

(Non-binding translation)

**Belysse Group NV**  
**Franklin Rooseveltlaan 172-174**  
**B-8790 Waregem**  
**Company number: 0671.974.626**

(the “**Company**”)

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## **ANNUAL REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS’ MEETING OF 27 MAY 2026**

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Dear shareholders,

In accordance with legal and statutory Belgian regulations, we have the honour to present the annual report of the financial year 2025.

The Company is an holding company whose corporate purpose is the direct or indirect acquisition of shares and the management of the participating interests in Belgium and foreign countries. The Companies’ shares are publicly traded. The Company was founded for an indefinite period on 1 March 2017.

### **1. Comments to the annual accounts**

Article 3:6, §1, 1<sup>o</sup> of the Belgian Code of Companies and Associations (“Belgian Companies Code” or “BCCA”) determines that the annual report provides a true and fair view of the operations and the results of the Company, as well as an overview of the main risks and uncertainties it faces.

	€
The balance sheet total is:	260.781.717,64
The financial result for the period available for distribution:	(22.645.102,88)

The financial fixed assets amount to € 260.432.254,00 , which is 99% of the balance sheet total.

The Equity at 31 December 2025 is composed as follows:

	2025 (€ thousands)	2024 (€ thousands)	In- or decrease (€ thousands)
Issued capital:	260.590	260.590	0
Share premium account:	65.660	65.660	0
Available reserves:	147.125	147.125	0
Accumulated loss:	(212.937)	(190.291)	(22.646)
Equity:	260.438	283.083	(22.646)

The Equity represents 99% of the balance sheet total.

In the schedule below, you can find an overview of the income and charges for the financial year 2025.

	2025 (€ thousands)	2024 (€ thousands)	In- or decrease (€ thousands)
Operating income incl. non-recurring operating income:	1.223	779	444
Operating charges incl. non-recurring charges:	1.227	762	465
Operating profit /(loss):	(4)	16	(20)
Financial income incl. non-recurring financial income:	68	105	(37)
Financial charges incl. non recurring financial charges:	22.709	15	22.694
Profit/ (Loss) for the period before taxes:	(22.645)	106	(22.751)
Transfer from/to postponed taxes:	-	-	
Income taxes:	-	-	
Profit / (Loss) for the period:	(22.645)	106	(22.751)
Transfer from/to untaxed reserves:	-	-	
Loss for the period available for appropriation:	(22.645)	106	(22.751)

The financial charges amount to EUR 22.709k. This is the impairment of EUR 22,709k on the participations related to the underlying activities, as a result of the challenging macro-economic climate in Europe.

The Board proposes to appropriate the profit as follows:

Gain (loss) to be appropriated	(22.645.102,88)	EUR
Profit (loss) to be carried forward	(190.291.404,24)	EUR
Profit (loss) to be appropriated	(212.936.507,12)	EUR
<u>Appropriation of profit (loss)</u>		
Transfers to reserves	-	EUR
Profit (loss) to be carried forward	(212.936.507,12)	EUR
Transfers to capital	-	EUR

We ask you to approve the annual accounts for the year ended 31 December 2025.

## 2. Reporting and analysis in accordance with article 3:6, §1, 1° of the Belgian Companies Code

*In accordance with article 3:6, §1, 1° of the Belgian Companies Code, the following is reported:*

The Company itself is not exposed to any operational risks other than those which exist for the Belysse Group because the main activity of the Company is to provide services to the Belysse Group. We refer to section 7 of this report for an overview of the risks which are defined within the Belysse Group.

## 3. Information concerning significant events after the year-end

*In accordance with article 3:6, §1, 2° of the Belgian Companies Code the annual report contains information about significant events which have occurred after the year-end.*

No subsequent events occurred which could have a significant impact on our financial statements per December 31, 2025.

## 4. Circumstances that could have a significant effect on the development of the Company

*In accordance with article 3:6, §1, 3° of the Belgian Companies Code, the annual report contains information on circumstances that could have a significant effect on the development of the Company insofar as this information or circumstances does not harm the Company.*

No risks other than the risks associated with the activities of the Company and relating to the activities described above should be mentioned.

## 5. Research and development

*In accordance with article 3:6, §1, 4° of the Belgian Companies Code the annual report contains information of the activities of research and development.*

No research and development activities have been executed.

## 6. Corporate governance statement

This chapter provides information on Belysse Group NV's (hereinafter also referred to as 'Belysse' or 'the Company') Corporate Governance.

### CORPORATE GOVERNANCE CHARTER

Pursuant to article 3:6 §2, 1° of the Belgian Code of Companies and Associations ('Belgian Code on Companies and Associations' or 'BCCA'), Belysse relies on the Belgian Code on Corporate Governance of 9 May 2019 (the 'Corporate Governance Code') as a reference code. The Corporate Governance Code can be found on the website of the Belgian Corporate Governance Committee ([www.corporategovernancecommittee.be](http://www.corporategovernancecommittee.be)).

As a Belgian headquartered, listed company with a commitment to high standards of corporate governance, the Board adopted a Corporate Governance Charter in May 2017, as required by the Corporate Governance Code. This Corporate Governance Charter is updated occasionally and was most recently revised in 2022. It is available for download on the Corporate Governance section of our corporate website via [www.belysse.com/en/about-us/corporate-governance](http://www.belysse.com/en/about-us/corporate-governance).

The Company follows the rules provided by the Belgian Corporate Governance Code of 2020, except as

explicitly stated otherwise and justified in this Corporate Governance Statement.

## CAPITAL AND SHAREHOLDERS STRUCTURE

### Capital and capital evolution

The capital of the Company amounts to € 260,589,621 as of 31 December 2025 represented by 35,943,396 shares without nominal value. Each share carries one vote. No capital movements took place in 2025.

### Shareholder evolution

The applicable successive thresholds pursuant to the Law of 2 May 2007 on the disclosure of significant shareholdings in issuers whose shares are admitted to trading on a regulated market and other provisions are set at 5% of the total voting rights, and 10%, 15%, 20% and so on at incremental intervals of 5%.

### Shareholder structure

The following table shows the shareholder structure on 31 December 2025 based on the notifications made to the Company and the Belgian Financial Services and Markets Authority ('FSMA') by the shareholder listed below in accordance with article 6 of the Belgian law of 2 May 2007 on the notification of significant shareholdings:

There have been no acquisitions or disposals of shares by persons discharging managerial responsibilities ('PDMR') notified in the course of 2025.

Shareholders	Shares	
	Number	%
LSF9 Belysse Holdco S.à.r.l.	19,408,879	54.00%
Prime AIFM Lux S.A.	2,529,400	7.04%
Joris Ide	2,227,971	6.20%
Management	83,500	0.23%
Public	11,693,646	32.53%

### Dividend policy

Subject to the availability of distributable reserves and the lack of any material external growth opportunities, the Company intends to pay a dividend of between 30% to 40% of its net profits for the year based on its consolidated IFRS financial statements. The amount of any dividend and the determination of whether to pay the dividend in any year may be affected by several factors, including the Company's business prospects, cash requirements, and any material growth opportunities.

### Annual General Shareholders' Meeting

The Company's Annual General Shareholders' Meeting ('Shareholders' Meeting') took place on 28 May 2025.

Shareholders acknowledged the annual report and the statutory auditor's report with respect to the statutory and consolidated annual accounts relating to the financial year ending on 31 December 2024 and the consolidated annual accounts relating to the financial year ending on 31 December 2024.

Shareholders approved the remuneration report relating to the financial year ending on 31 December 2024. They further approved the statutory annual accounts relating to the financial year ending on 31 December 2024, including the allocation of the results as proposed by the Board of Directors. Both the directors and the statutory auditor (PwC, Bedrijfsrevisoren BV, represented by Mr Wouter Coppens, with registered seat at Culliganlaan 5, 1831 Machelen), were discharged of liability regarding the execution of their mandates during the financial year ending on 31 December 2024.

The shareholders also acknowledged the resignation of Mrs Flora Siegert as non-executive director of the Company, with effect as of 14 February 2025 and confirmation of the co-optation by the Board of Directors of

Mrs Claire Knollys as non-executive director of the Company, with effect as of 6 March 2025 for the remainder of the mandate of Mrs Flora Siegert and as proposed by the Board of Directors following the recommendation of the Remuneration and Nomination Committee.

The shareholders also approved the reappointment of:

- Mr Cyrille Ragoucy (Chairman of the Board), Mr Michael Kolbeck, Mr Neal Morar, Mrs Hannah Strong and Mrs Claire Knollys as non-executive directors;
- Mrs Vanessa Temple and Accelium BV, represented by its permanent representative Mr Nicolas Vanden Abeele, as independent directors.

Both independent directors comply with the criteria of independence set forth in article 7:87 of the Belgian Companies and Associations Code.

Furthermore, the shareholders approved the appointment of the following new directors:

- Heath Road BV (represented by its permanent representative Mr Johan Deburchgrave) as independent director. The independent director complies with the criteria of independence set forth in article 7:87 of the Belgian Companies and Associations Code.
- Mr Vishesh Khatnani as non-executive director.

All directors were re-appointed for a four-year period, until the annual general meeting resolving on the annual accounts of the financial year ending on 31 December 2029. These mandates are remunerated as described in the annual remuneration report and in accordance with the remuneration policy.

The shareholders also approved the appointment of the Company's statutory auditor PwC Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Culliganlaan 5, registered with the Crossroads Bank for Enterprises under number 0429.501.944, for the assurance assignment on the consolidated sustainability reporting for a two-year period, until the annual general meeting resolving on the sustainability information by 31 December 2025.

### **Dealing Code**

On 29 August 2017, the Board approved the Company's Dealing Code in accordance with the EU Market Abuse Regulation EU 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (MAR<sup>2</sup>). The Dealing Code restricts transactions of Belysse securities by members of the Board and the Management Committee, senior management and certain other persons during closed and prohibited periods. The Dealing Code also contains rules concerning the disclosure of intended and executed transactions by leading managers and their closely associated persons through a notification to the Company and to the FSMA. The Secretary of the Board of Directors is the Compliance Officer for the purposes of the Belysse Dealing Code.

## **THE BOARD AND COMMITTEES**

Belysse Group NV has a Board of Directors, a Management Committee, an Audit Committee, a Remuneration and Nomination Committee and an ESG Committee.

### **BOARD OF DIRECTORS**

#### **Mandate of the Board**

The Board of Directors is vested with the power to perform all acts that are necessary or useful for the realisation of the Company's purpose, except for those actions that are specifically reserved by law or the articles of association for the Shareholders' Meeting or other corporate bodies.

In particular, the Board of Directors is responsible for:

- defining the general policy and strategy of the Company and its subsidiaries;
- deciding on all major strategic, financial and operational matters of the Company;

- overseeing the management by the Chief Executive Officer ('CEO') and other members of the Management Committee; and
- all other matters reserved to and obligations imposed (including disclosure obligations) on the Board of Directors by law or the articles of association.

### Composition of the Board of Directors

The BCCA proposes different governance models. The Company has chosen monism, meaning a single Board of Directors. This governance model is the most suitable for our organisation.

Pursuant to the articles of association, the Board of Directors must comprise at least five members. On 31 December 2025, the Board consisted of nine members, comprising three independent non-executive directors.

The articles of association entitle LSF9 Belysse Holdco S.à r.l., if it holds at least 50% of the total number of shares issued by the Company (which is the case), to nominate at least five members to be appointed by the Shareholders' Meeting.

Although the term of office of directors under Belgian law is limited to six years (renewable), the Corporate Governance Code recommends that it be limited to four years (renewable). The articles of association limit the term of office of directors to four years (renewable).

The appointment and renewal of directors is based on a recommendation of the Remuneration and Nomination Committee to the Board of Directors and is subject to approval by the Shareholders' Meeting, considering the nomination rights described above.

On 31 December 2025, the Board of Directors was composed as follows:

Name	Position	Director since	Mandate expires
Cyrille Ragoucy	Chairman of the Board	2017	2029
Michael Kolbeck	Non-Executive Director and chairman of the Remuneration and Nomination Committee	2017	2029
Accelium BV, represented by Nicolas Vanden Abeele	Independent Director	2017	2029
Vanessa Temple	Independent Director and chairperson of the ESG committee	2022	2029
Heath Road BV, represented by Johan Deburchgrave	Independent Director	2025	2029
Neal Morar	Non-Executive Director and chairman of the Audit Committee	2018	2029
Hannah Strong	Non-Executive Director	2017	2029
Claire Knollys	Non-Executive Director	2025	2029
Vishesh Khatnani	Non-Executive Director	2025	2029

**Mr Hannes D’Hoop** was appointed as Corporate Secretary of the Board of Directors.

**Mr Cyrille Ragoucy** has more than 30 years experience in senior management positions. As of March 1st 2024, he was succeeded by Mr James Neuling as CEO of Belysse. Before becoming CEO of Belysse, Mr Ragoucy was CEO of Tarmac Ltd (originally Lafarge Tarmac), a leading building materials and construction solutions firm in the UK, where he oversaw the creation of the joint venture between Lafarge SA and Anglo American as well as the integration of several acquisitions, before the entity was purchased by CRH, a large Irish construction firm in August 2015.

From 1998 to 2012, Mr Ragoucy was with Lafarge, serving as CEO of Lafarge Shui On Cement, a Chinese joint venture between Lafarge and Shui On, and CEO of Lafarge Construction Materials for Eastern Canada, among other director and executive-level posts.

Mr Ragoucy holds a Master of Management from the University of Paris IX (Dauphine), France.

**Mr Michael Kolbeck** is Managing Director and Head of Europe for Corporate Investments at Hudson Advisors UK Limited, which advises Lone Star Funds, including Lone Star Fund IX, an investor in the Company. Prior to being appointed to his post at Hudson in January 2017, he was a Managing Director at Lone Star Germany Acquisitions GmbH. He currently also serves as Board Member of Xella International S.A., a leading European building materials company, and of Evoca S.p.A., a leading manufacturer of professional coffee machines, and is an observer of the Board of LSF10 Edilians Investments S.à r.l., a leading roof tile manufacturer in France and of the Board of LSF11 Folio Lux S.à r.l., a leading specialist for the global flexographic printing industry. Prior to joining Lone Star and Hudson in 2004, Mr Kolbeck worked for several years as an investment manager for Allianz Group.

Mr Kolbeck holds a Master’s degree in Business Administration from Ludwig-Maximilians University, Munich, Germany.

**Mr Nicolas Vanden Abeele** is CEO of Ascom (since 2022), a global leading player in medtech and healthcare ICT solutions. He is a seasoned global leader with over 25 years of multi-market and deep commercial, financial and operational expertise. Nicolas brings a valuable track record in sales acceleration, business transformation and operational excellence in a variety of leadership roles. Prior to Ascom, he served as a member of the Executive Committee and divisional head of Barco, a global leader in visualisation solutions (from 2017 until 2021), and with the Etex Group (from 2011 until 2017), as a member of the Executive Committee, where he headed the Insulation and Building Materials Division. Prior to Etex, he held various global executive positions in the technology industry with Nokia/Alcatel- Lucent, with postings also in the Americas and Asia, and in strategy consulting with Arthur Andersen.

Mr Vanden Abeele holds Master’s degrees in Business Administration (K.U. Louvain, Belgium), Management (Solvay School of Management/ULB Belgium) and International Business and European Economics (College of Europe, Belgium).

**Mrs Vanessa Temple** has been ESG Lead for ING Belgium since April 2022. Between Q1 2021 and Q1 2022, she was a member of ING Group’s Climate Risk team. Previously, she led ING’s Belgian capital structuring & advisory team, followed by a position as head of ING’s corporate sector teams for Belgium, Luxembourg & the Nordics. Before stepping into these leadership positions, she worked as an originator for various debt products, including complex financing, acquisition & leveraged finance, and bonds for large & mid-sized corporates. In the early stages of her career, she was a Corporate Relationships Manager for ING Singapore, for 3 years.

Mrs Temple holds a Master’s degree in Business Engineering (Louvain School of Management, Belgium).

**Mr Johan Deburchgrave** is CEO of Vandersanden Group (since January 2024), the largest family-owned ceramic brick producer in Europe. With more than 30 years of experience in the construction industry,

including in an international context, Johan has strong operational and general management skills. Prior to Vandersanden Group, Johan served the Unilin Group (in 2019) to become CEO of IVC Group and later as Chief Strategy Officer. As Chief Strategy Officer, Johan led several strategic projects. Prior to Unilin Group, Johan held managerial positions at Etex Group.

He studied civil engineering at KU Leuven, supplemented with an MBA from KU Leuven and management training at Vlerick Management School and Insead Fontainebleau.

**Mr Neal Morar** is a Managing Director in the Corporates team at Hudson Advisors UK Limited, which advises Lone Star and the funds which it administers, including Lone Star Fund IX, which is an investor in the Company. Prior to his current role, he held the post of UK CFO of Hudson Advisors UK Limited for five years and served on the Boards of various entities across industries including hotels and developments, loan servicer in Italy and an equity release company. Prior to joining Hudson in 2012, Mr Morar worked for 5 years as Managing Director, International CFO for AIG Investments and 10 years in various CFO roles for the FTSE100 Capita Group including the set up and running of a captive server in Mumbai, India, in 2003. Mr Morar obtained membership of the Chartered Certified Accountants in 1996, gained Fellow status (FCCA) in 2001 and has also been regulated in various capacities with the FCA (UK), JFSC ( Jersey) and CBI (Ireland) over the last 25 years.

Mr Morar holds a degree in Accounting and Finance from the University of Hertfordshire, UK.

**Mrs Hannah Strong** is Senior Vice President, Legal Counsel at Hudson Advisors UK Limited, which advises Lone Star and the funds which it administers, including Lone Star Fund IX, an investor in the Company. Prior to her position at Hudson, Mrs Strong worked as in-house legal counsel at The Carlyle Group (2013-2017) and was a corporate associate at Latham & Watkins in London (2007-2013). Mrs Strong has extensive experience advising on legal and compliance issues that face companies across numerous industries and jurisdictions.

Mrs Strong holds a Bachelor's degree in Jurisprudence from Oxford University.

**Ms Claire Knollys** is a Director at Hudson Advisors UK Limited, a company advising Lone Star Funds, including Lone Star Fund IX, a Belysse investor.

Mrs Knollys has more than 22 years of international tax experience and is dual-qualified in the UK and the US. Her experience includes:

- Five years at Hudson Advisors UK Limited responsible for tax structuring of investments held by certain of the Lone Star Funds.
- Three years leading the EMEA international tax team at Expedia Group.
- Fourteen years at PricewaterhouseCoopers focused on international tax for M&A, business restructuring and private equity transactions, across numerous jurisdictions. This included eight years based in London and six years in San Francisco.

Ms Knollys earned her Master's in Taxation from the Braden School of Taxation (Golden Gate University, United States) and a Bachelor's degree from the University of Southampton (UK) in Management Sciences. She is a member of the Institute of Chartered Accountants in England and Wales and gained Fellow status in 2016.

**Mr Vishesh Khatnani** is a Director at Hudson Advisors UK Limited, which advises Lone Star Funds, including Lone Star Fund IX, an investor in the Company. Prior to joining Hudson in 2018, Mr. Khatnani worked for several years as an equity research associate at Macquarie Bank and as an auditor for Deloitte. He is a CFA charterholder, a qualified accountant and holds a Bachelor's degree in Accounting and Finance from the University of Warwick.

### **Evolution in composition during 2025 and after year end**

There were several changes in the composition of the Board of Directors during 2025 as the mandate of all directors ended at the Shareholder's Meeting held on 28 May 2025, leading to the re-appointment of several directors for another four year period and the appointment of new directors.

Firstly, on 14 February 2025, Mrs Flora Siegert stepped down as a non-executive director. As of 6 March 2025, Mrs Claire Knollys joined the Board of Directors as a non-executive director by way of co-optation and for the remainder of the mandate of Mrs Flora Siegert.

At the Shareholder's Meeting held on 28 May 2025:

Mr Cyrille Ragoucy, Mr Michael Kolbeck, Accellium BV (represented by its permanent representative Mr Nicolas Vanden Abeele), Mrs Vanessa Temple, Mr Neal Morar and Mrs Hannah Strong were re-appointed as director for a new four year period. Heath Road BV (represented by its permanent representative Mr Johan Deburchgrave) and Mr Vishesh Khatnani were appointed as new director also for a four year period. The mandate of Mr Itzhak Wiesenfeld and Mr Patrick Lebreton as director was not renewed.

There were no changes in the composition of the Board of Directors after year end.

### **Functioning of the Board of Directors**

In principle, the Board of Directors meets at least five times a year. Additional meetings may be called with appropriate notice at any time to address specific business needs. In total, the Board met on five occasions. All Directors were present (or were represented) at these meetings. Furthermore, on two occasions, decisions were taken by means of unanimous written resolutions.

Major matters reviewed and discussed by the Board of Directors in 2025 were:

- Financial and overall performance of the group;
- Continuous monitoring of the cashflow situation, the procurement action plan and follow-up of the evolution of the market circumstances and the effects of the pricing implementation;
- Implementation, actions, outcome and follow-up of health & safety initiatives;
- Presentation and detailed follow-up of the progress made with the Company's four-year sustainability, innovation, efficiency & agility program BEYOND;
- General strategic, financial and operational matters for the business (e.g. update of hedging policy, pricing,...);
- Follow-up on the preparation, the progress and the governance of the transition to a new ERP-system for Europe;
- On a recommendation from the Audit Committee, approval of the quarterly trading updates and half-year financial results and the corresponding reports and press releases, the 2025 budget, the appointment of the auditor for the assurance of the consolidated sustainability reporting;
- On a recommendation from the Remuneration and Nomination Committee, approval of the 2024 bonus and the 2025 bonus methodology for members of the Management Committee, approval of the compensation & benefit packages of members of the Management Committee and others and the appointment and reappointment of directors ;
- Follow-up of specific projects (e.g. the soil-remediation file (with OVAM) for the Tielt site) and approval of relevant documents related to these projects;
- Follow-up on the reporting of the ESG-committee and the proposal of the appointment of the statutory auditor for a an additional one year period until after the general meeting approving the financial statements as at 31 December 2025, the assurance assignment on the consolidated sustainability reporting for FY 2025

auditor for the assurance of the consolidated sustainability reporting and the approval of IRO methodology (CSRD);

- Approval of corporate strategy;
- Several reserved matter approvals, inter alia in relation to the change in the board of the Luxco group entities.

The Board of Directors is convened by the chairman or the CEO whenever the interest of the Company so requires, or at the request of two directors.

### Directors' attendance at Board and Committee meetings

Name	Board of Directors	Audit Committee	Remuneration and Nomination Committee	ESG Committee
Cyrille Ragoucy	5/5			4/4
Michael Kolbeck	5/5		6/6	
Accelium BV, represented by Nicolas Vanden Abeele	5/5	9/9	6/6	
Heath Road BV, represented by Johan Deburchgrave	2/2		3/3	
Vanessa Temple	5/5	9/9		4/4
Itzhak Wiesenfeld	3/3		3/3	
Neal Morar	5/5	9/9		
Hannah Strong	5/5			
Flora Siegert	1/1			
Claire Knollys	3/3			
Patrick Lebreton	3/3			
Vishesh Khatnani	2/2			

Under the lead of its chairman, the Board will regularly evaluate its scope, composition and performance and those of its Committees, as well as its interaction with executive management.

The CEO and other executive managers are invited to attend meetings as appropriate. The Chief Financial Officer ('CFO') is present at all Board meetings and other members of the Management Committee are regularly invited to attend. This guarantees appropriate interaction between the Board and management.

### Diversity

For companies whose securities are admitted to a regulated market for the first time, the requirement to have at least one-third of board members of the opposite gender than the other members is to be met as of the first day of the sixth financial year starting after the IPO, being for the Company as of 1 January 2023. Currently, one-third of our board members is female, meaning that the aforementioned requirement is met. Our Board also features a mix of expertise from different operational fields.

We face a challenge to make our broader workforce diverse and create fully equal opportunities regardless of gender, race or cultural background given the nature of our operations. In 2020, the Management Committee launched a new ambition, to have at least 40% women in all layers of Belysse Group's top management by 2030. This would reflect the partition of gender in the whole of our organisation. Increasing gender diversity both in the workplace and in the leadership teams are critical success factors

in making better decisions and developing more innovative business solutions.

A demonstrated focus on gender equality enables an organisation to attract and retain the best talent. It also ensures that all employees within the organisation have access to equal opportunities in developing their careers in a workplace free of bias.

Belysse employees have diverse backgrounds across all age groups, from our identified 'future leaders' through to those with deep domain expertise, and are gender diverse with an increasing number of women in management roles.

Being a global business headquartered in Belgium, we operate in several different languages and employ over 35 nationalities across 4 main locations on 2 continents. This is reflected in the Management Committee, composed of diverse nationalities: Australian, Belgian and US.

It is our strong belief that employing the right people for the right roles encourages a balanced workplace and this has been reflected in the quasi status quo in gender balance at the end of 2025.

Belysse is actively trying to attract and promote women to managerial positions through our recruitment campaigns and our internal talent management process. A great deal of actions in promoting an optimal work-life balance were promoted for men and women. This way, we encourage all our employees and managers to move to this new way of working.

#### **Audit Committee**

In accordance with the stipulations in book 7, title 4, chapter 1 of the Belgian Code on Companies and Associations and provision 5.2 of the Corporate Governance Code, the Board of Directors of Belysse has established an Audit Committee.

During 2025, the Audit Committee consisted of three members, all being non-executive directors and a majority of them being independent directors.

In the course of 2025, the Audit Committee met nine times.

As required by the Belgian Code on Companies and Associations, Mr Neal Morar, chairman of the Audit Committee possesses appropriate expertise and experience in this field. Reference is made to his biography in the 'Board of Directors' section above.

The chairman reported the outcome of each meeting to the Board of Directors.

The CEO and CFO are not members of the Audit Committee but are invited to attend its meetings. This guarantees appropriate interaction between the Committee and management. As appropriate, other Board members are invited to attend the Audit Committee meetings.

The statutory auditor attended three meetings during which he reported on the outcome of the audit and presented the global audit plan.

In addition to its statutory powers and its power under the Corporate Governance Charter, the Audit Committee considered the following main subjects: the quarterly trading updates, the financial statements, reporting on the (monthly) results and cashflow forecasts, the compliance approach and related policies, the 2025 and 2026 budget, the initialization and the progress of the new ERP-project, reporting by the statutory auditor on internal control findings and key financial and CSRD audit matters as well as on sustainability assurance, the approval of non-audit services and the tender on external Financial & CSRD Audit, follow-up on the soil-remediation file (with OVAM) for the Tielt site.

Name	Position	Director since	Mandate Expires
Neal Morar	Non-Executive Director and chairman of the Audit Committee	2018	2029
Accelium BV, represented by Nicolas Vanden Abeele	Member and Independent Director	2017	2029
Vanessa Temple	Member and Independent Director	2022	2029

### Remuneration and Nomination Committee

In accordance with the stipulations in book 7, title 4, chapter 1 of the Belgian Code on Companies and Associations and provision 5.3 and 5.4 of the Corporate Governance Code, the Board of Directors has established a Remuneration and Nomination Committee.

During 2025, the Remuneration and Nomination Committee consisted of three members, all being non-executive directors and a majority of them being independent directors:

Name	Position	Director since	Mandate Expires
Michael Kolbeck	Chairman and Non-Executive Director	2017	2029
Accelium BV, represented by Nicolas Vanden Abeele	Member and Independent Director	2017	2029
Itzhak Wiesenfeld	Member and Independent Director	2019	2025
Heath Road BV, represented by Johan Deburchgrave	Member and Independent Director	2025	2029

In 2025 the Remuneration and Nomination Committee met three times.

The CEO and the HR Director are not members of the Committee, but are invited to attend its meetings, unless the members of the Committee want to meet separately (e.g., when discussing remuneration). This guarantees appropriate interaction between the Committee and management.

In addition to its statutory powers and its powers under the Corporate Governance Charter, the Remuneration and Nomination Committee discussed the following main subjects: the performance of members of the Management Committee, the 2024 bonus pay-out for members of the Management Committee and the general management, the 2025 compensation and benefit packages for members of the Management Committee, review of the reward and performance of the members of the Management Committee, the Bentley organisation, the recommendation to the Board of Directors regarding: the cooptation of Mrs Claire Knollys as Director following the resignation of Mrs Flora Siegert as non-executive director, the (re)appointment and the remuneration of the current Directors ((re)appointment at the Shareholder's Meeting held on 28 May 2025, the appointment of Heath Road BV, represented by Johan Deburchgrave as new member of the Remuneration and Nomination Committee, the employment of Jim Cusick as officer in the role of Interim President of Bentley Mills, as well as the acknowledgement of the resignation of Jay Brown as Bentley Mills President, the 2024 remuneration report and remuneration policy, HR challenges and 2025 talent assessment.

### ESG Committee

In November 2023, the Board of Directors has established an ESG Committee for an initial duration of three years.

In accordance with its Terms of Reference, the purpose of the ESG Committee is to monitor regulatory requirements and ensure the Company complies with it, to monitor the impacts as well

as key risks and opportunities that the Company faces in relation to environmental, social and governance factors that have an impact on the long-term performance of the Company. The ESG Committee will oversee the Company’s conduct, performance and reporting on such material ESG matters, inform the Board and make recommendations to the Board where decision, action or improvement is needed.

The ESG Committee is chaired by Vanessa Temple, independent and non-executive director of the Company. On 31 December 2025, the members of the ESG Committee are:

Name	Position
Vanessa Temple	Chairperson of the ESG Committee and Independent Director of the Company
Cyrille Ragoucy	Member and Chairman of the Board
Andrew James Neuling	Member and Chief Executive Officer
Andy Rogiest	Member and Chief Financial Officer
Philip Noens	Member and R&D & Sustainability Director
Tine Pieters	Member and Sustainability Manager

Major matters considered by the ESG Committee in 2025 were: reporting on the status of the BEYOND KPI’s, the Company’s CSRD roadmap and SBTi targets, development of the Company’s ESG governance and ESG Compliance & Risk Monitoring, presentation of ESG highlights, follow-up on progress on product certifications and ESG priority projects.

**Chief Executive Officer**

As of March 1<sup>st</sup> 2024, Mr Neuling was appointed as CEO by the Board of Directors succeeding Cyrille Ragoucy. The CEO reports directly to the Board of Directors. He has direct operational responsibility for the Company and oversees the organisation and day-to-day management of the Company and its subsidiaries.

The CEO is responsible for the execution and management of the outcome of all Board of Directors’ decisions.

The CEO heads the Management Committee, which reports to him, within the framework established by the Board of Directors and under its ultimate supervision.

**Management Committee**

The Management Committee is chaired by the CEO. Other members of the Management Committee are appointed and removed by the Board of Directors upon the advice of the CEO and the Remuneration and Nomination Committee.

The Management Committee exercises the duties assigned to it by the CEO, under the ultimate supervision of the Board of Directors.

The composition of the Company’s Management Committee changed in 2025, as a result of Mr Jay Brown

resigning from his mandate at Bentley Mills and the appointment of Mr Jim Cusick as Interim President of Bentley Mills in August 2025. Effective April 13<sup>th</sup>, 2026, Jim Cusick has become President of Bentley Mills. It consists of the following members on 31 December 2025:

Name	Position
EQIDNA BV, represented by Andrew James Neuling	Chief Executive Officer
ANMIRU BV, represented by Andy Rogiest	Chief Financial Officer
Jim Cusick	Interim President Bentley Mills
Charlotte Veys	HR Director

**Mr Andrew James Neuling** (representative of EQIDNA BV) joined Belysse in October 2022 as Managing Director for Europe and became CEO as from 1 March 2024. He is a seasoned and dynamic executive who brings vast experience from a number of industries where he held senior positions and transformative roles. He began his career in South East Asia in the Lighting sector where he progressed to be Regional Manager for Zumtobel before moving to Europe for his MBA.

Mr Neuling then joined GE Plastics in a senior commercial role, and then subsequently led the turnaround of GE’s European Sheets and Film business. He then went on to reorganise and divest two global divisions at Rio Tinto Alcan, before taking on senior roles at Mondi Group and Scapa. In 2017, Mr Neuling was appointed as the Vice President at Beaulieu Flooring Solutions. Immediately prior to Belysse, he aided Melrose in the divestment of Nortek HVAC to Madison.

Mr Neuling holds a Bachelor’s degree in Electrical & Electronic Engineering (University of Adelaide, Australia), a Graduate Diploma in Marketing (Thames Business School, Singapore) and a Master of Business Administration (IMD Business School, Switzerland).

**Mr Andy Rogiest** (representative of ANMIRU BV) was appointed Chief Financial Officer of Belysse in early June 2022. He has extensive experience in corporate finance and joined us from Belgian healthcare innovator Home Health Products, where he was COO. Before, he held several senior functions in finance, strategy and operations at Imperial Meat Products, Ontex and PSA HNN.

Mr Rogiest holds Masters degrees in Applied Economics (Ghent University, Belgium) and Finance (Vlerick Business School, Belgium).

**Ms Charlotte Veys** Charlotte Veys started her career at Belysse in 2010. Before becoming HR Director in March 2022, she held various other HR functions at Belysse Group and was the Company’s Compensation & Benefits manager.

Ms Veys holds a Master’s degree in Psychology (Catholic University Leuven, Belgium).

**Mr Jim Cusick** brings over 30 years of manufacturing experience, including leadership roles at Shaw Industries and Welspun Flooring in India. He has successfully managed large-scale, multi-site operations and is recognized for his strong commitment to safety, customer focus, team development, and continuous improvement. Combining strategic vision with hands-on leadership, Jim drives sustainable growth and operational excellence.

Mr Cusick holds a Bachelor’s degree of Science Industrial and Systems engineering from the University of Florida.

### **Change in 2026**

Mrs Charlotte Veys left the Company in January 2026. She has been replaced by Mrs Sabine Blanchet, as interim HR director. Mrs Blanchet is not a member of the Company's Management Committee.

### **Statutory auditor**

The audit of the statutory and consolidated financial statements of the Company is entrusted to the statutory auditor appointed at the Shareholders' Meeting, for renewable terms of three years. The current statutory auditor is PricewaterhouseCoopers Bedrijfsrevisoren BV, with its registered office at Culliganlaan 5, 1831 Machelen, and represented by Mr Wouter Coppens.

The current mandate of PricewaterhouseCoopers Bedrijfsrevisoren BV will expire at the Annual General Shareholders' Meeting that will be asked to approve the annual accounts for the financial year ended on 31 December 2025. In line with Belgian law related to the rotation of audit activities of Public Interest Entities (PIE), the Company has organized a public tender for its financial audit activities.

Article 3:71 of the Belgian Code on Companies and Associations and article 24 of the Law of 7 December 2016 on the organisation of the profession of and the public supervision over auditors, limit the liability of auditors of listed companies to € 12m for, respectively, tasks concerning the legal audit of annual accounts within the meaning of article 3:55 of the Belgian Code on Companies and Associations and other tasks reserved to auditors of listed companies by Belgian law or in accordance with Belgian law, except for liability resulting from the auditor's fraud or other deliberate breach of duty.

In 2025, the remuneration paid to the statutory auditor for auditing activities (including CSRD attestation) amounted to €524,200 and other attestation missions (ESEF attestation, services in the context of the half-year reporting) amounting to €32,750.

Remuneration paid for other assignments outside the audit mandate were €26,810 for tax related services

## **Relevant information in the event of a takeover bid**

Article 34 of the Royal Decree of 14 November 2007 on the obligations of issuers of securities which have been admitted to trading on a regulated market, requires that listed companies disclose certain items that may have an impact in the event of a takeover bid.

### **Capital structure**

A comprehensive overview of our capital structure as of 31 December 2025 can be found in the 'Capital Structure' section of this Corporate Governance Statement.

### **Restrictions on transfers of securities**

The Company's articles of association do not impose any restrictions on the transfer of shares. Furthermore, the Company is not aware of any such restrictions imposed by Belgian law except in the framework of the Market Abuse Regulation.

### **Holders of securities with special control rights**

There are no holders of securities with special control rights other than the nomination rights set out below.

The Company has not set up employee share plans where control rights over the shares are not exercised directly by the employees.

**Restriction on voting rights**

The articles of association of the Company do not contain any restrictions on the exercise of voting rights by the shareholders, provided that the shareholders concerned comply with all formalities to be admitted to the Shareholders' Meeting.

**Shareholder agreements**

Belysse is not aware of any shareholder agreement which includes, or could lead to, a restriction on the transfer of its shares or exercise of voting rights related to its shares.

**Rules on the appointment and replacement of members of the Board of Directors and on amendments to the articles of association**

The term of office of directors under Belgian law is limited to six years (renewable) but the Corporate Governance Code recommends that it be limited to four years.

In accordance with the articles of association, the Company is managed by a Board of Directors that shall consist of a minimum of five directors. These are appointed by the Shareholders' Meeting for a maximum term of four years (renewable), as recommended by the Corporate Governance Code, and may be reappointed. Their mandate may be revoked at any time by the Shareholders' Meeting.

Should any of the directors' mandates become vacant, for whatever reason, the remaining directors may temporarily fill such vacancy until the next Shareholders' Meeting appoints a new director.

For as long as LSF9 Belysse Holdco S.à r.l. ('LSF9') or a company affiliated therewith within the meaning of article 1:20 of the Belgian Code on Companies and Associations (a 'company affiliated therewith'), directly or indirectly, holds at least 50% of the total number of shares issued by the Company – which was the case in 2025 – it is entitled to nominate at least five directors to be appointed by the Shareholders' Meeting.

For as long as LSF9 or a company affiliated therewith, directly or indirectly, holds less than 50% but at least 40% of the total number of shares issued by the Company, it is entitled to nominate four directors to be appointed by the Shareholders' Meeting.

For as long as LSF9 or a company affiliated therewith, directly or indirectly, holds less than 40% but at least 30% of the total number of shares issued by the Company, it is entitled to nominate three directors to be appointed by the Shareholders' Meeting.

For as long as LSF9 or a company affiliated therewith, directly or indirectly, holds less than 30% but at least 20% of the total number of shares issued by the Company, it is entitled to nominate two directors to be appointed by the Shareholders' Meeting.

For as long as LSF9 or a company affiliated therewith, directly or indirectly, holds less than 20% but at least 10% of the total number of shares issued by the Company, it is entitled to nominate one director to be appointed by the Shareholders' Meeting.

If the direct or indirect shareholding of LSF9 or a company affiliated therewith in the Company falls below one of the aforementioned thresholds, LSF9 shall cause a director appointed upon its nomination to tender its, his or her resignation as director with effect as of the date of the next annual Shareholders' Meeting, failing which the mandate of the director who was most recently appointed upon LSF9's nomination, shall automatically terminate on the date of the next annual Shareholders' Meeting.

The CEO is vested with the day-to-day management of the Company and the representation of the Company in respect of such management. The Board of Directors appoints and removes the CEO.

Within the limits of the powers granted to him/her by or pursuant to the articles of association, the CEO may delegate special and limited powers to a Management Committee or any other person.

Save for capital increases decided by the Board of Directors within the limits of the authorised capital, only an Extraordinary Shareholders' Meeting is authorised to amend the Company's articles of association. A Shareholders' Meeting is the only body which can deliberate on amendments to the articles of association, in accordance with the articles of the Belgian Code on Companies and Associations.

## Authorised capital and acquisition of own shares

### Authorised capital

According to article 6 of the articles of association, the Board of Directors may increase the capital of the Company once or several times by a (cumulated) amount of maximum 100% of the amount of the capital.

This authorisation may be renewed in accordance with the relevant legal provisions. The Board of Directors can exercise this power for a period of five years as from the date of publication in the Annexes to the Belgian Official State Gazette of the amendment to the articles of association approved by the Extraordinary Shareholders' Meeting of 22 May 2024.

Any capital increase which can be decided pursuant to this authorisation will take place in accordance with the modalities to be determined by the Board of Directors and may be effected (i) by means of a contribution in cash or in kind (where appropriate including a in distributable share premium), (ii) through conversion of reserves, whether available or unavailable for distribution, and issuance premiums, with or without issuance of new shares with or without voting rights. The Board of Directors can also use this authorisation for the issuance of convertible bonds, subscription rights or bonds to which subscription rights or other tangible values are connected, or other securities.

When exercising its authorisation within the framework of the authorised capital, the Board of Directors can limit or cancel the preferential subscription right of shareholders in the interests of the Company, subject to the limitations and in accordance with the conditions provided for by the Belgian Code on Companies and Associations. This limitation or cancellation can also occur to the benefit of the employees of the Company or its subsidiaries, or to the benefit of one or more specific persons, even if these are not employees of the Company or its subsidiaries.

The Board of Directors is expressly empowered to proceed with a capital increase in all forms, including but not limited to a capital increase accompanied by the restriction or withdrawal of the preferential subscription right, (even after receipt by the Company of a notification by the FSMA) of a takeover bid for the Company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in article 7:202 of the Belgian Code on Companies and Associations. The powers hereby conferred on the Board of Directors remain in effect for a period of three years from the date of publication in the Annexes to the Belgian Official State Gazette of the authorisation of the Extraordinary Shareholders' Meeting of 22 May 2024. These powers may be renewed for a further period of three years by resolution of the Shareholders' Meeting, deliberating and deciding in accordance with applicable rules. If the Board of Directors decides upon an increase of authorised capital pursuant to this authorisation, this increase will be deducted from the remaining part of the authorised capital specified in the first paragraph.

In the course of 2025, the Board of Directors did not make use of its mandate to increase the Company's capital as stated in article 6 of the articles of association.

### **Acquisition of own shares**

According to article 16 of its articles of association, the Company may, without any prior authorisation of the Shareholders' Meeting, in accordance with articles 7:215 of the Belgian Code on Companies and Associations and within the limits set out in these provisions, acquire, on or outside a regulated market maximum 20% of its own shares for a price which will respect the legal requirements, but which will in any case not be more than 10% below the lowest closing price in the last thirty trading days preceding the transaction and not more than 10% above the highest closing price in the last thirty trading days preceding the transaction. This authorisation is valid for five years from the date of the publication in the Annexes to the Official Belgian State Gazette of the authorisation of the Extraordinary Shareholders' Meeting of 22 May 2024. This authorisation covers the acquisition on or outside a regulated market by a direct subsidiary within the meaning and the limits set out by article 7:221, indent 1 of the Belgian Code on Companies and Associations. If the acquisition is made by the Company outside a regulated market, even from a subsidiary, the Company shall comply with article 7:215 §1, 4<sup>o</sup> of the Belgian Code on Companies and Associations.

The Board of Directors is authorised, subject to compliance with the provisions of the Belgian Code on Companies and Associations, to acquire and to divest for the Company's account the Company's own shares, profit-sharing certificates or associated certificates if such acquisition is necessary to avoid serious and imminent harm to the Company. Such authorisation is valid for three years as from the date of publication in the Annexes to the Official Belgian State Gazette of the authorisation of the Extraordinary Shareholders' Meeting of 22 May 2024.

In accordance with article 7:218 of the Belgian Code on Companies and Associations the Board of Directors is authorised to divest itself of part of or all the Company's shares at any time and at a price it determines, on or outside the stock market or in the framework of its remuneration policy to members of the personnel of the Company. This authorisation covers the divestment of the Company's shares, profit-sharing certificates or associated certificates by a direct subsidiary within the meaning of article 7:221, indent 1 of the Belgian Code on Companies and Associations. By authorisation of the Extraordinary Shareholders' Meeting of 22 May 2024 the Board of Directors is, in accordance with article 7:218 §1, 4<sup>o</sup> of the Belgian Code on Companies and Associations, explicitly authorised to divest its own shares, in favour of persons who are not part of the personnel of the Company.

In the course of 2025, the Board of Directors did not make use of its mandate to acquire its own shares as stated in article 16 of the articles of association.

## **Material agreements to which Belysse or certain of its subsidiaries is a party containing change of control provisions**

### **Senior Secured Notes**

As of 31 December 2023, LSF9 Belysse Issuer S.à r.l. (the "Issuer") had €128,684,663 in aggregate principal amount outstanding (excluding capitalised financial fees and excluding capitalised PIK interests) of Senior Secured Notes due 2024 (the "2024 Notes"), which were issued pursuant to an indenture dated as of 8 March 2021, as amended (the "Indenture"), and €1,838,700 in aggregate principal amount of Senior Secured Notes due 2030 (the "2030 Notes"), which were issued pursuant to an indenture dated as of 3 August 2015, as amended.

On 5 February 2024, the Issuer refinanced all of the outstanding 2024 Notes with the proceeds of a new €120 million (equivalent) term facility agreement provided by Blantyre to LSF9 Belysse Investments S.à r.l. (see

below). The refinancing was completed partly by repurchasing the 2024 Notes held by certain noteholders holding approximately 75% of the total outstanding 2024 Notes at a price equal to 86.5% of the face value, with the balance amount being redeemed at 100% of the face value through the optional redemption provisions under the Indenture.

### **Revolving Credit Facility**

As at 31 December 2023, the Issuer had a €45 million super senior revolving credit facility due in 2024 (the 'Existing RCF'). On 11 January 2024, the Issuer's direct subsidiary, LSF9 Belysse Investments S.à r.l. entered into a new €20 million super-senior revolving credit facility (the 'New RCF'), and which has replaced the now-cancelled Existing RCF. The New RCF has been made available on customary terms for facilities of this nature, for a term ending on 2 August 2027, with the option to extend by one year if the new Term Facility is extended concurrently.

The New RCF provides that a mandatory prepayment in full or in part will be required upon the occurrence of certain circumstances (each, an 'Exit Event'), being either (i) a disposal of all or substantially all of the assets of the LSF9 Belysse Investments S.à r.l. or its subsidiaries or (ii) a change of control where (a) certain shareholders directly or indirectly holding a majority of the total outstanding shares of LSF9 Belysse Investments S.à r.l. (the 'Permitted Holders') cease to own more than 40% of the shares of LSF9 Belysse Investments S.à r.l., (b) any person acquires more of shares in LSF9 Belysse Investments S.à r.l. than are held in aggregate by the Permitted Holders, (c) the Issuer ceases to directly own all of the share of LSF9 Belysse Investments S.à r.l. (excluding any shares issued to roll-up investors for a temporary period of time) or (d) a sale of the company's business and operations conducted in the United States.

### **Committed Term Facility**

On 7 December 2023, LSF9 Belysse Investments S.à r.l. entered into a new €120 million (equivalent) term facility agreement provided by Blantyre (the 'Term Facility').

The Term Facility has been made available on customary terms for facilities of this nature, priced at 6.00% p.a. cash pay plus 5.00% p.a. payment-in-kind ('PIK') interest (in respect of EUR loans) and 7.00% p.a. cash pay plus 5.00% p.a. PIK interest (in respect of USD loans) (in each case, at a fixed rate, except that PIK interest on EUR loans and USD loans is subject to a leverage-based margin ratchet and so may in each case increase by a further 2.00% p.a. where certain financial ratios have been exceeded). The PIK Interest will be capitalised at the end of each interest period and bear interest at the prevailing rate. LSF9 Belysse Investments S.à r.l. may unilaterally request to extend the maturity of the Term Facility by one year.

The Term Facility provides that a mandatory prepayment in full or in part will be required upon the occurrence of an Exit Event.

Several pledge agreements have been established, including, but not limited to, material bank accounts of various entities within the group and share pledge agreements on the group's operational entities. These pledge agreements are granted in favor of the lenders of the Term Facility and the Revolving Credit Facility.

As a condition to funding, Blantyre was granted contingent value rights (the 'CVR') linked to the equity value of Belysse Group NV, that, upon the occurrence of certain trigger events, entitles the CVR holder to receive a cash payment or, at the option of Belysse (subject to any requisite shareholder approval), an issuance of shares equal to 20% of the equity value of Belysse Group NV above a specified threshold of €41.1 million (the 'Threshold'). The payments under the CVRs are to be made: (i) mandatorily in case of a sale of all or substantially all of the assets of, or shares of Belysse Group NV; and (ii) at the option of the CVR holder in case either (a) the shareholding of the Permitted Holders falls to 40% or less; or (b) another person or persons acting in concert acquires more shares in Belysse Group NV than the Permitted Holders (the events described at (i) and (ii) above, each a 'CVR Control Event'). In addition to a CVR Control Event, the CVR

holders have the option to exercise their payment rights from 7 December 2027 onwards. The proceeds of the Term Facility have been used to complete the refinancing of all of the outstanding 2024 Notes (see above).

### **Sale-and-leaseback**

On 20 December 2019, the Company entered into a sale- and-leaseback agreement with three banks. If a third party gains control over the Company, the banks are entitled to terminate the agreement at their own discretion. This change of control clause was approved by the general Shareholders' Meeting of 26 May 2020 in accordance with article 7:151 of the Belgian Code on Companies and Associations.

On 31 March 2022, this sale-and-leaseback agreement was split as part of a partial demerger in the framework of the Divestment and remained in place with the Company solely in relation to the Tielt property.

### **Factoring Agreements**

Several subsidiaries of the Company entered into separate invoice discounting agreements with KBC Commercial Finance NV ('KBCCF') dated 1 April 2022, pursuant to which these subsidiaries transfer title to all their current and future trade receivables falling under such arrangements to KBCCF. On several occasions, this agreement has been amended. The last time on 1 June 2024. According to the applicable general terms, the outstanding sums are immediately due in case of a change of control, if such a change would not be in the interest of the bank. The general terms and conditions include typical clauses standard for this type of transaction, including grounds for termination if the envisaged transaction volume is not achieved.

On 31 October 2024, Bentley Mills, Inc. ('Bentley Mills') entered into a factoring agreement with KBC Commercial Finance NV ('KBCCF') pursuant to which Bentley Mills sells to KBCCF all accounts arising out of Bentley Mills' Sales in connection with its business.

### **2022 Long Term Incentive Plan**

On 15 June 2022, the Board of Directors approved a new long-term incentive plan (the '2022 LTIP'). The PSUs granted under the 2022 LTIP will vest to relevant managers that still provide services to the Belysse Group on the third anniversary of their award, to the extent that the Company's share price reaches certain defined targets. The clause allowing for accelerated PSU vesting in the event of the closing of a public takeover bid for the Company was approved by the Shareholders' Meeting of 26 May 2020, in accordance with article 7:151 of the Belgian Code on Companies and Associations.

### **Severance pay pursuant to the termination of contract of Board members or employees pursuant to a takeover bid**

The Company has not concluded any agreement with its Board members or employees which would result in the payment of specific severance pay if, pursuant to a takeover bid, the Board members or employees resign, are dismissed or their employment agreements are terminated.

Please see the section 'Provisions concerning individual severance payments for Management Committee members / Termination Provisions' of this Corporate Governance Statement on termination provisions of the members of the Management Committee.

## Conflicts of interest

### **Directors' conflicts of interest**

Articles 7:96 and 7:97 of the Belgian Code on Companies and Associations provides for a special procedure if a director of the Company, save for certain exempted decisions or transactions, directly or indirectly has a personal financial interest that conflicts with a decision or transaction that falls within the Board of Directors' powers. The director concerned must inform the other directors before any decision of the Board of Directors is taken and the statutory auditor must also be notified. For listed companies, the director thus conflicted may not participate in the deliberation or vote on the conflicting decision or transaction.

### **Relevant section of the minutes of the Board of Directors of 29 February 2024**

Before the deliberation started, Mr Cyrille Ragoucy declared a conflict of interest, as defined in article 7:96 of the Belgian Code on Companies and Associations ('BCCA'), concerning the following item on the agenda: upon proposal from the Remuneration and Nomination Committee and subject to approval by the general meeting of the Company, the approval of the remuneration to be paid in respect of Mr. Cyrille Ragoucy's mandates as director and chairman of the Board of Directors of the Company and for his role as advisor to the management, as included in the new director's agreement of Mr Cyrille Ragoucy.

The conflict results from the fact that Mr Ragoucy is both director of the Company and will also be remunerated for consultancy services to the Company.

In observance of article 7:96 of the Belgian Code on Companies and Associations, the Board acknowledged that the approval of the remuneration to be paid in respect of Mr. Cyrille Ragoucy's mandates as director and chairman of the Board of Directors of the Company and for his role as advisor to the management would have the following financial consequences for the Company: an annual fee for the chairman of the Board of Directors of € 70,000 gross and annual fee for the consultancy services as an advisor to the management of € 130,000 gross.

In accordance with article 7:96 BCCA, Mr Ragoucy refrained from taking part in the deliberations and from voting on those resolutions. The Board noted that Mr Ragoucy did not participate in the deliberation and decision making on the approval.

The Board noted that the quorum was met notwithstanding that Mr Ragoucy did not participate in the deliberation nor in the voting on any item giving rise to the conflict of interest.

Notwithstanding the aforementioned conflict of interest, each director, by signing the minutes, confirmed approval of any documents, events, transactions mentioned therein, to be in the corporate interest.

### **Compliance with the 2020 Belgian Code on Corporate Governance**

Belysse is committed to high standards of corporate governance and to the 2020 Corporate Governance Code as a reference code for the financial year ending 31 December 2025. As the Corporate Governance Code is based on a 'comply or explain' approach, the Board of Directors intends to comply with the Corporate Governance Code, except with respect to the following:

1. The articles of association allow the Company to grant shares, stock options and other securities vesting earlier than three years after their grant. The current Long Term Incentive Plans (2022 LTIP) include a vesting period of three years after the date of

reward of the PSUs, with the sole exception of an accelerated PSU vesting in the event of the closing of a public takeover bid for the Company. The Board considers that the vesting of the Performance Share Units to the relevant managers that still provide services to the Belysse Group on the third anniversary of their award fosters a sustainable and long-term commitment of these managers to shareholder value creation that addresses the goal of Principle 7.11 of the Corporate Governance Code;

2. The group of directors appointed at the nomination of LSF9 Belysse Holdco S.à r.l., constitute a majority of the directors (5 out of 9) as a consequence of the majority of shares held by that company. This situation is specific to the Company's shareholding structure and is based on nomination rights set out in the Company's articles of association. As LSF9 Belysse Holdco S.à r.l. reduces its shareholding below certain agreed percentages their right to appoint directors is also reduced (see above). The Remuneration and Nomination Committee aims to ensure, in consultation with LSF9 Belysse Holdco S.à r.l., that the Board of Directors is well-balanced and that non-executive directors have complimentary skills and experience;
3. The non-executive directors of the Board of Directors are not remunerated in shares, which are held until one year after they leave the Board of Directors and at least three years after the moment of the award. Their personal interests are aligned with the long-term interests of the Company. Also the non-executive independent directors are not remunerated in shares, because the Company feels that they are sufficiently oriented to the creation of long-term value for the Company and in this way they maintain their independent status. This will be reviewed annually;
4. The members of the Management Committee are not remunerated in shares. To ensure the personal interests of the Management Committee are aligned with the interests of long-term shareholders, other mechanisms were put in place, i.e., LTIP and variable remuneration;
5. The variable remuneration awarded to members of the Management Committee for 2025 was based upon Group financial targets (Group management: CEO, CFO and HR director) or upon the divisional financial targets (CEO and MD commercial/residential Europe and MD Bentley) and not on individual targets. This will be reviewed annually;
6. No specific provisions on the recovery of or withholding of payment of variable remuneration are inserted in the contracts with Management Committee members. The customary triggers included in claw-back provisions, such as fraud or gross misconduct, can be addressed in other ways such as dismissal (for cause), recovery on the basis of civil law, exclusion from D&O insurance coverage and others. In addition, the number of situations that could give rise to a claw-back is very limited, as grants of variable remuneration will be based on audited financial information.

## Remuneration report

### Introduction

The remuneration report is structured in a way to be transparent and to comply with the latest rules, regulations and guidance on the (standardised) presentation of the remuneration report, including the Shareholder Rights Directive and the related Belgian Implementation Act.

The remuneration paid to the members of the Board of Directors and the Management Committee in 2025 was in line with Belysse's remuneration policy, as amended and approved by the Shareholders' Meeting of 22 May 2024.

This remuneration policy continues the existing practices, while updating certain principles to better promote the long-term interests of the Company and the alignment of all stakeholders.

During the financial year 2025, Belysse did not deviate from the principles laid down in its remuneration policy.

### Remuneration of directors

In accordance with the Company's remuneration principles, as decided by the Shareholders' Meeting dated 22 May 2024, the independent directors and non-executive directors of the Board of Directors may be entitled to a (fixed) remuneration for their director's mandate. No director's remuneration was paid to the directors appointed upon nomination by LSF9 Belysse Holdco S.à r.l.

The remuneration of the independent members of the Board of Directors was as follows in 2025:

- Annual independent director's fee of € 40,000 gross;
- Additional annual fee for each Committee membership (Audit Committee and Remuneration and Nomination Committee) of € 10,000 gross;
- Additional annual fee for the chairperson of the ESG Committee of € 10,000 gross;
- The remuneration of Mr Ragoucy, as non-executive member of the Board of Directors, was as follows in 2025:
  - Annual fee for the chairman of the Board of Directors of € 70,000 gross, and;
  - Annual fee for the consultancy services as an advisor to the management of € 130,000 gross.

The actual remuneration granted to the directors in 2025:

Name / position	Board Chairmanship	Advisor to the management	Independent directorship	AC membership	RNC membership	ESG Committee Chairmanship	Total
Cyrille Ragoucy Chairman of the Board of Directors	€ 70,000	130,000	-	-	-	-	€ 200,000
Michael Kolbeck Non-Executive Director Chairman of the Remuneration and Nomination Committee	-	-	-	-	-	-	-
Flora Siegert Non-Executive Director	-	-	-	-	-	-	-
Claire Knollys Non-Executive Director	-	-	-	-	-	-	-
Accelium BV, represented by Nicolas Vanden Abeele Independent Director	-	-	€ 40,000	€ 10,000	€ 10,000	-	€ 60,000
Heath Road BV, represented by Johan Deburchgrave Independent Director	-	-	€ 23,333	-	5,833	-	€ 29,166
Vanessa Temple Independent Director	-	-	€ 40,000	€ 10,000	-	€ 10,000	€ 60,000
Itzhak Wiesenfeld Independent Director	-	-	€ 16,667	-	€ 4,167	-	€ 20,834
Neal Morar Non-Executive Director Chairman of the Audit Committee	-	-	-	-	-	-	-
Hannah Strong Non-Executive Director	-	-	-	-	-	-	-
Patrick Lebreton Non-Executive Director	-	-	-	-	-	-	-
Vishesh Khatnani Non-Executive Director	-	-	-	-	-	-	-
<b>Total</b>	<b>€ 70,000</b>	<b>€ 130,000</b>	<b>€ 120,000</b>	<b>€ 20,000</b>	<b>€ 20,000</b>	<b>€ 10,000</b>	<b>€ 370,000</b>

No other benefits were paid to the members of the Board of Directors for their director's mandate. A total of € 370,000 gross was granted.

### Remuneration granted to the CEO and other members of the Management Committee

The remuneration for the members of the Management Committee was reviewed by the Board of Directors on 6 March 2025 based on recommendations from the Remuneration and Nomination Committee of 5 March 2025.

In line with the Company's remuneration principles, as decided by the Shareholders' Meeting dated 22 May 2024, the remuneration of the members of the Management Committee included (i) a fixed annual fee, (ii) a variable annual fee (short-term incentive plan ('STIP')), (iii) a long-term incentive plan ('LTIP'), (iv) pension contributions, and (v) various other benefits.

**(i) Fixed annual fee**

For the financial year 2025, the CEO received a fixed annual fee of € 358,958 (gross) and the other members of the Management Committee received a total fixed annual fee of € 715,328 (gross).

**(ii) Short-term incentive plan ('STIP')**

The short-term incentive plan rewards the realisation of key financial performance indicators with targets recommended by the Remuneration and Nomination Committee and approved by the Board of Directors for the period from 1 January 2025 to 31 December 2025.

For the CEO, the CFO and the HR Director, the STIP for 2025 was based on Group financial targets: 70% on Group Adjusted EBITDA and 30% on Group Quarterly Cash. For the CEO, the STIP for 2025 was based on the Group and the divisional financial targets: 20% on Group adjusted EBITDA, 50% on Divisional Adjusted EBITDA and 30% on Group Quarterly Cash.

For the Managing Director of Bentley, the STIP was based on the divisional financial targets: 70% on Divisional Adjusted EBITDA and 30% on Divisional Quarterly Cash.

The Remuneration and Nomination Committee evaluated achievement against the 2025 performance objectives for each member of the Management Committee and proposed their short-term variable remuneration component to the Board of Directors.

The aim of the variable fee is to create a high-performance culture through a cash bonus linked to performance against contracted deliverables with due regard to preventing excessive risk taking. This STIP is harmonised throughout the organisation. It is designed to reward the manager for the performance of the Company and its divisions over a one-year time horizon.

The variable remuneration is not spread over time. In 2025, the target STIP was 66% of fixed annual remuneration for the CEO and, on average, 40% of annual fixed remuneration for other members of the Management Committee.

**(iii) Long-term incentive plan ('LTIP')**

In 2018, the Board of Directors decided to implement annual Long-Term Incentive Plans ('LTIPs') to create alignment between manager's and shareholders' interests. These LTIPs consist of Performance Share Units ('PSUs').

The PSUs in the 2018 LTIP could vest to relevant managers that still provide services to the Belysse Group on the third anniversary of their award and are converted into shares, to the extent that the Company's share price had reached defined targets with a minimum hurdle of € 13.25 per share required for any conversion. The 2018 LTIP was awarded to members of the Management Committee at that time. Since the minimum hurdle was not reached, there was no vesting in 2021.

In 2019, a similar LTIP was designed to drive the performance and long-term growth of the group by offering long-term incentives to managers who contribute to such performance and growth and was also intended to facilitate recruiting and retaining personnel of outstanding ability. The PSUs granted under the 2019 LTIP will vest to relevant managers that still provide services to the group on the second and third anniversaries of their award, to the extent that the Company's share price has reached certain defined targets, all significantly above the current share price. The clause allowing for accelerated PSU vesting in the event of the closing of a public takeover bid for the Company was approved by the Shareholders' Meeting on 28 May 2019, in accordance with article 7:151 of the Belgian Code on

Companies and Associations. The 2019 LTIP was awarded to the CEO and to the other members of the Management Committee.

Since the minimum hurdle was not reached, there was no vesting in 2022.

For the same purposes, a 2020 LTIP was also implemented. The PSUs granted under the 2020 LTIP will vest to relevant managers that still provide services to the Belysse Group on the third anniversary of their award, to the extent that the Company's share price reaches certain defined targets. The clause allowing for accelerated PSU vesting in the event of the closing of a public takeover bid for the Company was approved by the Shareholders' Meeting on 26 May 2020, in accordance with article 7:151 of the Belgian Code on Companies and Associations. The 2020 LTIP was awarded to the members of the Management Committee, except to the CEO.

In 2021 no LTIP was implemented.

For the same purposes as the previous LTIPs, a 2022 LTIP was implemented. The PSUs granted under the 2022 LTIP will vest to relevant managers that still provide services to the Belysse Group on the third anniversary of their award, to the extent that the Company's share price reaches certain defined targets. The clause allowing for accelerated PSU vesting in the event of the closing of a public takeover bid for the Company was approved by the Shareholders' Meeting on 26 May 2020, in accordance with article 7:151 of the Belgian Code on Companies and Associations. The 2022 LTIP was awarded to the members of the Management Committee, except to the CEO.

In 2023 and 2024 and 2025 no LTIP was implemented.

**(iv) Pension contributions**

Members of the Management Committee can be entitled to affiliation with a Group insurance scheme.

**(v) Other benefits**

Members of the Management Committee can be entitled to a company car or car allowance, lunch vouchers and fixed expenses.

**(vi) Overall remuneration awarded to the CEO as a member of the Management Committee**

For the year ended 31 December 2025, the total remuneration of the CEO was as follows:

- Base salary (gross remuneration): € 358,958
- Variable remuneration (relating to performance in 2025, paid out in 2026): € 41,359
- Pension: nil
- Other compensation components (Company car, fuel card and smartphone): nil
- No PSUs were granted in 2025.

**(vii) Remuneration awarded to the other Management Committee members**

For the year ended 31 December 2025, the total remuneration of the other Management Committee members was as follows:

- Base salary (gross remuneration): € 715,328
- Variable remuneration (relating to performance in 2025, paid out in 2026): € 66,239
- Pension: € 9,975

- Other compensation components (car, insurance, lunch vouchers, representation allowances): € 93,352
- No PSUs were granted in 2025.

### Overview LTIP

Main conditions of LTIP						Information regarding the financial year
In 2023, 2024 and 2025 no LTIP was implemented.						
Beneficiaries	Plan	Performance Period	Award Date	Vesting Date	PSU Awarded	Shares vested
Members of the Management Team	2022	01/07/2022 - 01/07/2025	01/07/2022	01/07/2025	52,205	0
	2020	11/09/2020 - 11/08/2023	11/09/2020	11/08/2023	84,500	0
	2019	Period 1: 05/16/2019 - 05/15/2021	16/05/2019	Vesting date 1: 05/15/2021	343,500	0
		Period 2: 05/16/2019 - 05/15/2022		Vesting date 2: 05/15/2022		
2018	07/01/2018 - 06/30/2021	07/01/2018		46,666	0	

### Overview remuneration

Name and position	Fixed annual fee	STIP	LTIP	Pension	Various other benefits	Total remuneration	% of fixed and variable
CEO	€ 358,958	€ 41,359	€ 0	€ 0	€ 0	€ 400,317	90% fixed 10% variable
Other members of the Management Committee (total)	€ 715,328	€ 66,239	€ 0	€ 9,975	€ 93,352	€ 884,894	81% fixed 19% variable

## Changes to the remuneration policy since the end of 2025

No changes have been made to the remuneration policy since the end of 2025.

### Provisions concerning individual severance payments for Management Committee members / Termination provisions

During 2025, no changes were made for the following specific termination provisions of the enumerated Management Committee members.

Other than in the case of termination in certain events of breach of contract, the CEO is entitled to a notice period of six (6) months or a termination fee equal to the proportion of the fixed fee that he would be entitled to during this six months' period.

Other than in the case of termination in certain events of breach of contract, the CFO is entitled to a minimum notice period of six (6) months and a termination fee equal to the relevant portion of his fixed fee for early termination of the notice period.

Other than in the case of termination in certain events, Mr Jim Cusick is entitled to a notice period of sixty (60) days or a payment in lieu of notice equivalent to the base salary which would have been payable or have accrued during the notice period.

Ms Charlotte Veys left the Company in January 2026.

## Comparative information on change of remuneration and Company performance, and ratio

	FY 2017 <sup>a</sup>	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025
Board of Directors members' total remuneration	€ 124,584	€ 216,022	€ 162,930	€ 154,462	€ 170,000	€ 160,000	€ 160,000	€ 336,666	€ 370,000
CEO's total Remuneration	€ 584,000	€ 776,490	€ 990,664	€ 867,141	€ 1,493,472	€ 1,596,008	€ 521,856	€ 472,786	€ 400,317
Management Committee members' Total remuneration	€ 1,708,496	€ 1,353,114	€ 2,230,675	€ 2,536,733	€ 3,901,427	€ 2,120,537	€ 1,185,377	€ 1,078,329	€ 884,894
<b>Company performance</b>									
Group Adjusted EBITDA	€ 84,381,000	€ 72,352,00	€ 74,356,000	€ 67,990,000	€ 87,800,000	€ 35,500,000	€ 33,700,000	€ 42,440,000	€ 34,400,000
<b>Average remuneration (on a full-time equivalent basis) for employees</b>									
Employees of the Company <sup>b</sup>	€ 584,000	€ 776,490	€ 990,664	€ 867,141	€ 1,493,472	€ 1,596,008	€ 521,856	€ 472,786	€ 400,317

<sup>a</sup> As Belysse Group NV was incorporated in 2017, only data as from 2017 can be mentioned  
<sup>b</sup> Only one individual has an employment agreement with Belysse Group NV.

### Clawback provision regarding members of the Management Committee

There are no clawback provisions. No specific provisions on the recovery of or withholding of payment of variable remuneration are inserted in the contracts with Management Committee Members. The customary triggers included in claw-back provisions, such as fraud or gross misconduct, can be addressed in other ways such as dismissal (for cause), recovery on the basis of civil law, exclusion from D&O insurance coverage and others. In addition, the number of situations that could give rise to a claw-back is very limited, as grants of variable remuneration will be based on audited financial information.

### Compliance with remuneration policy, long-term objectives and sustainability

Remuneration is aligned with current market practice and targets a market median position for the total salary package. The remuneration system rewards individual performance. Short-term variable pay incentivises actions and results in line with annual Company targets. Long-term commitment to the Company is stimulated through a sharebased long-term incentive plan, that considers the share price performance of the Company. Belysse's remuneration rewards its employees fairly and appropriately regardless of gender, nationality or beliefs, and will solely be based on function and performance.

### Derogations and deviations from the remuneration policy

There were no derogations or deviations in 2025.

In 2025, the ratio between the highest remunerated executive and the least remunerated employee (on a full-time equivalent basis) within the Company was 1.

### Information on shareholder vote

The Shareholders' Meeting on 28 May 2025 approved the remuneration report for financial year 2024 with a majority of 93.7%.

## 7. Risk management and internal control framework

### Introduction

Belysse operates a risk management and control framework in accordance with the Belgian Code on Companies and Associations and the Corporate Governance Code. Belysse is exposed to a wide variety of risks within the context of its business operations, possibly resulting in its objectives being affected or potentially not being achieved. Controlling such risks is a core task of the Board of Directors, the Management Committee and all other employees with managerial responsibilities. The risk management and control system has been set up to achieve the following goals: achieving Belysse's objectives, achieving operational excellence, ensuring correct and timely financial reporting and ensuring compliance with all applicable laws and regulations.

### Control environment

The control environment constitutes the basis of the internal control and risk management system. The control environment is defined by a mix of formal and informal rules and corporate culture on which the operation of the business relies.

### Three lines of defence

Belysse applies the 'three lines of defence model' to clarify roles, responsibilities and accountabilities, and to enhance communication within the area of risk and control:

- First line of defence: the line management is the first body responsible for assessing emerging risks continuously and implementing controls in response to these risks.
- Second line of defence: oversight functions such as Finance, Controlling, Safety Health Environment and Quality, Compliance and Legal oversee and challenge risk management as executed by the first line of defence. Those constituting the second line of defence provide guidance and direction and verify whether the first line of defence is properly designed, in place, and operating as intended.
- Third line of defence: External auditors, regulators and other external bodies reside outside the organisation's structure, but they have an important role in the organisation's overall governance and control structure. When coordinated effectively, external auditors, regulators and other groups outside the organisation can be considered as additional lines of defence, providing assurance to the organisation's shareholders, including the governing body and senior management.

There is no internal audit (director) as the current control environment is considered to provide sufficient security within the area of risk and control.

### Policies, procedures and processes

Corporate culture is sustained by the implementation of different company-wide policies, procedures and processes such as , the anti-fraud and anti-corruption policy, the gift and entertainment policy, the travel and expense note policy, the non-audit services policy, the reserved matters policy, the antitrust policy, the anti- money laundering policy, Delegation Of Authority and Signing (DOAS) policy, the economic sanctions policy, the privacy and data protection policies (GDPR) (including the data breach policy, data protection policy, the privacy policy for collaborators, the privacy policy for recruitment and selection), the whistleblowing policy and the quality management system. Both the Board of Directors and the Management Committee fully endorse these initiatives. Employees will be regularly informed and trained on these subjects to develop sufficient risk management and control at all levels and in all areas of the organisation. Belysse is a company with an open culture, striving to uphold the outmost business ethics. As unethical behaviour might take place in most organisations, having an open corporate culture is not always enough to eliminate such unethical behaviour. For this reason, Belysse

has implemented a speak-up procedure, policy and tool in 2020 and has further rolled out the awareness to all Belysse employees in following years. Cases which are reported in the whistleblowing tool and which fall within the scope of the policy are anonymously managed by a dedicated investigation team. General and discrete reporting on whistleblowing cases is provided to the Audit Committee.

### **Group-wide ERP system**

Both Belysse Europe and Belysse Bentley divisions operate a centrally managed ERP platform, embedding divisionlevel roles and responsibilities. These systems enforce standardised main flows, key internal controls, and undergo regular testing by the corporate finance department. The systems also allow detailed monitoring of activities and direct central access to data. Since 2023, Belysse Europe's ERP platform is hosted in two externally certified datacenters, accredited with ISO9001 and ISO27001.

In early 2025, Belysse Europe initiated the analysis and implementation of a modern, cloud based ERP and shopfloor platform. This program focuses on the integration, standardization, and simplification of business processes and data across the organization. By adopting a greenfield approach to implement this unified and scalable digital backbone, Belysse Europe aims to further strengthen operational efficiency, enhance support to our customers, and support the strategic evolution from a Make to Stock (MTS) to a Make to Order (MTO) operating model. This transformation is designed to improve transparency, responsiveness, and long term resilience within our end to end value chain.

### **Control activities**

Control measures are in place to minimise the effect of risk on Belysse's ability to achieve its objectives. These control activities are embedded in Belysse's key processes and systems to ensure that the risk responses and Belysse's overall objectives are carried out as designed.

Control activities are conducted throughout the organisation at all levels and within all departments. The following control measures have been implemented at Belysse Europe: an authorisation cascade in the computer system, access and monitoring systems in the buildings, payment authorities, cycle counts of inventories, identification of machinery and equipment, daily monitoring of the cash position and an internal reporting system by means of which both financial data and operational data are reported on a regular basis. Deviations from budgets and previous reference periods are carefully analysed and explained. Since 2023, an array of additional security measures, including multi-factor authentication, ZTNA technology, and network segmentation with firewalls, are in place to ensure the security of all data stored within computer systems.

### **Information and communication**

Belysse recognises the importance of timely, complete and accurate communication of information, top-down as well as bottom-up. The Group therefore communicates operational and financial information at both divisional and group level. The general principle is to ensure consistent and timely communication to all stakeholders of all information impacting their area of responsibility.

All key business processes are managed through each Division's ERP system. This not only offers extensive functionality with regard to internal reporting and communication, but also the ability to manage and audit access rights and authorisation management on a centralised basis. Further actions were implemented to safeguard the security and accessibility of reporting tools utilised by the Belysse Europe division.

The Management Committee also discuss the achieved financial results on a monthly basis. The Corporate Finance department directs the information and communication process.

For both internal and external reporting and communication, a financial calendar in which all reporting dates are set out is communicated to all parties involved.

### **Risk management**

Sound risk management starts with identifying and assessing the risks associated with the business, in order to minimise such risks on the organisation's ability to achieve its objectives and to create value for its stakeholders.

All Belysse employees are accountable for the timely identification and qualitative assessment of the risks within their area of responsibility. Belysse has identified and analysed its key corporate risks as disclosed under the 'Summary of main risks' chapter of this Annual Report.

### **Risk management and internal control with regard to financial reporting**

The accurate and consistent application of accounting rules throughout the Company is ensured by means of Finance and Accounting procedures and guidelines. The accounting teams are responsible for producing the accounting figures, whereas the controlling teams check their validity. These checks include consistency tests, comparing current figures with historical and budget figures, as well as sample checks of transactions according to their materiality. Specific internal control activities with respect to financial reporting are in place, including the use of a periodic closing and reporting checklist. These checklists ensure clear communication of timelines, the completeness of tasks and the clear assignment of responsibilities. Uniform reporting of financial information throughout the organisation ensures a consistent flow of information, in turn allowing potential anomalies to be detected.

The ERP system and management information tools of each Division give the central controlling team direct access to disaggregated financial and non-financial information. An external financial calendar is planned in consultation with the Board of Directors and the Management Committee. This calendar is announced to external stakeholders via the Investor Relations section of our corporate website. The objective of this external financial reporting is to provide Belysse stakeholders with the information necessary for making sound business decisions. Supervision and monitoring of control mechanisms is mainly performed by the Board of Directors through the work of the Audit Committee and the Management Committee. Internal audit also reports to the Audit Committee on the risk-based audit plan. Risk-based auditing focuses on the analysis and management of the corporate, operational and strategic risks. The aim is to provide assurance to the Board of Directors and the Audit Committee that risk management processes are managing risks effectively and adequately in relation to the risk appetite.

Moreover, the statutory auditor, in the context of reviewing the annual accounts, reports to the Audit Committee on their review of internal controls and risk management systems. In doing so, the statutory auditor focuses on the design and effectiveness of internal controls and systems relevant for the preparation of the financial statements.

## **8. Remuneration report**

The remuneration report is included by the Board in the annual Corporate Governance Statement.

The Remuneration and Nomination Committee advises the Board and consist of all non-executive directors and a majority of them being independent directors.

The following directors form the Remuneration and Nomination Committee: Michael Kolbeck, Nicolas Vanden Abeele (providing services through Accelium BV) and Johan Deburchgrave (providing services through Heath Road BV).

## **9. Information concerning permanent establishments of the Company**

*In accordance with article 3:6, §1, 5° of the Belgian Companies Code the annual report contains information on the permanent establishments of the Company.*

We confirm there are no permanent establishments.

## **10. Justification of the application of the valuation rules**

*In the case the balance shows a loss carried forward or the income statement of the financial year and the income statement of the previous year shows a loss in two consecutive periods, in accordance with article 3:6, §1, 6° of the Belgian Companies Code, the annual report contains a justification of the application of the valuation rules under going concern.*

The loss carried forward is due to a write-off on the underlying business in 2025, following the difficult macro-economics environment in Europe. This write-off has no impact on the liquidity of the wider Group. Next to that, the entity still has sufficient solvability. It concerns a one-time event which will have no effect on the future activities of the Company. The further strategic plans of the group guarantee the continuity of the Company.

The Board proposes to apply the valuation rules under going concern.

## **11. Information of the use of financial instruments**

In accordance with article 3:6, §1, 8° of the Belgian Companies Code, the annual report contains information concerning the use of financial instruments by the Company and the risk management.

The Company doesn't use financial instruments.

## **12. Sustainability information**

Pursuant to the implementation into Belgian law of Directive (EU) 2022/2464 regarding Corporate Sustainability Reporting, the Company is required to include in its Integrated Annual Report the consolidated sustainability information that is necessary to understand the effect of the Group on sustainability matters, as well as the information that is necessary to understand how sustainability matters affect the development, performance and position of the Group.

Such consolidated sustainability statements are included in Belysse Group's Integrated Annual Report, which can be consulted on the website of the Company.

## **13. Discharge directors and auditor**

We ask to individually discharge the directors and the auditor for the execution of their mandate.

Done at Waregem on April 23th, 2026.

The Board of Directors

RAGOUCY Cyrille  
Chairman

Accelium BV  
Permanently represented by  
VANDEN ABEELE Nicolas  
Director

KOLBECK Michael  
Director

MORAR Neal  
Director

TEMPLE Vanessa  
Director

STRONG Hannah  
Director

KNOLLYS Claire  
Director

Heath Road BV  
Permanently represented by  
DEBURCHGRAVE Johan  
Director

KHATNANI VISHESH  
Director