg 2, 8710 Sint-Baafs-Vijve by no later than **Friday 22 May 2020** at midnight(CET).

## 2. RIGHT OF THE SHAREHOLDERS TO ASK QUESTIONS IN WRITING

Based upon the royal decree no. 4 of 9 April 2020 on shareholders' meetings and board meetings in the context of COVID-19 the shareholders can only exercise their right to ask questions in writing.

The exercise of this right is subject to the following two conditions:

- (1) being a shareholder on the registration date (**Tuesday 12 May 2020** at midnight (CET)); and
- (2) having informed the Company of the intent to participate in the annual and/or extraordinary shareholders' meeting in accordance with the stipulations.

Shareholders that meet the requirements to be admitted to the annual and/or extraordinary shareholders' meeting may raise questions to the directors of the Company in writing regarding their relevant reports and the concerned respective items listed on the agendas, as well as to the statutory auditor of the Company regarding its report. These questions with respect to the annual shareholders' meeting and/or extraordinary shareholders' meeting should be raised in writing by e-mail to [general.meeting@baltagroup.com](mailto:general.meeting@baltagroup.com), at the latest on **Friday 22 May 2020** at midnight (CET).

The questions received before the deadline, will be answered by publication of the answers on the Company's website.

## 3. INFORMATION ON DATA PROTECTION

The Company is responsible for processing personal data it receives from its shareholders in the context of the annual shareholders' meeting and extraordinary shareholders' meeting.

The Company will process such personal data in accordance with the General Data Protection Regulation ("GDPR") for the purpose of the organization of the annual shareholders' meeting and extraordinary shareholders' meeting and in order to enable the shareholders to exercise their rights. The legal bases for this processing are a legal obligation and the legitimate interest of the controller. The data processed includes, amongst others: name, address, e-mail address, number of shares, type of shares, proxy forms, voting instructions and forms voting by letter. The personal data will not be kept longer than necessary in light of the aforementioned purpose.

The data may be transferred to third parties providing services to the Company in connection with the organization of the annual general shareholders' meeting and extraordinary shareholders' meeting (such as banks).



You can obtain more information on your rights with regard to your personal data on our website <https://www.baltagroup.com/en/Privacy/>.

You can assert these rights by contacting our Data Protection Coordinator via [dataprotection@baltagroup.com](mailto:dataprotection@baltagroup.com) or by sending a letter to :

Balta Group NV  
Data protection  
Wakkensteenweg 2  
8710 Sint-Baafs-Vijve  
Belgium

Furthermore, in accordance with article 77 GDPR, you have the right to lodge a complaint with the supervisory authority via [contact@apd-gba.be](mailto:contact@apd-gba.be).

Do not hesitate to contact us if you have any questions in this regard.