



PROXY FOR THE ORDINARY GENERAL MEETING

To be valid, this proxy should be entirely completed, signed and transmitted to Nextensa SA at the latest on Tuesday 9 May 2023 by e-mail (legal@nextensa.eu) or by mail (to Picardstraat 11 box 505, 1000 Brussels). A scanned or photographed copy of the completed and signed proxy should be added, in case the proxy is sent by e-mail.

As the proposed proxyholder may potentially fall under article 7:143, §4 of the Belgian Code for companies and associations applicable in case of conflicts of interest, we ask you to indicate your specific voting instructions regarding every proposed decision. If no specific voting instructions are given, the proxyholder shall be deemed to have received the specific instruction to approve such item on the agenda.

The undersigned:

Name and first name / (company) name address / office:

owner of: registered shares, and/or

owner of: dematerialised shares, of

company name: Nextensa SA

office: Picardstraat 11 box 505, 1000 Brussels

enterprise number: 0436.323.915

has taken notice of the extraordinary general meeting of shareholders to be held:

date: on Monday 15 May 2023 at 16.00h (PM)

place: at Maison de la Poste at Picardstraat 5 box 7, 1000 Brussels

and appoints the following person as proxy holder, charged with his/her/its representation at the ordinary general meeting of shareholders:

- [] the secretary of the meeting. []

(strike out what is not applicable)

VOTING INSTRUCTIONS FOR EXISTING AGENDA ITEMS

The proxy holder will vote or abstain from voting on behalf of the undersigned shareholder in accordance with the voting instructions set out below. If no voting instructions are given in respect of any of the proposed



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decisions set out below or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given by the shareholder, the proxy holder will always, in relation to the proposed resolution(s) concerned, vote in favour of the proposed resolution(s).

ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15 MAY 2023

AGENDA AND PROPOSED DECISIONS

1. **Acknowledgement of the annual report of the Board of Directors regarding the statutory and consolidated annual accounts per 31 December 2022.**
2. **Acknowledgement of the reports of the statutory auditor regarding the statutory and consolidated annual accounts per 31 December 2022.**
3. **Acknowledgement of the consolidated annual accounts closed per 31 December 2022.**

The documents referred to in agenda items 1 to 3 can be found in the Company's 2022 annual report and on the Company's website: <https://nextensa.eu/en/investor-relations/general-meetings/>.

4. **Approval of the statutory annual accounts closed per 31 December 2022 and allocation of the results.**
Proposed resolution: The general meeting approves the statutory annual accounts per 31 December 2022 and the allocation of the results included therein, including the approval of a gross dividend of €2.60 per share entitled to dividend.

Approved Rejected Abstention

5. **Approval of the remuneration report.**
Proposed resolution: The general meeting approves the remuneration report with respect to the financial year closed per 31 December 2022, which forms a specific part of the Corporate governance statement in the annual report.

Approved Rejected Abstention

6. **Discharge to the directors.**
Proposed resolution: The general meeting grants discharge, by means of a separate vote, to the (current and former) directors of the Company for the performance of their mandate during the financial year closed per 31 December 2022:

i. Discharge to Midhan BV, permanently represented by Michel Van Geyte

Approved Rejected Abstention

ii. Discharge to Piet Dejonghe

Approved Rejected Abstention

iii. Discharge to Brain@Trust BV, permanently represented by Marcia De Wachter

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iv. Discharge to Dirk Adriaenssen

Approved Rejected Abstention



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v. Discharge to Colette Dierick

Approved Rejected Abstention

vi. Discharge to Hilde Delabie

Approved Rejected Abstention

vii. Discharge to SoHo BV, permanently represented by Sigrid Hermans

Approved Rejected Abstention

viii. Discharge to An Herremans

Approved Rejected Abstention

ix. Discharge to Jan Suykens

Approved Rejected Abstention

x. Discharge to Starboard BV, permanently represented by Erik Van Dyck

Approved Rejected Abstention

xi. Discharge to Granvelle Consultants & C° BV, permanently represented by Jean-Louis Appelmans

Approved Rejected Abstention

7. Discharge to the statutory auditor.

Proposed resolution: The general meeting grants discharge to the statutory auditor Ernst & Young Bedrijfsrevisoren BV, represented by Joeri Klaykens, for the exercise of their mandate during the financial year closed per 31 December 2022.

Approved Rejected Abstention

8. (Re)appointment of directors¹.

8.1. Proposed resolution: The general meeting notes that the directors' mandate of Brain@Trust BV, permanently represented by Marcia De Wachter, and of Colette Dierick expires after this annual meeting. The general meeting decides not to renew these mandates.

Approved Rejected Abstention

8.2. Proposed resolution: The general meeting resolves, by means of a separate vote and with immediate effect, to (re)appoint:

- i. SoHo BV (RLE 0860.525.404), permanently represented by Sigrid Hermans, as a non-executive director, with this mandate running until after the ordinary general meeting to be held in 2027. SoHo BV, permanently represented by Sigrid Hermans, qualifies as an independent director

¹ The CV of Jo De Wolf and Arne Hermans is available on the Company's website: <https://nextensa.eu/en/investor-relations/general-meetings/>.



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under the independence criteria of article 7:87, §1 CCA and of the Belgian Corporate Governance Code 2020 and the general meeting appoints her as an independent director.

Approved Rejected Abstention

- ii. Lupus AM BV (RLE 0478.720.239), permanently represented by Jo De Wolf, as a non-executive director, with this mandate running until after the ordinary general meeting to be held in 2027. Lupus AM BV, permanently represented by Jo De Wolf, qualifies as an independent director under the independence criteria of article 7:87, §1 CCA and of the Belgian Corporate Governance Code 2020 and the general meeting appoints him as an independent director.

Approved Rejected Abstention

- iii. Stellar BV (RLE 0799.559.221), permanently represented by Arne Hermans, as a non-executive director, with this mandate running until after the ordinary general meeting to be held in 2027. Stellar BV, permanently represented by Arne Hermans, qualifies as an independent director under the independence criteria of article 7:87, §1 CCA and of the Belgian Corporate Governance Code 2020 and the general meeting appoints him as an independent director.

Approved Rejected Abstention

- 8.3. Proposed resolution: The general meeting resolves to remunerate these directors in accordance with the remuneration policy and as determined at the extraordinary general meeting of 19 July 2021.

Approved Rejected Abstention

9. **Change permanent representative statutory auditor.**

Proposed resolution: The general meeting resolves with immediate effect to replace the permanent representative of the Company's statutory auditor, Ernst & Young Bedrijfsrevisoren BV, by Christophe Boschmans. The mandate of the current statutory auditor runs until after the ordinary general meeting to be held in 2024.

Approved Rejected Abstention

10. **Varia.**

VOTING INSTRUCTIONS REGARDING ADDITIONAL AGENDA ITEMS AND/OR NEW/ALTERNATIVE PROPOSED DECISIONS WHICH ARE SUBSEQUENTLY ADDED TO THE AGENDA

In case additional agenda items and/or new/alternative proposed decisions are subsequently validly added to the agenda, the Company will make available to the shareholders a new proxy form which is completed by the additional agenda items and proposed decisions concerned and/or new/alternative proposed decisions, so as to enable the shareholder to give specific voting instructions in this respect to the proxy holder. Proxies previously received, shall remain valid for the items for which they were given, subject to applicable legislation and other specifications in the proxy form.

The following voting instructions will therefore only be applicable in case no new specific voting instructions are validly provided to the proxy holder after the date of this proxy.



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1. If new items are added to the agenda after the date of this proxy, the proxy holder shall **(please tick one of the boxes)**:

- abstain from voting on the new items and proposed decisions concerned;
- vote or abstain from voting on the new items and proposed decisions concerned as he/she/it will deem fit, taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and proposed decisions concerned.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new items and proposed decisions concerned.

2. If new/alternative proposed decisions are filed with respect to agenda items after the date of this proxy, the proxy holder shall **(please tick one of the boxes)**:

- abstain from voting on the new/alternative proposed decisions and vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under “Voting instructions for existing agenda items”);
- vote or abstain from voting on the new/alternative proposed decisions as he/she/it will deem fit, taking into consideration the interests of the shareholder;

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed decisions and will be required to vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under “Voting instructions for existing agenda items”).

However, the proxy holder will be entitled to deviate, at the general meeting, from the voting instructions set out above (under “Voting instructions for existing agenda items”) if their implementation would be detrimental to the interests of the shareholder. If the proxy holder uses this option, the proxy holder shall notify the shareholder thereof.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new/alternative proposed resolutions.

AUTHORITY OF AND INSTRUCTIONS TO THE PROXY HOLDER

The proxy holder is hereby expressly granted the authority and given the instruction to take the following actions on behalf of the undersigned:

1. to participate in all following meetings that would be convened with the same agenda;
2. to participate in the discussions, to speak up, to ask questions and to exercise the right to vote;
3. to sign any minutes, attendance sheets, registers, deeds or documents concerning the above and, in general, to do all that is necessary or useful to implement this proxy.

* * *



This form must be completed, signed and received at the latest on Tuesday 9 May 2023 by the Company, by e-mail (legal@nextensa.eu) or by mail (to Picardstraat 11 box 505, 1000 Brussels).

Signed at:

On: 2023

Signature

Name:

Capacity (for companies):