



Proxy form for the Annual General Meeting of B&S to be held on May 22, 2023, 9:30 CEST (“AGM”)

Shareholders of B&S Group S.A., who wish to exercise their shareholder rights at the upcoming AGM by means of proxy are requested follow the instructions laid-out in this form and the convening notice to the AGM, and tick the appropriate boxes.

1. Proxy:

I give power to the Company Secretary of B&S or any other subdelegate designated by B&S (the “Company Secretary”);

I give power to the following proxy of my own choosing (the “Chosen Proxy”):

First name:

Last name:

Address:

2. Voting instructions:

I give power to the Company Secretary or the Chosen Proxy, as applicable, to vote in my name on the resolutions of the agenda of the AGM in accordance with the following voting instructions:

a. Agenda items (voting items)

Proposed Resolution	Vote for	Vote against	Abstention
I. The adoption of the consolidated financial statements 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
II. The adoption of the company annual accounts 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
III. The 2022 discharge of the members of the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
IV. The 2022 discharge of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
V. The approval of the profit appropriation and dividend proposal 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
VI. The confirmation of the appointment of Mr. D.C. Doijer as independent Supervisory Board member, continuing the mandate of his predecessor Mr. J.A. van Barneveld expiring at the end of the AGM of 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
VII. The confirmation of the appointment of Mr. E.C. Tjeenk Willink as Supervisory Board, continuing the mandate of his predecessor Mrs. K. Koelemeijer expiring at the end of the AGM of 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



VIII.	The appointment of Ms. Kim Smit as Supervisory Board member for a term expiring at the end of the Annual General Meeting in 2027	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
IX.	The appointment of Mr. P.J. van Mierlo as Executive Board member, serving as Chief Executive Officer of B&S Group S.A., for a term expiring at the end of the AGM of 2027	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
X.	The appointment of Mr. M. Faasse as Executive Board member for a term expiring at the end of the AGM of 2027.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
XI.	The AGM of shareholders decides to appoint [PROPOSAL TO BE MADE BY THE AUDIT AND RISK COMMITTEE AND THE SUPERVISORY BOARD THE LATEST AT THE AGM] as independent auditor (Réviseur d'Entreprises Agréé), for a duration of the engagement of [X] year(s), ending at the annual general meeting of shareholders of the Company to be held in _____, to perform the independent audit of the Company's annual accounts and the consolidated financial statements for the financial year(s) ____.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick the applicable boxes

b. Amendments or new resolutions

If amendments or new resolutions were to be presented, I instruct the Company Secretary or the Chosen Proxy, as applicable, to:

- reject such proposals
- abstain from voting on such proposals
- vote in my name as he/she deems fit

3. Other matters and signature

Blank forms, lack of choice, choice unclearly expressed and/or contradictory choices under section 2 of this proxy form will be considered as an authorization of the Company Secretary or the Chosen Proxy, as applicable, to vote in the name of the shareholder as he/she deems fit.

In all instances, the shareholder will have to obtain a proof of ownership of their B&S shares from their respective financial intermediary, in the form of a confirmation of entitlement. Confirmation of entitlement must indicate the identity of the owner of the B&S shares, the number of shares registered, and a statement that the relevant shares were registered in the financial intermediary's records in the holder's name on the record date i.e. Monday, May 8, 2023 at midnight (00:00).



Shareholders who hold their shares indirectly, through intermediaries, must have obtained and delivered to their financial intermediary the completed, dated and signed proxy form. The respective financial intermediary will have to provide ABN AMRO, and, upon request, B&S, with the proxy form and the confirmation of entitlement, dated on the Record Date the latest on May 17, 2023 by 17:00 CEST.

Where the shareholder provides personal data of a proxyholder (other than the Company Secretary or its subdelegate) to B&S, the shareholder shall refer the proxyholder to the data protection notice of B&S Group available on B&S Group's website <https://www.bs-group-sa.com/investors/corporate-governance/general-meetings/>

This form is governed by, and shall be construed in accordance with, Luxembourg law. Luxembourg Courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this form.

Agent mandated by the Company:

ABN AMRO N.V.:
Corporate Broking & Issuer Services HQ 7212
Gustav Mahlerlaan 10
NL-1082 PP Amsterdam, The Netherlands
E-mail: ava@nl.abnamro.com

First Name, Surname or Company name; Street, No. or Registered office; Postal code; City; Country

Number of registered shares, votes of which are to be cast (note, 1 share = 1 vote)

City

Date

Shareholders' signature; note, if in electronic form it must meet the requirements set out under articles 1322-1 and 1322-2 of the Luxembourg Civil Code

This proxy form is only valid if dated, signed and accompanied by a copy of your valid identity document and, if you represent a legal person, a copy of a recent extract of from a Trade Registry or similar authority proving your representation powers.