

BANQUP GROUP

Public limited liability company (“*naamloze vennootschap*” / “*société anonyme*”) under Belgian law
Registered office at Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium
Company number 0886.277.617
Register of Legal Entities Walloon Brabant

www.unifiedpostgroup.com

CONVENING NOTICE TO THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banqup Group SA/NV (the **Company**) has the honour of inviting its shareholders and holders of warrants to attend the Extraordinary and Ordinary General Shareholders' meeting (the **General Meeting**), which will be held at Buzzynest, Avenue Reine Astrid 92A, La Hulpe, on Tuesday 19 May 2026 at 19:00 (CET) to consider and vote on the items as listed in the agenda as set out below.

Applicable formalities are detailed at the end of this convening notice. Shareholders may, to the extent indicated, also use the ABN AMRO platform (www.abnamro.com/evoting) to complete all participation formalities and vote by proxy at the General Meeting.

Part 1: Agenda of the Extraordinary General Meeting

The Extraordinary General Meeting will only validly deliberate on the items of its agenda if at least half of the capital is present or represented, in accordance with article 7:153 of the Belgian Companies and Associations Code. If this condition is not met, a new Extraordinary General Meeting with the same agenda will be convened for 9 June 2026. This second Extraordinary General Meeting will validly deliberate irrespective of the number of shares present or represented.

1. Amendment of 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.

2. Authorisation regarding the authorised capital.

2.1. Acknowledgment of the Board of Directors' Report.

Acknowledgment of the report of the Board of Directors in accordance with Article 7:199 of the Companies and Associations Code concerning the authorisation regarding authorised capital, which describes the specific circumstances in which the authorised capital may be used and sets out the objectives pursued in doing so. This report is available on the Company's [website](#).

Since this is a mere acknowledgment, no proposed resolution is included.

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, as follows:

"The board of directors may increase the capital of the company in one or more steps by a (cumulative) maximum amount of one hundred million euros (EUR 100,000,000).

This authorization may be renewed in accordance with the applicable legal provisions. The board of directors may exercise this authority for a period of five (5) years from the date of publication in the Annexes to the Belgian Official Gazette of the completion of the authorization granted on 19 May 2026.

Each capital increase pursuant to this authorization shall take place under the conditions to be determined by the board of directors, which may include capital increases in cash or in kind, realized by incorporation of reserves, share premiums or revaluation differences, and with or without the issuance of new shares.

The board of directors is authorized to issue shares, convertible bonds, bonds with subscription rights or subscription rights within the limits of the authorized capital and with or without preferential subscription rights for existing shareholders.

If, following a capital increase within the framework of the authorized capital, a share premium is paid, this shall be booked to an unavailable reserve account, which may only be reduced or alienated by a decision of the general meeting of shareholders, subject to the same quorum and majority requirements as those applicable to an amendment of the articles of association. The board of directors may also use the aforementioned authorizations to issue new shares below their nominal value.

When the board of directors makes use of its authority within the framework of the authorized capital, it may limit or cancel the preferential subscription rights of shareholders in the interest of the company, subject to the restrictions and conditions provided for in the Belgian Code on Companies and Associations. This limitation or cancellation may also take place in favour of the employees of the company or its subsidiaries, or in favour of one or more specific persons, even if they are not employees. If the board of directors cancels or limits the preferential subscription right, it may determine that existing shareholders shall have priority in the allocation of the new shares. In that case, the subscription period must last ten days.

The board of directors is expressly authorized to carry out a capital increase in any form whatsoever, including but not limited to a capital increase accompanied by a limitation or cancellation of the preferential subscription right, even after the company has received a notification from the Financial Services and Markets Authority (FSMA) concerning a public takeover bid on the shares of the company. In that case, the capital increase must comply with the additional conditions of the Belgian Code on Companies and Associations. The powers thus granted to the board of directors shall remain in force for a period of three (3) years from the date of publication in the Annexes to the Belgian Official Gazette of the minutes of the extraordinary general meeting of 19 May 2026. These powers may be renewed for a new period of three years by decision of the general meeting, deliberating and deciding in accordance with the applicable rules. If the board of directors decides on a capital increase authorized pursuant to this authorization, such increase

shall be deducted from the remaining part of the authorized capital as specified in the first paragraph."

This proposed authorization shall be granted for a period of five years from the date of publication of the minutes of the Extraordinary General Meeting in the Annexes to the Belgian Official Gazette.

3. Adoption of the 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](#).

4. Powers 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, mandataries 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 administration of value added tax.

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.

Comment of the Board of Directors: pursuant to articles 3:5 and 3:6 of the Belgian Code on Companies and Associations, the Board of Directors has drafted an annual report in which it accounts for its management. Furthermore, the statutory auditor has drafted a detailed report in accordance with articles 3:74 and 3:75 of the Belgian Code on Companies and Associations. 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.

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.

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.

Comment of the Board of Directors: pursuant to article 3:32 of the Belgian Code on Companies and Associations, the Board of Directors has drafted a report on the 2025 consolidated financial statements. Furthermore, the statutory auditor has drafted a detailed report pursuant to article 3:80 of the Belgian Code on Companies and Associations. 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.

5. Nomination and re-nomination of Company directors.

Comment of the Board of Directors: the mandates of (i) Sofias BV (permanently represented by Hans Leybaert), (ii) SFPIM NV (permanently represented by Leon Cappaert), (iii) Fovea BV (permanently represented by Katya Degrieck), (iv) Risus BV (permanently represented by Katrien Meire), (v) First Performance AG (permanently represented by Michael Kleindl) and (vi) Ange- Marie Marx as directors of the Company expire at the close of this Annual General Meeting. After advice of the Nomination and Remuneration Committee, the Board of Directors proposes the following (re-)appointments.

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.
- (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.
- (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 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 curriculum vitae of Mrs. Katya Degrieck is available for consultation on

the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.

- (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. Stefan Yee is available for consultation on the [website](#). The director will receive an annual remuneration in accordance with the approved remuneration policy.

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

Comment of the Board of Directors: on 7 January 2026, the Company entered into a shareholder loan agreement with certain participating shareholders for an aggregate amount of EUR 5.450.000 which can be extended to EUR 6.000.000 In accordance with article 7:151 of the Belgian Code on Companies and Associations, the Board of Directors submits the change of control clause contained in this agreement for approval by the General Meeting. This clause provides that upon any person or group of persons (excluding the reference shareholders: Sofias BV, PE Group NV, Alychlo NV, NN Group NV, any management investor, and their respective affiliates and related funds) acquiring ownership and control of more than 30% of the issued voting share capital of the Company, each lender may require immediate prepayment of all amounts outstanding under the shareholder loan by written notice, or alternatively exercise a conversion right into newly issued shares of the Company.

Proposed resolution: proposal to approve 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.

7. Discharge to all 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.

8. 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.

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 CSR, as of the date of this General Meeting until the General Meeting of 2028. The fee for this assignment amounts to EUR 60.000,00 per year (excluding VAT, expenses, IBR contribution and any flat-rate expense allowance for technology and compliance costs) for this assignment.

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.

Use of ABN AMRO's eVoting platform

Shareholders who wish to do so can complete, as further detailed below, all participation formalities via ABN AMRO's eVoting platform (<http://www.abnamro.com/evoting>). This platform also enables shareholders to either vote by proxy prior to the General Meeting or to participate and exercise voting rights during the General Meeting.

Practical provisions

Voting and majority

Shareholders who have validly notified their participation in the General Meeting may vote at the meetings. Shareholders may vote (i) in advance in accordance with the instructions set down below, or (ii) where they have not voted in advance, vote during the meetings.

Each share shall have one vote. Decisions relating to agenda items 1 and 2 of Part 1 of the agenda shall only be validly adopted if shareholders present or represented hold at least 50% of the capital and the proposed resolutions are approved by at least 75% of the votes validly cast. The decision relating to agenda items 3 and 4 of Part 1 may be validly adopted regardless of the capital represented, subject to approval by a simple majority of the votes validly cast.

Decisions relating to agenda items 1 to 10 of Part 2 of the agenda may be validly adopted regardless of the capital represented, provided that the proposed resolutions are approved by a simple majority of the votes validly cast by the shareholders present or represented.

Admission conditions

The right to attend the General Meeting and to exercise voting rights during such meeting shall be granted solely based on the administrative registration of the shares in the shareholder's name at 23:59:59 (CET) on 5 May 2026 at the latest, after processing of all entries and deletions as of that date, either (i) through the registration of the registered shares in the Company's shares register, or (ii) in the event of dematerialized shares, by their registration in the accounts of a certified account holder or intermediary, irrespective of the number of shares that the shareholder is holding on the actual date of the General Meeting. The time and date stated above are deemed to be the registration date.

In the event of dematerialized shares, the registration of such shares in the accounts of the relevant certified account holder or intermediary shall be proven through a certificate from the relevant certified account holder or intermediary stating how many dematerialized shares were registered in its accounts in the shareholder's name on the registration date.

The shareholders shall report on 13 May 2026 at 23:59:59 (CET) at the latest if they wish to participate in the General Meeting. This must be reported via (i) www.abnamro.com/evoting, (ii) by e-mail to secretary.general@banqup.com or (iii) by letter to Banqup Group SA, to the attention of Mathias Baert, Company Secretary, Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium. In the case of dematerialized shares, a statement must be provided by the intervention of a financial intermediary acting on the instruction of the shareholder via www.abnamro.com/intermediary. The intermediaries concerned need to submit a declaration before 14 May 2026 by 13:00 (CET) at the latest that the number of shares held by the participant on the record date and the registration of the shares were notified to ABN AMRO. In addition, the intermediaries are also requested to include the full address details of the relevant underlying shareholders in order to be able to verify in an efficient manner their holding on the record date.

When informing the Company of their intention to participate in the General Meeting in accordance with the previous paragraph, shareholders shall indicate the number of shares in the Company which (i) were held by the represented shareholder at 23:59:59 (CET) on 5 May 2026, after processing of all entries and deletions as of that date, and (ii) with which they intend to vote at the General Meeting, including the name of the representative or intermediary and its contact details (phone number and e-mail).

Holders of warrants are permitted to attend the General Meeting (but not to vote) on the condition of compliance with the admission conditions applicable to shareholders.

The shareholders or their representatives or proxy holders or warrant holders who have fulfilled the participation formalities and have indicated that they intend to physically attend the General Meeting will receive an access card via their financial intermediary in case of dematerialized shares or via ABN AMRO in case of registered shares.

The possibility of submitting agenda items and/or proposed resolutions

In accordance with article 7:130 of the Belgian Code on Companies and Associations, one or more shareholders that jointly hold at least 3% of the capital shall have the right to add items on the agenda of the General Meeting and to submit proposed resolutions concerning such (added) items on the agenda. Such requests are to be submitted by e-mail to secretary.general@banqup.com, no later than on 27 April 2026. More detailed information on the conditions for making use of this option is available on the Company's [website](#).

On 4 May 2026 at the latest, the agenda, with any such additions, will be published on the Company's website and disseminated via media that can reasonably be relied upon for the fast, effective and non-discriminatory dissemination of information to the public within the European Economic Area.

Right to ask questions

In accordance with article 7:139 of the Belgian Code on Companies and Associations, shareholders who complied with the above conditions for admission may submit questions in writing concerning the agenda items to the directors and/or the statutory auditor. Such questions are to be submitted by e-mail to secretary.general@banqup.com or by letter to Banqup Group SA, to the attention of Mathias Baert, Company Secretary, Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium and this no later than on 13 May 2026. It will also be possible for shareholders who are physically attending the General Meeting to ask questions during the General Meeting.

These questions, as well as the questions set forth by the shareholders during the General Meeting, will be answered in the course of the General Meeting by, depending on the case, the directors or the statutory auditor. The directors or, as the case may be, the statutory auditor will foresee a reasonable amount of time to answer any questions (+/- 1 hour). Insofar as the communication of data or facts is of a nature to be detrimental to the business interests of the Company or the confidentiality to which the director or Banqup Group have committed themselves, the directors may refuse to answer such questions. The statutory auditor of the Company may also refuse to answer such questions if the communication of data or facts is of a nature to be detrimental to the business interests of the Company or the confidentiality to which the statutory auditor or Banqup Group have committed themselves.

More detailed information on the right to ask questions is available on the Company [website](#).

Proxies and voting instructions

Shareholders who wish to be represented by a different person at the General Meeting can indicate this via www.abnamro.com/evoting or via their financial intermediary in case of dematerialized shares no later than 13 May 2026 at 17:00 (CET). In addition, shareholders can make use of the proxy form as prepared by the Board of Directors. This proxy form is available via the [website](#) of the Company and the Company's registered office. This proxy must be filed at the Company's registered office, for the attention of the Board of Directors, or sent by email to ava@nl.abnamro.com, in either case no later than at 17:00 (CET) on 13 May 2026.

In the event of any discrepancy between the different language versions of this convening notice and the other documents relating to the General Meeting, the French version will prevail.

Proxy forms submitted to the Company prior to the publication of any updated agenda shall remain valid with respect to those items of the agenda to which they relate, without prejudice to the right of the shareholder to withdraw and replace them on the basis of the updated agenda.

Availability of documents

All documents relating to the General Meeting (including this convening notice and the aforementioned proxy form) which the law requires to make available to shareholders are accessible on the Company's [website](#) as from 17 April 2026 in French and English.

Privacy notice

The Company is responsible for the processing of the personal data it receives from shareholders, holders of other securities issued by the Company (if any) and proxy holders in the context of the General Meeting of the shareholders in accordance with the applicable data protection legislation. The processing of such personal data will in particular take place for the organization, analysis and management of the participation and voting procedure in relation to the General Meeting, in accordance with the applicable legislation and the Company's Privacy Policy available at the [website](#). This personal data will be transferred to third parties for the purpose of providing assistance in the management of participation and voting procedures, and for analyzing the composition of the shareholder base of the Company. The personal data will not be stored any longer than necessary in light of the aforementioned objectives. Shareholders, holders of other securities issued by the Company and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of the personal data of, among others, shareholders, holders of other securities issued by the Company and proxy holders, including the rights that they can assert towards the Company in accordance with the applicable data protection legislation. The aforementioned can exercise their rights with regard to their personal data provided to the Company by contacting the Company's Data Protection Officer via gdpr@banqup.com.

Contact details

Banqup Group NV/SA

Public limited liability company ("*naamloze vennootschap*" / "*société anonyme*") under Belgian law with registered office at Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium and registered with the Crossroads Bank for Enterprises under number 0886.277.617.

E-mail: secretary.general@banqup.com

Website: www.banqup.com