

CONVENIENCE TRANSLATION

COIL NV/SA

Registered office: Drukpersstraat 4, B-1000 Brussels
VAT BE 0448.204.633 (Register of Legal Persons Brussels)
(the **Company**)

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON 29 APRIL 2024**

The following directors participate in the meeting or are represented:

- Mr James Clarke;
- Finance & Management International NV, represented by Mr Timothy Hutton, permanent representative;
- Mr Patrick Chassagne; and
- Mr Thomas Frost.

Any powers of attorney shall remain attached to these minutes.

The meeting is opened at 2 p.m. by James Clarke, chairman, who appoints Timothy Hutton as secretary.

The chairman reports the following:

- (a) The meeting has the following agenda:
 - (i) Determination of the annual accounts.
 - (ii) Drawing up of the annual report with regard to the annual and consolidated accounts.
 - (iii) Convocation of the general meeting of shareholders.
 - (iv) Waiver of convening formalities.
- (b) All directors participate in the meeting or are represented and have declared that they approve the manner of convocation used for this meeting.
- (c) The board is validly composed and competent to deliberate and decide on the agenda

The members acknowledge that the chairman's statement is correct. The latter moves on to the agenda after the directors have made a statement in the context of Article 7:96 of the Belgian Code of Companies and Associations.

Prior declaration of the directors

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The directors declare that they have no interest of a patrimonial nature that directly or indirectly conflicts with any of the decisions or transactions that fall under the authority of the current board of directors.

After deliberation the following resolutions are taken unanimously by the board of directors:

First resolution

The chairman reads the draft annual accounts and consolidated annual accounts for the year closed on 31 December 2023. After verification of all the items, the board of directors unanimously adopts the final version of the annual accounts, including the proposed allocation of the result, and the final version of the consolidated annual accounts.

The annual accounts will be submitted to the shareholders for approval. The consolidated annual accounts, as approved by the board of directors, will be made available to the shareholders.

Second resolution

The board of directors proceeds with the drawing up of the annual report on the annual accounts and the annual report on the consolidated annual accounts, which will also be submitted to the shareholders. The text of these reports remains attached to these minutes.

Third resolution

The board of directors decides to convene the annual general meeting of shareholders on 5 June 2024 at 10:30 a.m. at the Company's operating headquarters in Roosveld 5, 3400 Landen.

This meeting will have the following agenda:

AGENDA

- 1. Shareholders' questions to the directors and to the statutory auditor in accordance with article 7:139 of the Belgian Companies and Associations Code**
- 2. Reading of the reports of the board of directors and the statutory auditor with respect to the annual and consolidated accounts for the financial year closed on 31 December 2023 and presentation of the consolidated accounts with respect to the financial year closed on 31 December 2023**
- 3. Approval of the annual accounts for the financial year closed on 31 December 2023**

Proposed decision:

The general meeting decides to approve the annual accounts for the financial year closed on 31 December 2023.

- 4. Decision on the allocation of the result**

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Proposed decision:

The result to be allocated is:

- Result carried forward: EUR - 156.039,77
- Result of the financial year: EUR -932.038,80

Total result to be allocated: EUR -1.088.078,57

The general meeting decides to allocate the result as follows:

- Loss to be carried forward: EUR -1.088.078,57

5. Discharge to the directors for the performance of their mandate in the financial year closed on 31 December 2023

Proposed decision:

The general meeting decides to grant discharge to each of the directors, by specific and individual vote for each of them, for the performance of their mandate during the financial year closed on 31 December 2023.

6. Discharge to the statutory auditor for the actions taken in the context of his supervisory mandate for the financial year closed on 31 December 2023

Proposed decision:

The general meeting decides to grant discharge to the statutory auditor for the actions taken in the context of his supervisory mandate during the financial year closed on 31 December 2023.

7. Reappointment director

Proposed decision:

The general meeting has taken note of the fact that mandate of Mr Thomas Frost expires at the present annual general meeting. Consequently, the general meeting decides to reappoint Mr Thomas Frost, with domicile at Oaklands Park, Grasscroft, Oldham OL4 4JY, United Kingdom, as a director of the Company, with immediate effect and for a term of six years ending at the annual general meeting in 2030 to be held to approve the annual accounts for the year ending 31 December 2029.

The meeting confirms that the related fees will continue at a level of €132,000 pa.

Mr Thomas Frost elects domicile at the registered seat of the Company for the purpose of the exercise of his mandate. His mandate is not remunerated.

Fourth resolution

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Each of the directors declares that they waive the right to be convened as director at the aforementioned general meeting, as well as the right to receive the documents listed in the agenda of this general meeting.

Given that the agenda has been completed and that the participants have no more questions, the meeting is adjourned at 4 p.m., after the reading and the approval of these minutes.

DocuSigned by:

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James Clarke

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Finance & Management International NV
Represented by
Timothy Hutton
Permanent representative

DocuSigned by:

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Patrick Chassagne

DocuSigned by:

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Thomas Frost