

## AUDIOVALLEY

Public limited company making or having made a public offering

Registered office: Route de Lennik 451  
1070 Brussels, Belgium

Company number (Crossroads Bank for Entreprises) : 0473.699.203

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### **INVITATION TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MAY 26, 2021**

The board of directors of AUDIOVALLEY (the "Company") is pleased to invite the shareholders to attend the ordinary general meeting of shareholders that will take place on May 26, 2021 at 10:30 a.m. (Belgian time) at the registered office of the Company, by using an electronic means of communication made available by the Company, more specifically a Zoom connection, the formalities of which are more fully described below.

As physical attendance at the general meeting will not be permitted, shareholders who wish to ask questions in relation to the items on the agenda and who have fulfilled the formalities for voting at the general meeting are invited to submit such questions in writing to the Company prior to the general meeting. Such questions must be sent by e-mail to [sarah@audiovalley.com](mailto:sarah@audiovalley.com) no later than May 19, 2021, 5 p.m. (Belgian time).

Answers to the written questions will be given on the Company's website by 8:00 a.m. (Belgian time) on May 26, 2021 at the latest.

#### **Agenda and proposals for decisions:**

- 1. Examination of the management report of the board of directors and the report of the statutory auditor on the annual accounts for the financial year ending on December 31, 2020**
- 2. Approval of the annual accounts for the financial year ending on December 31, 2020 and of the appropriation of the result**

*Proposed resolution: The general meeting approves the annual accounts for the financial year ending on December 31, 2020 and the proposal of the board of directors to carry forward the loss for the financial year of 2,252,182.77 euros. The losses carried forward thus amount to 2,287,589.19 euros.*

- 3. Discharge of the directors from any liability for the performance of their mandates for the financial year ending on December 31, 2020**

*Proposed resolution: The general meeting grants, by separate vote for each director, discharge to the directors from all liability for the performance of their mandates for the financial year ending on December 31, 2020.*

- 4. Discharge of the statutory auditor from any liability for the performance of its mandate during the financial year ending on December 31, 2020**

*Proposed resolution: The general meeting discharges the statutory auditor from any liability for the performance of its mandate for the financial year ending on 31 December 2020.*

- 5. Renewal of the mandate of the statutory auditor**

*Proposed decision: The mandate of the statutory auditor EY Réviseurs d'Entreprises, represented by Eric Van Hoof, will expire at the general meeting of May 26, 2021. The mandate of EY Réviseurs d'Entreprises is renewed for a period of 3 years for the financial years ending on December 31, 2021, 2022 and 2023. EY will continue to be represented by Eric Van Hoof for the next three years.*

In order to be adopted, the proposals listed under items 2, 3, 4 and 5 of the agenda of the ordinary general meeting must receive a simple majority of the votes present or validly represented and taking part in the vote.

### **Participation formalities**

In order to attend the ordinary general meeting, the shareholders must comply with the following provisions:

- In accordance with Article 25, first paragraph of the Company's Articles of Association, owners of registered shares who wish to participate remotely in the ordinary general meeting must inform the board of directors no later than Wednesday, May 19, 2021 by email to [sarah@audiovalley.com](mailto:sarah@audiovalley.com).
- In accordance with article 25, second paragraph of the Company's articles of association, the owners of dematerialized shares who wish to participate remotely in the ordinary general meeting must send a certificate issued by their authorized financial institution certifying the unavailability of the dematerialized shares until the closing of the general meeting at the latest on Wednesday, May 19, 2021, by email to [sarah@audiovalley.com](mailto:sarah@audiovalley.com).
- Each shareholder may be represented at the general meeting by a proxy. Proxies, drawn up in accordance with the model prescribed by the Company, must be sent by Wednesday May 19, 2021 at the latest by email to [sarah@audiovalley.com](mailto:sarah@audiovalley.com). Proxies in the form prescribed by the Company are available on the Company's website at [www.audiovalley.com](http://www.audiovalley.com) and on the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)).
- Owners and, where applicable, proxies, who have complied with the aforementioned formalities will receive by return e-mail on Tuesday, May 25, 2021, at 6:00 p.m. at the latest, the modalities for connecting to the remote general meeting, namely the Zoom connection data.
- Participants in the general meeting of May 26, 2021 will exercise their rights exclusively by remote voting prior to the general meeting (a) by correspondence or (b) by proxy to a proxy holder by no later than Wednesday May 19, 2021, by means of forms made available on the Company's website ([www.audiovalley.com](http://www.audiovalley.com)) as well as on ABN AMRO's platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)). The vote by correspondence form or proxy form should be returned completed and signed to [sarah@audiovalley.com](mailto:sarah@audiovalley.com).

The documents that the law requires to be made available to the shareholders, will be available for free consultation and download on the Company's website at [www.audiovalley.com](http://www.audiovalley.com) as well as on the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) as from Friday May 7, 2021.

For the Board of Directors,

Alexandre Saboundjian