



## WINAMP GROUP SA

Public limited liability company

Registered office: Lennik Road 451, 1070 Brussels, Belgium

RPM / BCE: 0473.699.203

---

### **NOTICE OF EXTRAORDINARY GENERAL MEETING OF FEBRUARY 23, 2026**

Shareholders are invited to attend the Extraordinary General Meeting of Winamp Group SA, which will be held on **February 23, 2026** at **10:00 a.m.** at the registered address of the company.

#### **AGENDA AND DRAFT RESOLUTIONS**

##### **1. Capital increase through contributions in kind of receivables**

###### Agenda

- (i) Approval of the special report of the board of directors drawn up in accordance with Articles 7:179, § 1, paragraph 1 in conjunction with 7:197, § 1, paragraph 1 of the Code of Companies and Associations which, on the one hand, justifies the issue price and describes the consequences of the operation on the economic rights and voting rights of the shareholders and, on the other hand, sets out the benefit to the Company of the contributions in kind and the proposed capital increase and the reasons why it may deviate from the conclusions of the auditor's report.
- (ii) Taking note of the special report of the statutory auditor, examining the description of contributions in kind, the valuation adopted and the methods of valuation applied and assessing whether the financial and accounting data contained in the report of the administrative body are accurate and sufficient, drawn up in application of articles 7: 179, §1, second paragraph juncto 7:197, §1, second paragraph of the Code of Companies and Associations.
- (iii) Proposal for approval of contributions in kind of receivables.
- (iv) Remuneration for contributions in kind in the form of new shares of the Company.
- (v) Approval of the capital increase.
- (vi) Appearance and declarations
- (vii) Confirmation of the effective completion of contributions and the increase in capital.
- (viii) Amendment to Article 5 of the statutes.
- (ix) Powers.

Proposed decisions



**First resolution: Capital increase through contributions in kind of receivables**

**(i) Approval of the special report of the board of directors drawn up in accordance with Articles 7: 179, § 1, paragraph 1 in conjunction with 7:197, § 1, paragraph 1 of the Companies and Associations Code**

Unanimously and after examination, the extraordinary general meeting approves the special report of the board of directors drawn up in accordance with Articles 7:179, § 1, paragraph 1 in conjunction with 7:197, § 1, paragraph 1 of the Companies and Associations Code, which, on the one hand, justifies the issue price and describes the consequences of the operation on the economic rights and voting rights of the shareholders and, on the other hand, sets out the benefit to the Company of the contributions in kind and the proposed capital increase and the reasons why it may deviate from the conclusions of the auditor's report.

Each shareholder present at this extraordinary general meeting acknowledges having received a copy of this report and having read it.

A copy of this report will be filed with the registry of the Brussels Commercial Court at the same time as a copy of these minutes.

**(ii) Acknowledgment of the special report of the Statutory auditor drawn up in accordance with Articles 7: 179, § 1, second paragraph, in conjunction with 7:197, § 1, second paragraph, of the Companies and Associations Code**

The extraordinary general meeting also takes note of and acknowledges the special report of the auditor examining the description of contributions in kind, the valuation adopted and the methods of valuation applied and assessing whether the financial and accounting data contained in the report of the administrative body are accurate and sufficient, drawn up in application of Articles 7: 179, §1, second paragraph and 7:197, §1, second paragraph of the Code of Companies and Associations.

Each shareholder acknowledges having received a copy of this report and having read it.

A copy of this report will be filed with the registry of the Brussels Commercial Court at the same time as a copy of these minutes.

**(iii) Proposal for approval of contributions in kind of receivables**

The extraordinary general meeting unanimously decided to approve the contributions in kind to the Company, effective as of today's date, by:

- MAXXIMUM GROUP SRL, a limited liability company under Belgian law, whose registered office is located at Avenue Fraiteur 15-23, 1050 Brussels, Belgium, registered in Belgium under number 0474.446.202 (the "Contributor 1"), of the certain, liquid and due receivables that it holds against the Company up to a total amount of EUR 450,654.19, as follows:
  - o of an amount of EUR 250,000, plus interest in the amount of EUR 654.19 (the "Contributed Claim 1" or the "Contribution in Kind 1") arising from a loan of EUR 250,000 under a loan agreement entered into between the Company and the Contributor on December 17, 2025 (the "Loan Agreement 1") and;

- of an amount of EUR 200,000 (the "Contributed Claim 2" or the "Contribution in Kind 2") corresponding to unpaid invoices relating to management services provided by Contributor 1 under a management contract concluded between the Company and Contributor 1 (the "Management Contract"), these services being related to the services rendered by Mr. Alexandre Saboundjian .
- MAXXIMUM SRL, a Belgian limited liability company with its registered office at Avenue Fraiteur 15-23, 1050 Brussels, Belgium, registered under number 0477.832.193 (the "Contributor 2"), has certain, liquid, and due receivables that it holds against the Company in the total amount of EUR 498,712.76 (the "Contributed Receipt 3" or the "Contribution in Kind 3"). This receivable arises from a loan granted to the Company for a principal amount of EUR 492,515, plus interest of EUR 6,197.76, under a loan agreement entered into between the Company and Contributor 2 (the "Loan Agreement 2"). This loan is part of the structured financing mechanism put in place between the Company and Contributor 2 in 2025, which provides for the provision to the Company of advances corresponding to 90% of the net proceeds from the sale of shares made by Contributor 2, as well as their subsequent conversion into capital by way of contribution in kind of debt.

These contributions in kind of receivables for a total amount of EUR 949,366.95 are made under the conditions set out in the reports of the board of directors and the auditor mentioned above, which all members of the assembly declare to have full knowledge of.

**(iv) Remuneration for contributions in kind in new shares of the Company**

In consideration of the contributions in kind of receivables, the general meeting unanimously decides to issue 2,411,048 new shares, without nominal value, identical to the existing shares, giving the same right to vote at the general meeting (without prejudice to the double voting right conferred on shares fulfilling the conditions referred to in Article 11 of the articles of association) and participating in the profits from the financial year beginning on January 1, 2026.

These new shares are distributed as follows:

- 984,641 new shares are allocated to Contributor 1 for the "Contribution in Kind 1"
- 785,657 new shares are allocated to Contributor 1 for the "Contribution in Kind 2"
- 640,759 new shares are allocated to Contributor 2 for the "Contribution in Kind 3"

The Company will apply for the admission of the new shares to trading on the Euronext Growth Brussels and Euronext Growth Paris.

**(v) Approval of the capital increase**

The extraordinary general meeting unanimously decided to increase the capital by an amount of EUR 949,366.95 consequently increasing the Company's capital from EUR 32,609,119.14 to EUR 33,558,486.09.

#### (vi) Appearance and declarations

And on the day of the act, the following parties appeared:

- MAXXIMUM GROUP SRL, named [name] , which, having heard all the foregoing and acknowledged having knowledge of the articles of association of the Company and the financial situation of the Company, as well as the approximate amount of the costs, expenses, remuneration and charges, in any form whatsoever, charged to the Company in respect of all the foregoing, has declared to Us that it is contributing in kind to the Company the certain, liquid and due receivables that it holds against the Company up to a total amount of EUR 450,654.19, as follows:

- of an amount of EUR 250,000, plus interest in the amount of EUR 654.19 (the " Contributed Claim 1 " or the " Contribution in Kind 1 ") arising from a loan of EUR 250,000 under a loan agreement entered into between the Company and the Contributor on December 17, 2025 (the "Loan Agreement 1") and;
- of an amount of EUR 200,000 (the " Contributed Claim 2 " or the " Contribution in Kind 2 ") corresponding to unpaid invoices relating to management services provided by Contributor 1 under a management contract concluded between the Company and Contributor 1 (the "Management Contract"), these services being related to the services rendered by Mr. Alexandre Saboundjian .

In consideration for this contribution, 1,770,298 new shares, fully paid up, are allocated to him, enjoying the same rights and benefits without nominal value, identical to the existing shares, giving the same right to vote at the general meeting (without prejudice to the double voting right conferred on shares fulfilling the conditions referred to in Article 11 of the articles of association) and participating in the profits from the financial year beginning on January 1, 2026.

- MAXXIMUM SRL, the aforementioned party, having read aloud all of the foregoing and acknowledged having knowledge of the Company's articles of association and financial situation, as well as the approximate amount of fees, expenses, remuneration, and charges of any kind whatsoever charged to the Company in respect of all of the foregoing, has declared to Us that it is contributing in kind to the Company certain, liquid, and due receivables it holds against the Company arising from a total amount of EUR 498,712.76 (the "Contributed Receipt 3" or the "Contribution in Kind 3"). This receivable arises from a loan granted to the Company for a principal amount of EUR 492,515, plus interest in the amount of EUR 6,197.76, pursuant to a loan agreement entered into between the Company and the Contributor 2 (the "Loan Agreement 2"). This loan is part of the structured financing mechanism put in place between the Company and Contributor 2 in 2025, which provides for the provision to the Company of advances corresponding to 90% of the net proceeds from the sale of shares made by Contributor 2, as well as their subsequent conversion into capital by way of contribution in kind of debt.

In consideration for this contribution, 640,750 new shares, fully paid up, are allocated to him, enjoying the same rights and benefits without nominal value, identical to the existing shares, giving the same right to vote at the general meeting (without prejudice to the double voting right conferred on shares fulfilling the conditions referred to in Article 11 of the articles of association) and participating in the profits from the financial year beginning on January 1, 2026.



**(vii) Confirmation of the effective completion of contributions in kind and the capital increase**

The extraordinary general meeting unanimously noted that the contributions in kind provided for in the agenda had indeed been made and that the company's capital was consequently increased by nine hundred forty-nine thousand three hundred sixty-six euros and ninety-five cents (€949,366.95), raising it from thirty-two million six hundred nine thousand one hundred nineteen euros and fourteen cents (€32,609,119.14) to thirty-three million five hundred fifty-eight thousand four hundred eighty-six euros and nine cents (€33,558,486.09), through the creation of two million four hundred eleven thousand forty-eight (2,411,048) new shares, without par value designation, identical to the existing shares, entitling holders to the same voting rights at the general meeting (without prejudice to the double voting rights conferred on shares meeting the conditions set out in Article 11 of the articles of association) and participating in profits from the financial year beginning on January 1, 2026.

**(viii) Amendment to Article 5 of the statutes**

In order to bring the statutes into line with the resolutions adopted, the extraordinary general meeting unanimously decided to replace article 5 of the statutes with the following text:

**Article 5 - Capital**

The capital is fixed at the sum of thirty-three million five hundred fifty-eight thousand four hundred eighty-six euros nine cents (€33,558,486.09), represented by twenty-four million four hundred sixty-five thousand one (24,465,001) shares, without designation of nominal value, each representing one twentyfour million four hundred sixty-five thousand first (1/24,465,001) of the capital.

**(ix) Delegation of powers**

The Board of Directors unanimously decided to grant Mr. Alexandre Saboundjian and Mr. Olivier Van Gulck , each acting individually, and with the power of sub-delegation and substitution, full authority to undertake all steps that may be useful or necessary with the competent regulatory authorities, Euronext Growth Brussels, Euronext Growth Paris and Euroclear. Belgium in connection with the admission to trading of the new shares on the Euronext Growth Brussels and Euronext Growth Paris markets.

The Extraordinary General Meeting unanimously decides to grant full powers to the undersigned Notary to carry out all legal formalities related to this deed and to prepare and file a coordinated version of the statutes.

**2. Issuance of subscription rights**

**Agenda**

- (i) Examination of the special report of the Board of Directors drawn up in accordance with Articles 7:180 in conjunction with 7:179, 7:191 and 7:193 of the Belgian Code of Companies and Associations relating to the issuance of 1,000,000 subscription rights in favor of Patronale Life SA , a public limited liability company incorporated and governed by Belgian law, having its registered office at Bischoffsheimlaan 33, 1000 Brussels (Belgium), and registered with the Crossroads Bank for Enterprises under number 0415.120.705 (as the legal successor of Patronale Life SA, a public limited liability company incorporated and governed by Belgian law, having its registered office at Bischoffsheimlaan 33, 1000 Brussels (Belgium), and registered with the Crossroads Bank

for Enterprises under number 0403.288.089), until its dissolution without liquidation in the context of a merger decided on June 6 2023) ("Patronale");

- (ii) Examination of the special report of the statutory auditor established in accordance with articles 7: 180 juncto 7:179, 7:191 and 7:193 of the Code of Companies and Associations relating to the issuance of 1,000,000 subscription rights in favour of Patronale;
- (iii) Issuance and granting of 1,000,000 subscription rights in favor of Patronale, and decision on a possible resulting deferred capital increase, with the elimination, in the interest of the company, of the preferential rights of the company's existing shareholders;
- (iv) Powers to be conferred on an administrator and Mr. Olivier Van Gulck , CFO, each acting alone and with the right of substitution, for administrative formalities and to authentically record the exercise of subscription rights, the corresponding increase in the company's capital and the number of new shares issued in return as well as the resulting amendments to the articles of association.

Proposed decisions

**Second resolution: Issuance of subscription rights**

**(i) Review of special reports**

Each shareholder acknowledges having had the opportunity to review the following reports:

- of the special report of the board of directors drawn up in accordance with Articles 7:180 in conjunction with 7:179, 7:191 and 7:193 of the Belgian Code of Companies and Associations relating to the issuance of 1,000,000 subscription rights in favor of Patronale Life SA, a public limited liability company incorporated and governed by Belgian law, having its registered office at Bischoffsheimlaan 33, 1000 Brussels (Belgium), and registered with the Crossroads Bank for Enterprises under number 0415.120.705 (as the legal successor of Patronale Life SA, a public limited liability company incorporated and governed by Belgian law, having its registered office at Bischoffsheimlaan 33, 1000 Brussels (Belgium), and registered with the Crossroads Bank for Enterprises under number 0403.288.089, until its dissolution without liquidation in the context of a merger decided on June 6 2023) ("Patronale");
- of the special report of the statutory auditor established in accordance with articles 7:180 juncto 7:179, 7:191 and 7:193 of the Code of Companies and Associations relating to the issuance of 1,000,000 subscription rights in favour of Patronale.

A copy of these reports will be filed with the registry of the Brussels Commercial Court at the same time as a copy of this document.

**(ii) Issuance of subscription rights**

The general meeting resolves to issue, under the conditions set forth in the aforementioned report of the board of directors, 1,000,000 subscription rights to Patronale, enabling it to subscribe, at a later date and subject to certain conditions, to 1,000,000 new shares of the company, identical to the existing shares, carrying the rights conferred upon them by the articles of association, and



which will participate in the dividends declared after the date of exercise of the subscription rights. To this end, the general meeting resolves to eliminate, in the company's interest, the preferential rights of the existing shareholders of the company. to subscribe to said subscription rights (and to newly issued shares in the event of exercise of subscription rights).

*Allocation and acceptance of subscription rights*

The general meeting decides that 1,000,000 subscription rights are allocated free of charge to Patronale, represented as stated above, which immediately and expressly accepts this allocation in its entirety.

*Terms and conditions of capital increases*

The general meeting decides to increase the company's capital, in one or more installments, subject to the condition precedent of the exercise of subscription rights, and this up to the number of subscription rights exercised multiplied by their exercise price (€0.288 per subscription right).

Any potential capital increases will result in the issuance of a maximum of 1,000,000 new shares for Patronale.

Following the issuance of the shares subscribed for after the exercise of subscription rights, the Company will take the necessary steps to ensure that these shares are admitted to trading on Euronext Growth Brussels and Euronext Growth Paris as quickly as possible.

(iii) Powers

The general meeting empowers each director and Mr. Olivier Van Gulck , CFO, each to act alone and with the right of substitution, to establish, complete, date and sign the register of subscription rights of the company.

The general meeting empowers each director and Mr. Olivier Van Gulck , CFO, each able to act alone and with the right of substitution, to authentically record the exercise of subscription rights, the corresponding increase in the company's capital and the number of new shares issued in return, as well as the resulting amendments to the articles of association.

### **3. Resignation of an administrator**

Agenda

#### **Confirmation of the resignation of Mr. Xavier Faure**

Proposed decision

#### **Third resolution: Acknowledgment of the resignation of Mr. Xavier Faure**

The Extraordinary General Meeting acknowledges the resignation of Mr. Xavier Faure from his position as director, effective as of the date of this Extraordinary General Meeting.



The General Assembly thanks Mr. Xavier Faure for the exercise of his mandate and gives him provisional discharge for the exercise of his mandate during the current financial year and undertakes that the final discharge will be given to him at the next ordinary general meeting.

#### **4. Appointment of an administrator**

Agenda

Appointment of Mr. Joannes van de Kimmenade as a director of the Company

Proposed decision

#### **Fourth resolution: Appointment of an administrator**

The Extraordinary General Meeting decides to appoint Mr. Joannes van de Kimmenade as a director of the Company, with immediate effect.

His term of office will end at the next ordinary general meeting called to decide on the approval of the annual accounts for the financial year ending December 31, 2024, unless the said general meeting decides otherwise.

Pursuant to Article 13 of the Law of 4 May 2023 relating to the Central Register of Management Bans, the parties appearing declare that no conviction resulting in a ban similar to one of the bans listed in Article 6 of the aforementioned Law has been pronounced by a court of a Member State of the European Economic Area against the person named above.

#### **5. Proposed amendment to Article 12 of the statutes**

Agenda

Amendment to Article 12 of the statutes to provide for the possibility of co-opting a director

Proposed decision

#### **Fifth resolution: Amendment to Article 12 of the statutes**

The extraordinary general meeting takes note of the provisions of Article 7:88 , § 1, of the Companies and Associations Code, which states that:

*"In the event of a vacancy on the board of directors, the remaining directors have the right to co-opt a new director, unless the articles of association prohibit it. The first general meeting that follows must confirm the appointment of the co-opted director; if confirmed, the co-opted director completes the term of their predecessor, unless the general meeting decides otherwise. If not confirmed, the term of the co-opted director ends after the general meeting, without prejudice to the regularity of the composition of the board of directors up to that date."*

The extraordinary general meeting unanimously decided to expressly incorporate this provision into the company's articles of association, in order to ensure their compliance with the Companies and Associations Code and consequently to replace article 12 of the statutes with the following text:

Article 12 – Composition of the Board of Directors



“The company is administered by a board of directors composed of at least three (3) members, shareholders or not, natural persons or legal persons.

The term of office for directors may not exceed six (6) years. Outgoing directors are eligible for reelection. Directors whose term has expired remain in office until the general meeting, for whatever reason, appoints a replacement.

The directors can be removed at any time by the general meeting.

In the event of a vacancy on the Board of Directors, the remaining directors have the right to co-opt a new director. The first general meeting following the appointment must confirm the co-opted director's term. If confirmed, the co-opted director completes the term of their predecessor, unless the general meeting decides otherwise. If not confirmed, the co-opted director's term ends after the general meeting, without affecting the validity of the Board's composition up to that date.

The board of directors may elect a president from among its members.”

\*

### **Quorum and majority requirements**

To be validly adopted, the proposals included under points 1, 2 and 5 of the agenda of the Extraordinary General Meeting require a quorum of attendance representing at least half of the capital and the decisions will be taken by a majority of three-quarters (75%) of the votes present or represented at the Extraordinary General Meeting.

**In accordance with Article 7:153 of the Belgian Code of Companies and Associations, no quorum is required for this second meeting convened with the same agenda.**

**Indeed, given that the extraordinary general meeting held on February 6, 2026, could not validly deliberate on its first call due to a lack of quorum representing at least half of the share capital, this new extraordinary general meeting of February 23, 2026, at 10:00 a.m. (Belgian time) may validly deliberate on the same matters, regardless of the share of capital represented.**

The proposals included under items 3 and 4 of the agenda do not require a quorum of attendance and are adopted by a simple majority of votes present or represented.

### **Participation formalities**

To attend the Extraordinary General Meeting, shareholders are invited to comply with the following provisions:

- In accordance with **Article 25, paragraph 1**, of the Company's Articles of Association, registered shareholders who wish to attend the Extraordinary General Meeting or be represented there must inform the Board of Directors **no later than five (5) working days before the date of the Meeting**, by email to the following address: **legal@winamp.com** .
- In accordance with **Article 25, paragraph 2**, of the Company's Articles of Association, owners of dematerialized shares who wish to attend the Extraordinary General Meeting or be represented



there must, **no later than five (5) working days before the date of the Meeting**, deposit at the Company's registered office or send by email to **legal@winamp.com** a certificate issued by their authorized account holder certifying the number of dematerialized shares unavailable until the close of the Meeting.

- Individuals participating in the Assembly as holders of securities, agents, or representatives of legal entities must be able to provide proof of identity. Representatives of legal entities must produce documents establishing their status.
- Participants are asked to arrive at the meeting **30 minutes before the scheduled time** to complete the registration formalities.
- 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 received at the Company's registered office or sent by email to **legal@winamp.com no later than five (5) working days before the date of the Assembly**, it being understood that the signed originals must be handed over to the office of the Assembly before the opening of the Assembly.

In accordance with Article **25, last paragraph**, of the Company's statutes, holders of convertible bonds or subscription rights may attend the Extraordinary General Meeting **with consultative vote only**, provided that they have complied with the aforementioned admission formalities.

#### **Shareholders' right to ask questions**

In accordance with Article **7 : 139 of the Companies and Associations Code**, shareholders may submit their questions in writing to the directors and/or the auditor **before the Extraordinary General Meeting**.

These questions must be sent **no later than five (5) business days before the date of the Meeting** by email to **[legal@winamp.com](mailto:legal@winamp.com)**. Questions will only be considered if the shareholder has complied with all the formalities for admission to the Meeting.

#### **Documents available**

All documents relating to the Extraordinary General Meeting which the law requires to be made available to shareholders can be consulted on the Company's website at the following address: **<https://llamagroup.com/investors/documentation/>** from the date of publication of the notice of meeting.

A copy of these documents will also be sent by email to shareholders who have completed the admission formalities **no later than seven (7) days before the date of the Extraordinary General Meeting**.

#### **For the Board of Directors**

---

*Alexandre Saboundjian*  
Managing Director