

# Convening of Extraordinary General Meetings

**Kortrijk, Belgium, 21 February 2024, 07.30 hrs** - The Board of Directors kindly invites the shareholders and the holders of stock options to attend at 8500 Kortrijk, Beneluxpark 21,

- \* the **first** extraordinary general meeting to be held on **Friday, March 22, 2024 at 2 p.m.**, and, if at this meeting the quorum required to deliberate and decide validly is not met,
- \* the **second** extraordinary general meeting on **Thursday, April 25, 2024 at 3.45 p.m.**, each with the following agenda containing the following proposals of decision.

If the required attendance quorum for the first extraordinary general meeting (a representation of at least 50% of the capital) is not met, Barco will publish a notice on its website on Thursday 21 March 2024 so that registered shareholders do not have to travel unnecessarily. In this case, a new invitation for a second extraordinary general meeting, together with the invitation for the Ordinary General Meeting on Thursday 25 April 2024, will be sent.

## Barco

Naamloze vennootschap te 8500 Kortrijk  
President Kennedypark 35  
B.T.W.-plichtige - Ondernemingsnummer BE 0473.191.041  
Rechtspersonenregister Gent, afdeling Kortrijk

## **AGENDA**

### **1. Renewal of authorization to acquire and alienate own shares**

*Proposal of resolution (1<sup>st</sup> vote):*

The Board of Directors is authorized, subject to the applicable legal conditions, to acquire the maximum permissible amount of own shares over a period of five (5) years for a price of not less than one euro (€ 1.00) and not more than the average closing price of the share over the previous thirty (30) calendar days prior to the transaction, increased by fifteen percent (15%), and to alienate own shares, and this for a price of not less than the average closing price of the share over the previous thirty (30) calendar days prior to the transaction, decreased by ten percent (10%), and not more than the average closing price of the share over the previous thirty (30) calendar days prior to the transaction increased by ten percent (10%).

### **2. Report**

*Presentation and review of the special report of the board of directors prepared in accordance with section 7:199 of the Code of companies and associations (CCA), in which the special circumstances under which the authorized capital can be used, and the purposes pursued hereby are laid down.*

### **3. Renewal of authorization to increase the issued capital**

*Proposal of resolution (2<sup>nd</sup> vote):*

*"The board of directors is authorized to increase the capital of the Company in one or more steps with an amount not to exceed fifty percent (50%) of the capital. A maximum of ten percent (10%) of the capital can hereby be used for capital increases with suspension of the preferential right of existing shareholders or for contributions in kind for other purposes than the distribution of an optional dividend.*

*The board of directors can use this authorization for a period of five years from the publication of the change of the by-laws decided by the extra-ordinary meeting of shareholders of 22 March 2024(\*).*

*The capital increases which may be implemented pursuant to this authorization in accordance with the terms to be decided by the board of directors such as, among others, a contribution in cash or in kind with the limits set by the CCA, incorporation of reserves or share premiums, with or without issuance of new shares with or without voting rights or by issuance of subordinated convertible notes, or by issuance of warrants or of notes to which warrants or other rights may be attached, or other instruments, such as shares in the frame of a share option plan.*

*These authorizations can be renewed in accordance with the applicable regulations.*

*In the interest of the company, the board of directors can, within the limits and in accordance with the conditions prescribed by the CCA, limit or suspend the preferential right of shareholders, when the capital increase occurs within the limits of the capital authorized pursuant to this article. This limit or suspension can also apply to the benefit of one or more persons, which may or may not be employees of the company or its subsidiaries.*

*If, pursuant to a capital increase decided by the board of directors or following the conversion of notes or the exercise of warrants or other similar rights, a share premium is paid, it will not be considered for the calculation of the use of the authorized capital.*

*The mandate authorized capital cannot be used as a defensive mechanism against a public take-over bid.*

*The board of directors has the authority, with the possibility to delegate, after every capital increase realized within the limits of the authorized capital, to update the by-laws with the new status of capital and shares."*

*Consequently, the general meeting decides, as of the publication of this decision in the Annexes to the Belgian Official Gazette, to replace the words "29 April 2021" with the words "22 March 2024"\* in the second paragraph of Article 6 of the by-laws and to delete the last paragraph of the said article.*

*(\*) If at the extra-ordinary general meeting of 22 March 2024 the required quorum to deliberate and decide validly is not met, the date of "22 March 2024" must be read as "25 April 2024".*

For the avoidance of doubt, if the proposed resolution is not adopted, the existing authorization to increase the capital will continue to apply.

## **ADDITION OF AGENDA TOPICS**

One or more shareholders jointly owning at least 3% of the company's capital may add topics for discussion to the agenda and submit proposals for resolution with respect to topics listed or to be added on the agenda. Shareholders must address their request hereto **no later than Thursday February 29, 2024** to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk (e-mail: [shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)). The request must be accompanied by (i) the proof of the ownership of the required stake in the company's capital, (ii) the text of the topics to be discussed and the proposals of resolution related thereto, or the text of the proposals of resolution to be added to the agenda, and (iii) a postal or e-mail address to which receipt of the request can be confirmed. If applicable, the company will publish an updated agenda at the latest on Thursday March 7, 2024.

## **WRITTEN QUESTIONS**

Each shareholder who has completed the below formalities for attending the general meeting, can submit questions to the Directors or the Statutory Auditor with respect to the agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **not later than Friday March**

**15, 2024** by letter or e-mail ([shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)) to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk.

## **REGISTRATION**

Only those persons who are shareholders on the **registration date (Friday 8 March 2024 at midnight (24:00 hrs))** have the right to attend and vote at the general meeting.

The owners of **DEMATERIALIZED SHARES** must register the shares with which they wish to vote at the general meeting at the latest on the registration date.

The evidence of the completion of the registration formalities shall be provided by the shareholder or its financial institution to ING Bank **by not later than Thursday March 21, 2024 within the office hours.**

The shareholders will be admitted to the general meeting based upon the confirmation by ING Bank to Barco NV of the completion of the registration formalities or upon presentation of a certificate issued by the company, the depository institution or an authorized accountholder or the clearing institute confirming that the registration has occurred at the latest on the registration date.

The **HOLDERS OF REGISTERED SHARES**, as well as the holders of options must inform the company **by not later than Friday March 15, 2024** by letter addressed to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk, or by e-mail ([shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)) of their intention to attend the meeting and, if applicable, the number of shares they wish to vote with.

## **POWERS OF ATTORNEY**

Shareholders, who wish to be represented, should use the power of attorney form which is available at the company's headquarters or can be downloaded from the company's website [www.barco.com](http://www.barco.com). No other forms will be accepted.

Collective proxies, proxies by substitution, or proxies granted by financial institutions, trusts, fund managers or accountholders in the name and for the account of several shareholders have to specify: the identity of each individual shareholder, the identity of the proxy holder(s) and, for each individual shareholder, the number of shares the proxy holder will be voting with.

Powers of attorney should be delivered **in original copy** by not later than **Thursday March 21, 2024 within the office hours** to the company (to the attention of the Legal Department), Beneluxpark 21, 8500 Kortrijk, Belgium.

Powers of attorney submitted to the company prior to the publication of an updated agenda (see above under "Addition of agenda topics"), if applicable, shall remain valid with respect to those topics of the agenda to which they relate, without prejudice to the right of the principal to withdraw its power of attorney and/or replace it with a new power of attorney based upon the updated agenda.

## **DATA PROTECTION**

The company is responsible for the processing of personal data it receives from, or collects about, shareholders, the holders of stock options issued by the company, and proxy holders in the context of the general meetings. The processing of such data will be carried out for the purpose of the organization and conduct of the general meeting. The data include, amongst others, identification data, the number and type of shares and stock options issued by the company, proxies and voting instructions. This data may also be



transferred to third parties for the purposes of services to the company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with Barco's privacy policy, available at <https://www.barco.com/en/about/trust-center/privacy-policy>. For more information or complaints regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at [dataprotection@barco.com](mailto:dataprotection@barco.com).

Barco may photograph and make film recordings during the extraordinary general meeting, in order to market Barco and to support future events. Barco can process your image for this. If you do not wish to be photographed or taped, please inform the company hereof via e-mail at [shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com).

The Board of Directors

## For more information

Kurt Verheggen, Company Secretary  
+32 56 26 22 45 or [kurt.verheggen@barco.com](mailto:kurt.verheggen@barco.com)

### Financial calendar 2024

Tuesday 23 April  
Thursday 25 April  
Wednesday 17 July  
Thursday 17 October

Trading update 1Q24  
Annual general shareholders meeting  
Announcement results 1H24  
Trading update 3Q24

More information? Please visit our webpage <https://www.barco.com/en/about/investors>

## About Barco

*Barco is a global company with headquarters in Kortrijk (Belgium). Our visualization and collaboration technology helps professionals accelerate innovation in the healthcare and enterprise and entertainment markets. We count over 3,300 visioneers, whose passion for technology is captured in over 900 unique patents.*

*Barco is a listed company (Euronext: BAR; Reuters: BARbt.BR; Bloomberg: BAR BB) and realized sales of 1,050 million euro in 2023.*

*Interested to connect? [www.barco.com](http://www.barco.com) or on [X](#) (@Barco), [LinkedIn](#) (Barco), [YouTube](#) (BarcoTV), [Instagram](#) (barco\_nv) and [Facebook](#) (Barco).*

*Barco. Visioneering a bright tomorrow.*

© Copyright 2024 by Barco

