

BANQUP GROUP SA/NV

open limited liability company

Avenue Reine Astrid 92A, 1310 La Hulpe, Belgium

RPR (Brabant Wallon) 0886.277.617

(the "*Company*")

**SPECIAL REPORT OF THE BOARD OF DIRECTORS
IN ACCORDANCE WITH ARTICLE 7:199, PARAGRAPH 2 OF THE
BELGIAN CODE OF COMPANIES AND ASSOCIATIONS**

**DESCRIBING THE SPECIAL CIRCUMSTANCES IN WHICH THE AUTHORISED
CAPITAL MAY BE USED AND THE OBJECTIVES PURSUED IN THIS RESPECT**

Prepared by the board of directors of the Company on July 2, 2026.

1 INTRODUCTION

On July 2, 2026, the board of directors of the Company (the *Board*) decided to propose to the extraordinary general meeting of the Company to be held on August 4 2026, at 6 PM CET (the *EGM*) to renew the authorisation granted to the Board to increase the share capital within the framework of the authorised capital, as set out in Article 6 of the current articles of association.

The existing authorised capital authorisation of the Board expired in the course of 2025. In preparation for the EGM initially convened for 19 May 2026, the Board prepared a first proposal providing for a maximum authorised capital amount of EUR 100,000,000 and a five-year authorisation period. Following dialogue with shareholders in the run-up to that meeting, the Board decided to postpone the EGM in order to reflect shareholder feedback in a revised proposal. This decision was publicly announced on 15 May 2026.

The revised proposal set out in this report responds directly to the concerns raised. The Board has significantly reduced the maximum authorised amount, shortened the authorisation period, and limited the circumstances in which the authorised capital may be used to those that are genuinely anticipated in light of the Company's current situation and strategic priorities. In addition, the Board has introduced enhanced governance safeguards, including a requirement for a qualified majority of directors and a pricing discipline, for any decision to restrict or cancel the preferential subscription rights of existing shareholders. These measures are intended to provide shareholders with meaningful protection against dilution while preserving the Company's ability to act where it genuinely needs to..

This special report, drawn up in accordance with Article 7:199, paragraph 2 of the Belgian Code of Companies and Associations (the "BCCA"), describes the mandate to be given by the EGM to the Board regarding the special circumstances in which the authorised capital may be used and the objectives pursued in that respect.

2 BOARD MANDATE REGARDING THE AUTHORISED CAPITAL

2.1 Scope

On August 4, 2026, the EGM shall decide to authorise the Board, within the limits of the mandatory provisions of the BCCA, to increase the share capital of the Company in one or more transactions by a (cumulated) maximum amount of **EUR 15,000,000 (fifteen million euros)**.

This amount reflects a significant reduction compared to the authorisation previously proposed to the extraordinary general meeting convened for 19 May 2026, which was postponed following dialogue with shareholders. The revised amount has been calibrated to the specific circumstances in which the Board may realistically need to act, as described in section 2.4 below, and is not intended as a general-purpose capital raising facility. The Board considers EUR 15,000,000 proportionate to the Company's current scale and financial position.

The Board considers this amount sufficient to cover all foreseeable uses of the authorised capital during the three-year authorisation period, while remaining proportionate to the Company's current capital structure and finance position. This amount does not exceed the amount of the enrolled share capital of Banqup Group SA as at the date of the EGM resolution, as required by Article 7:198, paragraph 1 of the BCCA for listed companies.

This authorisation will become effective upon adoption by the EGM and will be granted for a term of three (3) years commencing from the date of publication of the EGM resolution in the Annexes to the Belgian Official Gazette and may be renewed.

The Board may make use of the authorised capital for capital increases subscribed for in cash or in kind or effected by incorporation of reserves, issue premiums or revaluation surpluses, with or without issue of new shares. The Board is authorised to issue shares, convertible bonds, bonds with subscription rights or subscription rights within the limits of the authorised capital and with or without preferential subscription rights for the existing shareholders.

If the share capital is increased within the limits of the authorised capital, the Board is authorised to request payment of an issue premium. This issue premium will be booked on an unavailable reserve account, which may only be decreased or disposed of by a resolution of the general meeting of shareholders subject to the same quorum and majority requirements that apply to an amendment of the articles of association. The Board may also use the above-mentioned authorisations to issue new shares below their accounting par value (pair comptable), in accordance with Article 7:178 of the BCCA.

2.2 Cancellation of Preferential Subscription Rights (Article 7:200, 1° and 2° BCCA)

The Board is authorised, within the limits of the authorised capital, to restrict or cancel the preferential subscription rights granted by law to the existing shareholders in accordance with Article 7:191 and following of the BCCA in the corporate interest.

Any decision by the Board to restrict or cancel the preferential subscription right shall require the favourable vote of at least seventy-five per cent (75%) of the directors present or represented who are entitled to vote, including a majority of the independent directors entitled to vote.

Where the preferential subscription right is restricted or cancelled, the following pricing conditions apply:

- The issue price of the new shares (or, as the case may be, of the underlying shares) shall not be more than twenty per cent (20%) below the lower of (i) the volume-weighted average price of the Company's shares on Euronext Brussels over the thirty (30) trading days preceding the date on which the issue price is determined and (ii) the closing price of the trading day immediately preceding such date.
- This pricing restriction shall not apply where the Board determines, with the favourable vote of at least seventy-five per cent (75%) of the directors present or represented who are entitled to vote, including a majority of the independent directors entitled to vote, that the relevant issuance is required to address urgent financing needs and that recourse to a general meeting is impractical.

Such restriction or cancellation may also be made in favour of one or more specified persons, even if such persons are not members of the personnel of the Company or its subsidiaries, subject to the same conditions regarding board majority and pricing as set out above. In that case, if applicable, the directors who represent the beneficiary of the restriction of the preferential subscription right or a person associated with the beneficiary in the sense of Article 7:193, §1, paragraph 6 of the BCCA shall not take part in the vote on the restriction or cancellation of the preferential subscription right.

If the Board cancels or restricts the preferential subscription right, it may decide that existing shareholders benefit from a non-transferable contractual right of preference (*voorrangsrecht / droit de priorité*) in the allocation of new shares, which shall not constitute a preferential subscription right within the meaning of the BCCA. In that case, the subscription period must last ten days.

2.3 Authorised Capital and Public Takeover Bid

The present authorisation does not extend to capital increases in the context of a public takeover bid on the financial instruments of the Company. Accordingly, from the date of the FSMA's notification to the Company of a public takeover bid, the Board will have no authority to increase the share capital within the framework of the authorised capital, whether in cash or in kind, with or without restriction or cancellation of the preferential subscription rights of existing shareholders.

The Board considers this appropriate in the context of the revised proposal. The Board notes that, independently of this authorisation, the Takeover Regulation imposes strict limitations on actions that may frustrate an ongoing bid, and that any use of the authorised capital during a bid would in any event be subject to those restrictions.

2.4 Specific Circumstances and Objectives for the Use of the Authorised Capital

The mechanics of the authorised capital allow to a certain extent some flexibility, elasticity, confidentiality, efficiency, cost reduction and/or speed of implementation. Considering these characteristics, it is sensible to authorise the Board of the Company to increase the share capital at the moment and under the conditions considered to be in the best interest of the Company. The laborious and time-consuming process of convening an extraordinary general meeting for a capital increase or to issue convertible bonds or subscription rights could in some cases prove to be an obstacle to a fast and efficient response to fluctuations in the capital markets or, to the Company's ability to address its financing and liquidity requirements in a timely manner .

The special circumstances under and the objectives for which the Board can use the authorised capital are fundamentally based on retaining and furthering the corporate interest of the Company. Considering the impossibility to give an a priori restrictive list of the special circumstances under and objectives for which the Board can use the authorised capital, the circumstances and objectives listed below should not be considered restrictive. The Board intends to make use of the proposed mandate in cases where, in the best interest of the Company, decision-making via a general meeting would not be desirable or convenient.

The Board could use the authorised capital when:

- the Company requires rapid access to equity capital to address its immediate liquidity and working capital requirements, including in the context of an emergency capital raise where recourse to a general meeting is not practicable given the urgency of the Company's financial position;
- a need or opportunity for financing arises, including to raise equity capital in the context of an accelerated bookbuild, institutional placement or other capital market transaction, whereby the relevant market circumstances or characteristics of the intended financing require a quick response by the Company, and where the shareholders may not be offered the opportunity to exercise their preferential subscription right;
- there is a need for financing whereby a contribution in kind or a contribution in cash without the option for shareholders to exercise their preferential right is appropriate in the interest of the Company;
- a preceding convening of a general meeting would result in premature announcement of the activity in question, which could be to the detriment of the Company;
- the costs associated with convening a general meeting or with offering the Company's shareholders the option to exercise their preferential subscription right are not in proportion to the amount of the intended (direct or deferred) capital increase;
- due to the urgency of the matter, it is prudent to proceed with a capital increase quickly in line with the authorised capital procedure or to issue convertible bonds or subscription rights, possibly without the option for shareholders to exercise their preferential right in the best interest of the Company;
- in the context of a balance sheet restructuring, including the conversion of outstanding debt instruments into share capital, the issuance of shares in settlement of creditor claims, or capital increases forming part of a broader financial restructuring agreed with lenders, including for the purpose of repaying existing financial indebtedness, in each case with a view to strengthening the financial position of the Company;
- new shares are to be issued as consideration in a merger, demerger, absorption, business combination, or share exchange transaction, whether as acquiring entity or as target;
- convertible bonds, bonds with subscription rights, or other equity-linked instruments are to be issued, including subsequent share issuances upon conversion or exercise;
- shares are to be issued to comply with regulatory requirements, obligations under Euronext Brussels listing rules, or orders of competent authorities including the FSMA;
- shares are to be issued as part of internal group reorganisations, including intra-group contributions or the capitalisation of intra-group receivables.

The Board can also use the authorised capital with regard to the remuneration policy, inter alia for awarding shares, share options or subscription rights under future equity incentive plans to Company personnel or its affiliated companies (as defined in the BCCA, as amended from time to time), as well as to people who have in their professional capacity been useful to the Company or its affiliates.

Any decision by the Board to increase the capital or to issue convertible bonds or subscription rights is subject to the mandatory provisions of the BCCA, as amended from time to time, including the conflict of interest provisions of Articles 7:96 and 7:97 BCCA and the absolute restrictions of Article 7:201 BCCA. In particular, the Board acknowledges that Article 7:201(3) BCCA absolutely prohibits a capital increase by contribution in kind which is reserved exclusively for a reference shareholder, being a shareholder holding, directly or indirectly, more than 10% of the Company's voting rights, regardless of the terms of any authorisation.

The Board furthermore confirms that any use of the authorised capital in connection with the award of shares, share options or subscription rights to members of the executive management or other personnel of the Company is consistent with the Company's remuneration policy as established by the board in accordance with Article 7:89 of the BCCA, as such remuneration policy may be amended or updated from time to time by the competent corporate bodies in accordance

with applicable law. Any such issuance forming part of the remuneration of management or employees benefits from the exemption from the related-party transaction procedure provided for in Article 7:97, §1, 3° of the BCCA and does not require prior approval by the general meeting beyond the remuneration policy framework already in place. For the avoidance of doubt, the authorisation granted pursuant to this report extends to share issuances under any equity incentive plan adopted or to be adopted during the three-year authorisation period, whether as a successor to, or independently of, any plan currently in force.

Drafted on July 2, 2026, at La Hulpe.

SFPIM NV

permanently represented by

Leon Cappaert

AS Partners BV

permanently represented by

Stefan Yee

Leanne Kemp

First Performance AG

permanently represented by

Michael Kleindl

Crescemus BV

permanently represented by

Pieter Bourgeois

PDMT Investments LLC

permanently represented by

Peter Mulroy

Fovea BV

permanently represented by

Katya Degrieck

Quilaudem BV

permanently represented by

Nathalie Van Den Haute