

**VANDEMOORTELE**  
Public Limited Company  
Ottergemsesteenweg-Zuid 816  
9000 Ghent (Belgium)  
VAT BE 0429.977.343  
Register of Legal Entities Ghent (District Ghent)  
(hereinafter the "Company")

**Important announcement**

Given the current Covid-19 crisis and the prohibition of gatherings, the board of directors of the Company decides, based on article 25.4 of the articles of association and article 7:137 CCA, to convene and hold the annual shareholders' meeting through the use of the electronic communication system Teams made available by the Company and accessible for the shareholders, the directors, the auditor and the owners of dematerialised bonds. The board of directors therefore expressly requests them not to attend physically the annual meeting. The members of the bureau of the annual shareholders' meeting will, however, attend physically to ensure a smooth organization and running of the meeting as required by law.

**Power of attorney owner of dematerialised bonds for the purpose of attending in an advisory capacity, the ordinary general meeting of shareholders of Vandemoortele NV on May 11<sup>th</sup>, 2021 at 3 pm**

This ordinary general meeting of shareholders of the Company shall be held by using the electronic communication system made available by the Company, namely a Teams connection, the dial-in details of which shall be available to the participants at the latest on Tuesday, 11<sup>th</sup> May, 2021 at 9 am.

To the attention of Mr. Erwin De Deyn  
Chief Legal & Risk Officer  
Ottergemsesteenweg-Zuid 816  
B-9000 Gent  
e-mail: erwin.dedeyn@vandemoortele.com

The undersigned,

Name: .....

Address/Registered office & registration nbr.:  
.....

e-mail address : .....

Owner of .....(number)

- (1) 3,06 % bonds NV Vandemoortele (ISIN BE0002227933) with maturity date June 10, 2022, issued on June 10, 2015\*
- (2) 3,50 % subordinated bonds NV Vandemoortele (ISIN BE0002268374) with maturity date November 7, 2023, issued on November 7, 2016 \*

\* delete as appropriate

hereby declares to grant power of attorney to :

Mr./Mrs. : .....

Address : .....

e-mail address : .....

in order to represent her/him, in an advisory capacity, at the ordinary general meeting of shareholders of the Company, to be held on May 11<sup>th</sup>, 2021 at 3 pm by using the electronic communication system made available by the Company, namely a Teams connection, with the following agenda and draft resolutions :

- Acknowledgment of the combined annual report of the Board of Directors and reports of the external auditor on the statutory and consolidated accounts of the Company closed on 31 December 2020.
- Approval of the statutory accounts of the Company for the financial year closed on 31 December 2020 and approval of the proposed profit distribution.

*Proposed resolution: The ordinary general meeting resolves that the statutory accounts for the financial year ended 31 December 2020 be hereby approved, along with the result allocation proposed by the Board of Directors of the Company in the combined annual report.*

- Acknowledgment of the consolidated accounts of the Company for the financial year closed on 31 December 2020.
- Quitus to the Directors of the Company.

*Proposed resolution: The ordinary general meeting resolves that each of the Directors of the Company be granted discharge for the performance of its duties in respect of the financial year ended 31 December 2020.*

- Quitus to the external auditor of the Company.

*Proposed resolution: The ordinary general meeting resolves that the external auditor of the Company be granted discharge for the performance of his duties in respect of the financial year ended 31 December 2020.*

- Reappointment of Directors.

*Proposed resolution: The ordinary general meeting resolves that be reappointed as Directors of the Company for a term of 3 years, which shall expire immediately following the general assembly in respect of the financial year ended 31st December 2023:*

- Mr. Jean Vandemoortele
- Mrs. Marie-Christine Casier
- NV Artval, represented by its permanent representative Mr. Christian Vandemoortele
- SRL Arema, represented by its permanent representative Mr. François Casier

*These board mandates shall be remunerated in accordance with the resolutions adopted by the general assembly.*

- Nomination of new Directors

*Proposed resolution: The ordinary general meeting resolves that be appointed as new Directors of the Company for a term of 3 years, which shall expire immediately following the general assembly in respect of the financial year ended 31st December 2023:*

- *Honest Foods BV, with registered office at 1000 Brussels, Avenue Louise 146, represented by its permanent representative Mr. Charles Vandemoortele*
- *Mrs. Catherine Billiet, electing domicile at the registered office of the Company*

*These board mandates shall be remunerated in accordance with the resolutions adopted by the general assembly.*

- Miscellaneous.

The owners of dematerialised bonds shall, if they wish to be represented at the ordinary general meeting in an advisory capacity, deposit this signed power of attorney not later than Wednesday May 5<sup>th</sup>, 2021 at the office of the Company at 9000 Ghent, Ottergemsesteenweg-Zuid 816 or send it by e-mail to : [erwin.dedeyn@vandemoortele.com](mailto:erwin.dedeyn@vandemoortele.com). Together with this power of attorney, the owners of dematerialized bonds shall submit/send a certificate drawn up by the authorized account holder or by the clearing institution stating the unavailability of the bonds until the date of the ordinary general meeting.

Name: .....

Date: .....