



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

**CONVENING NOTICE TO ATTEND THE ANNUAL ORDINARY SHAREHOLDERS' MEETING TO
BE HELD ON 27 MAY 2025**

The board of directors of Cenergy Holdings SA (the *Company*) (the *Board of Directors*) invites the shareholders to participate to the annual ordinary shareholders' meeting (the *Meeting*) to be held on Tuesday, 27 May 2025 at 10.00 a.m. CET at its registered offices, 30 Avenue Marnix, 1000, Brussels, Belgium.

AGENDA OF THE MEETING

1. Management report of the Board of Directors on the annual accounts of the Company for the accounting year ended 31 December 2024.
2. Report of the statutory auditor on the annual accounts of the Company for the accounting year ended 31 December 2024.
3. Presentation of the consolidated financial statements, the management report, and the report of the statutory auditor on the consolidated financial statements.
4. Approval of the annual accounts for the financial year ended 31 December 2024 (including the allocation of the results and the distribution of a gross dividend of EUR 0.14 per share).

Proposed resolution: it is proposed to approve the annual accounts for the financial year ended 31 December 2024, including the allocation of results contained therein and the distribution of a gross dividend of EUR 0.14 per share.

5. Discharge of liability of the members of the Board of Directors.

Proposed resolution: it is proposed to grant discharge to the members of the Board of Directors from any liability arising from the performance of their duties during the financial year ended on 31 December 2024.

6. Discharge of liability of the statutory auditor.

Proposed resolution: it is proposed to grant discharge to the statutory auditor from any liability arising from the performance of its duties during the financial year ended on 31 December 2024.

7. Renewal of the mandate of members of the Board of Directors and Appointment of new Board members. All the Board members shall be remunerated for their mandate in accordance with the remuneration policy submitted for approval to this Meeting under agenda item 100.

Proposed resolution: it is proposed to renew the appointment of Mr. **Xavier Bedoret** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026.

Proposed resolution: it is proposed to renew the appointment of Mr. **Dimitrios Kyriakopoulos** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026.

Proposed resolution: it is proposed to renew the appointment of Mr. **Simon Macvicker** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026.

Proposed resolution: it is proposed to renew the appointment of Mr. **Rudolf Wiedenmann** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026.

Proposed resolution: it is proposed to renew the appointment of Mrs. **Maria Kapetanaki** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026.

Proposed resolution: it is proposed to renew the appointment of Mrs. **Margaret Zakos** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026.

Proposed resolution: it is proposed to appoint Mrs. **Elpida Constantinou** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026; Mrs. Constantinou complies with the criteria of independence set forth in article 7:87 of the Belgian Code of Companies and Associations and in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors has no indication of any element that might bring such independence into question.

Proposed resolution: it is proposed to renew the appointment of Mrs. **Eleni Dendrinou** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026; Mrs. Dendrinou complies with the criteria of independence set forth in article 7:87 of the Belgian Code of Companies and Associations and in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors has no indication of any element that might bring such independence into question.

Proposed resolution: it is proposed to renew the appointment of Mr. **William Gallagher** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026; Mr. Gallagher complies with the criteria of independence set forth in article 7:87 of the Belgian Code of Companies and Associations and in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors has no indication of any element that might bring such independence into question.

Proposed resolution: it is proposed to appoint Mr. **Giffin Frederick Daughtridge** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2026; Mr. Daughtridge complies with the criteria of independence set forth in article 7:87 of the Belgian Code of Companies and Associations and in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors has no indication of any element that might bring such independence into question.

8. Statutory auditor.

- a. Approval of fees of statutory auditor in connection with the ESEF reporting for financial year 2024.

Proposed resolution: it is proposed to approve the fees of the statutory auditor, PwC Bedrijfsrevisoren - Reviseurs d'entreprises SRL (registered office in 1831 Diegem, Culliganlaan 5), in connection with the ESEF reporting for financial year 2024 for an amount of EUR 16,995 (plus VAT, out-of-pocket expenses and the IRE/IBR fee).

b. Renewal of appointment of statutory auditor and approval of fees.

Proposed resolution: it is proposed, upon recommendation of the Audit Committee, to renew the appointment as statutory auditor of the audit firm, PwC Bedrijfsrevisoren BV - Reviseurs d'entreprises SRL (registered office in 1831 Diegem, Culliganlaan 5), represented by Alexis Van Bavel BV (B00810), registered auditor, as permanent representative, in its turn represented by Alexis Van Bavel, registered auditor, for a term of three years ending at the annual ordinary shareholders' meeting which will approve the annual accounts of the financial year ending on 31 December 2027; and to set its annual fees at EUR 147,070 (excluding VAT, excluding out-of-pocket expenses, excluding the IRE/IBR fee, but including work to be done with respect to ESEF-requirements, and including the audit work with respect to the Greek Branch), subject to indexation on a yearly basis following the evolution of the consumer price index or as agreed between the parties.

9. Renewal of appointment of assurance service provider for sustainability reporting and approval of fees.

Proposed resolution: it is proposed, upon recommendation of the Audit Committee, to renew the appointment of the audit firm, PwC Bedrijfsrevisoren BV - Reviseurs d'entreprises SRL (registered office in 1831 Diegem, Culliganlaan 5), for the engagement of limited assurance on the sustainability information of the Company which will approve the sustainability information of the financial year ending on 31 December 2025. In compliance with article 3:60 §2 of the Belgian Code of Companies and Associations, the aforementioned firm designates Alexis Van Bavel SRL to carry out the mandate, with Alexis Van Bavel, registered auditor, as permanent representative; to set the fees for this engagement at EUR 115,000 (excluding VAT, excluding out-of-pocket expenses, excluding the IRE/IBR fee); and to confirm the decision of the Company's shareholders' meeting held on 28 May 2024 to appoint PwC Bedrijfsrevisoren BV/PwC Réviseurs d'Entreprises SRL to carry out the assurance engagement on the sustainability information, as set forth in article 3:58, §6 of the Belgian Code of Companies and Associations, for the financial year ended on 31 December 2024. The fee for this engagement amounts to EUR 148,000 (excluding VAT, excluding out-of-pocket expenses, excluding IBR/IRE fee).

10. Approval of the revised remuneration policy.

Proposed resolution: it is proposed to approve the revised remuneration policy drafted in accordance with article 7:89/1 of the Belgian Code of Companies and Associations, as set out in the 2024 annual report.

11. Approval of the remuneration report.

Proposed resolution: it is proposed to approve the remuneration report for the financial year 2024 as set out in the 2024 annual report.

12. Exceptional grant of 25,000 shares of the Company to its CEO.

Proposed resolution: it is proposed, upon recommendation of the Nomination & Remuneration Committee, to expressly approve an exceptional grant of 25,000 existing shares of the Company, which cliff vest at the end of a three-year vesting period, to the Company's CEO, in view of the successful completion of the share capital increase during the financial year ended 31 December 2024.

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 Tuesday, 13 May 2025, at 12.00 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 central securities depository. Owners of dematerialised shares must request their financial institution - authorised account holder or central securities depository - 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 his/her intention to participate to the Meeting as well as the number of shares for which he/she intends to vote. The Company must receive the confirmation by post or e-mail by Wednesday, 21 May 2025 at 5.00 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 central securities depository, certifying the registration of the shares in one or more accounts held by such account holder or central securities depository.

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 Monday, 5 May 2025, at 5.00 p.m. (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 Monday, 12 May 2025.

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 Wednesday, 21 May 2025, at 5.00 p.m. (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 Wednesday, 21 May 2025, at 5.00 p.m. (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 Wednesday, 21 May 2025, at 5.00 p.m. (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 OF 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 annual report and 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