

PROXY

-Unofficial translation of the French version-

Undersigned

Fill in 1. or 2.

1. Natural person

Name and first name:

Address:

or

2. Company

Company name:

Registered office:

Company number: In

accordance with its articles of association duly represented by:

holder of:

.....(number) shares

.....(number) subscription rights

of Banqup Group NV/SA, a Belgian open limited liability company ("*naamloze vennootschap*" / "*société anonyme*") having its registered office at Avenue Reine Astrid 92 A, 1310 La Hulpe, registered with the Crossroads Bank of Enterprises under number 0886.277.617 (RLE Brabant Wallon),

hereby appoints as proxyholder:

Fill in 1. or 2.

1. Natural person

Name and first name:

Address:

or

2. Company

Company name:

Registered office:

Company number:

Represented by:

in order to:

- i. represent him/her/it as shareholder and/or holder of subscription rights at the ordinary general shareholders' meeting of Banqup Group NV/SA, which will be held at Buzzynest, Avenue Reine Astrid 92A, 1310 La Hulpe on Tuesday 19 May 2026 at 19:00 (CET) with the following agenda, containing proposed resolutions:

In order to give voting instructions, please indicate your vote by filling in the bullets below. In the absence of voting instructions, you will be considered having voted in favour of the proposed resolutions. Shareholders are therefore encouraged to provide explicit voting instructions for each agenda item.

Part 1: Agenda of the Extraordinary General Meeting

1. Approval to amend the Articles of Association – Change of the company's email address and website.

Proposed resolution: proposal to amend Article 1 of the Articles of Association to update the company's email address to info@banqup.com and website to www.banqup.com in light of the change of name decided by the Company's extraordinary general meeting on 20 May 2025.

Approval	0
Rejection	0
Abstention	0

2. Authorisation regarding the authorized capital.

2.1. Acknowledgement of the Board of Directors' Report.

The Board of Directors has prepared a report in accordance with article 7:199 of the Belgian Code on Companies and Associations, describing the specific circumstances in which the authorised capital may be used and the objectives pursued. This report is available on the Company's [website](#). Since this is a mere acknowledgment, no vote is required on this item.

2.2. Proposed resolution.

Proposed resolution: proposal to grant a new authorization to the Board of Directors of the Company to, in accordance with the proposal set out in the aforementioned report and within the limits of the mandatory provisions of company law, increase the capital of the Company, in one or more tranches, on the dates and under the conditions to be determined by the Board of Directors. The maximum amount of this authorization shall not exceed EUR 100,000,000. The Meeting further resolves to amend Article 6 of the Articles of Association accordingly, in order to reflect this authorization.

Approval	0
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Rejection	0
Abstention	0

3. Approval regarding the adoption of a Dutch translation of the Articles of Association

Proposed resolution: proposal to adopt a Dutch translation of the Articles of Association, in order to bring the Company into compliance with the applicable language legislation given that it has active establishments in the Flemish Region. The coordinated Dutch version of the Articles of Association is available on the Company's [website](#).

Approval	0
Rejection	0
Abstention	0

4. Power of Attorney

Proposed resolution: granting of powers of attorney to (i) each director of the Company, acting individually and with power of substitution and sub-delegation, for the implementation of the decisions taken; (ii) the officiating notary, to draft, sign and file the coordinated text of the Articles of Association with the registry of the competent enterprise court, in accordance with the applicable legal provisions; and (iii) each director of the Company, to Hilde Debontridder and Mathias Baert, each acting individually, as well as to their employees, agents and representatives, with power of substitution and sub-delegation, to complete the formalities with an enterprise counter with a view to the registration/update of the data in the Crossroads Bank for Enterprises, and, where applicable, with the VAT administration.

Approval	0
Rejection	0
Abstention	0

Part 2: Agenda of the Ordinary General Meeting

1. Communication of the Board of Directors' annual report and the statutory auditor's report on the statutory financial statements for the financial year closed on 31 December 2025. Both reports are available for consultation on the website as from the date of this convening notice. These reports do not need to be approved by the shareholders.
2. Approval of the remuneration report as included in the annual report of the Board of Directors on the statutory financial statements closed on 31 December 2025.

Proposed resolution: approval of the remuneration report for the financial year closed on 31 December 2025.

Approval 0

Rejection 0

Abstention 0

3. Approval of the statutory financial statements closed on 31 December 2025 including the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements closed on 31 December 2025 showing a loss in the amount of EUR 3.557.595,48 and of the proposed allocation of the result of EUR 76.489.371,32 as losses carried forward.

Approval 0

Rejection 0

Abstention 0

4. Communication of the consolidated financial statements of the Company for the financial year closed on 31 December 2025 as well as the annual report of the Board of Directors and the statutory auditor's report on those consolidated financial statements.

5. Nomination and re-nomination of Company directors.

Proposed resolutions:

- (i) the General Meeting decides to re-appoint SFPIM NV, with company number 0253.445.063, permanently represented by Leon Cappaert, as non-executive director of the Company, for a term of 4 years, that will end immediately after the Ordinary General meeting of 2030. The curriculum vitae of Mr. Leon Cappaert is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy.

Approval 0

Rejection 0

Abstention 0

- (ii) the General Meeting decides to re-appoint First Performance AG, with company number 0781.484.854, permanently represented by Michael Kleindl, as non-executive director of

the Company, for a term of 4 years, that will end immediately after the Ordinary General meeting of 2030. The Board of Directors confirms that, based on the information available to the Company, First Performance AG, permanently represented by Michael Kleindl, qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Code on Companies and Associations, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The curriculum vitae of Mr. Michael Kleindl is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy

Approval 0

Rejection 0

Abstention 0

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- (iii) the General Meeting decides to re-appoint Fovea BV, with company number 0892.568.165, permanently represented by Katya Degrieck, as independent director of the Company, for a term of 4 years, that will end immediately after the Ordinary General meeting of 2030. The curriculum vitae of Mrs. Katya Degrieck is available for consultation on the website. The Board of Directors confirms that, based on the information available to the Company, Fovea BV, permanently represented by Katya Degrieck, qualifies as an independent director in accordance with the independence criteria set out in Article 7:87, §1 of the Belgian Code on Companies and Associations, the 2020 Belgian Corporate Governance Code, and the Company's Corporate Governance Charter. The director will receive an annual remuneration in accordance with the approved remuneration policy.

Approval 0

Rejection 0

Abstention 0

- (iv) the General Meeting decides to appoint AS Partners BV, with company number 0466.690.556, permanently represented by Stefan Yee, as non- executive director of the Company, for a term of 4 years, that will end immediately after the Ordinary General meeting of 2030. The curriculum vitae of Mr. Yee is available for consultation on the website. The director will receive an annual remuneration in accordance with the approved remuneration policy.

Approval 0

Rejection 0

Abstention 0

6. Approval of the change of control clause contained in the shareholder loan agreement (art. 7:151 BCCA).

Proposed resolution: approval of the change of control clause contained in the shareholder loan agreement dated 7 January 2026, pursuant to which each lender may require prepayment or exercise a conversion right upon a change of control of the Company, in accordance with article 7:151 of the Belgian Code on Companies and Associations.

Approval	0
Rejection	0
Abstention	0

7. Approval to grant discharge to all the members of the Board of Directors of the Company that were in charge for the execution of their mandate in 2025.

Proposed resolution: approval to grant discharge to all individual members of the Board of Directors that were in charge in 2025 for the execution of their mandate for the financial year closed on 31 December 2025.

Approval	0
Rejection	0
Abstention	0

8. Approval to grant discharge to the statutory auditor.

Proposed resolution: approval to grant discharge to BDO Réviseurs D'Entreprises SCRL (CBE 0431.088.289), represented by Mrs. Ellen Lombaerts, for the execution of its mandate as statutory auditor of the Company during the financial year closed on 31 December 2025.

Approval	0
Rejection	0
Abstention	0

9. Appointment of the commissioner responsible for the "assurance" of the CSRD sustainability report from the date of this General Meeting until the General Meeting of 2028.

Proposed resolution: in accordance with the recommendation by the Board of Directors and upon recommendation of the Audit Committee, the appointment of BDO Réviseurs D'Entreprises SRL

(CBE 0431.088.289), represented by Mrs. Ellen Lombaerts, responsible for the "assurance" of the sustainability report of the CSRD, as of the date of this General Meeting until the General Meeting of 2028 . The fee amounts to EUR 60.000,00 per year (excluding VAT, expenses, IBR contribution and any flat- rate expense allowance for technology and compliances costs) for this assignment.

Approval	0
Rejection	0
Abstention	0

10. Power of Attorney.

Proposed resolution: granting of a power of attorney to Mr. Mathias Baert and Mrs. Hilde Debontridder, choosing as address Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium, as extraordinary proxy holders, with the right to act individually and with powers of sub-delegation, to whom they grant the power, to represent the Company regarding the fulfilment of the filing and disclosure obligations as set out in the Belgian Code on Companies and Associations and all other applicable legislation. This power of attorney entails that the aforementioned extraordinary proxy holders may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to filing the aforementioned decisions with the competent registry of the enterprise court, with a view to publication thereof in the Annexes to the Belgian Official Gazette.

Approval	0
Rejection	0
Abstention	0

- ii. to participate in all deliberations;
- iii. to vote on behalf of the undersigned on all items of the abovementioned agenda in accordance with the voting instructions as set forth above;
- iv. to sign all deeds, minutes and other documents relating to these meetings;
- v. to do everything which should appear necessary or useful for the implementation of this proxy, with promise of ratification.

Done at on 2026.

Undersigned: _____

Name:
.....

Function:
(if applicable)

Name:
.....

Function:
(if applicable)