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2018 Antwerp
Company number 0887.216.042
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info@vgpparks.eu
www.vgpparks.eu
(the "**Company**")

The shareholders are hereby invited to attend the annual shareholders' meeting and the extraordinary and special shareholders' meeting of the Company which shall consecutively take place at Botanic Sanctuary Antwerp (room Amaryllis), Leopoldstraat 26, 2000 Antwerp, Belgium, on Friday 13 May 2022 at 10:00 am, with following respective agenda and proposed resolutions:

A. Annual shareholders' meeting:

AGENDA AND PROPOSED RESOLUTIONS

1. Acknowledgment and discussion of the annual report of the board of directors and the report of the auditor on the consolidated annual accounts for the financial year ending 31 December 2021.
2. Acknowledgment of the consolidated annual accounts for the financial year ending 31 December 2021.
3. Acknowledgement and discussion of the annual report of the board of directors and the report of the auditor on the annual accounts for the financial year ending 31 December 2021.
4. Acknowledgement and approval of the annual accounts for the financial year ending 31 December 2021 and allocation of the results.
Proposed resolution: *The general meeting approves the annual accounts for the financial year ending 31 December 2021. The general meeting approves the allocation of the results as proposed by the board of directors, including the payment of a gross dividend for a total amount of EUR 149,556,392.50. All decisions concerning the payment, including the determination of the payment date as well as all other formalities relating to the payment of the dividend are delegated to the board of directors.*
5. Acknowledgement and approval of the remuneration report for the financial year ending 31 December 2021.
Proposed resolution: *The general meeting approves the remuneration report for the financial year ending 31 December 2021.*
6. Release from liability to be granted to the directors and to the respective permanent representatives of the legal entity-directors.
Proposed resolution: *The general meeting resolves, by a separate vote, that each of the directors and each of the respective permanent representatives of the legal entity-directors be released from any liability arising from the performance of their duties during the financial year ending 31 December 2021.*
7. Release from liability to be granted to the auditor.
Proposed resolution: *The general meeting resolves that the auditor be released from any liability arising from the performance of its duties during the financial year ending 31 December 2021.*

B. Extraordinary and special shareholders' meeting:**AGENDA AND PROPOSED RESOLUTIONS**

1. Renewal of the authorizations regarding authorised capital and corresponding amendment of the articles of association of the Company.

- 1.1 Preliminary acknowledgment of the report of the board of directors in accordance with article 7:199 of the Code of Companies and Associations ("CCA") setting out the specific circumstances in which the board of directors is allowed to make use of the authorised capital and the reasons therefore.

- 1.2 Renewal of the authorisations of the board of directors with respect to the authorised capital and corresponding amendment of article 39 of the articles of association of the Company.

Proposed resolution: *The existing authorisation of the board of directors with regard to the authorised capital, as set out in article 39 of the articles of association of the Company, will be withdrawn as from the entry into force of the new authorisation mentioned hereinafter. Subsequently, the shareholders' meeting grants to the board of directors the power, in the broadest sense permitted articles 7:200 and 7:201 of the CCA, to increase the capital of the Company in one or more times without the cumulative amount of these increases exceeding a total amount of one hundred and eight million, eight hundred seventy-three thousand three hundred sixty-six euros and six cents (EUR 108,873,366.06), for a period of five (5) years as from the date of publication of this decision. The board of directors will also be authorised to use these powers within a period of three (3) years in the circumstances described in article 7:202 of the CCA.*

Correspondingly, the existing temporary provisions in article 39 of the articles of association of the Company shall be amended as follows: firstly, in the first paragraph of the aforementioned article 39 of the articles of association of the Company, references to the date on which the existing authorisation was granted shall be replaced by the date on which the new authorisation is to be granted (effective consistent replacement of "8 May 2020" by "13 May 2022"), secondly, in the first paragraph of article 39 of the articles of association of the Company, the amount representing the maximum original size of the existing authorization shall also be replaced by the amount of the proposed new authorization (i.e. effective replacement of "ninety-two million six hundred sixty-six thousand eight hundred and fifteen euro (EUR 92,666,815.00)" by "one hundred and eight million eight hundred seventy-three thousand three hundred and sixty-six euro six cents (EUR 108,873,366.06)").

2. Renewal of the authorisations of the board of directors regarding the acquisition and divestment of the Company's treasury shares and corresponding amendment of the articles of association of the Company.

- 2.1 Renewal of the existing authorisation of the board of directors regarding the acquisition and divestment of the Company's treasury shares in case of impending serious harm as provided in article 40, second paragraph, of the articles of association of the Company.

Proposed resolution: *The existing authorisation of the board of directors with regard to the acquisition and divestment of the Company's treasury shares, as set out in article 40, second paragraph of the articles of association of the Company, will be withdrawn as from the entry into force of the new authorisation mentioned hereinafter. Subsequently, the shareholders' meeting resolves to renew, for a period of three (3) years as from the date of publication of this decision, the powers granted to the board of directors in article 40, second paragraph of the articles of association of the Company to acquire and divest the Company's treasury shares*

without a prior resolution of the shareholders' meeting thereto in case the acquisition or divestment is necessary to prevent impending serious harm to the Company.

- 2.2** Renewal of the existing authorisation of the board of directors to acquire the Company's treasury shares as provided in article 40, third paragraph of the articles of association of the Company.

Proposed resolution: *The existing authorisation of the board of directors with regard to the acquisition of the Company's treasury shares, as set out in article 40, third paragraph of the articles of association of the Company, will be withdrawn as from the entry into force of the new authorisation mentioned hereinafter. Subsequently, the shareholders' meeting resolves to renew, for a period of five (5) years as from the publication of this decision, the powers granted to the board of directors in order to acquire a maximum number of shares which added together does not amount to more than twenty percent (20%) of the issued capital at a price per share which may not be higher than the maximum price permitted by applicable law and which may not be lower than 1 eurocent (EUR 0.01). Moreover, this authorisation also applies to the acquisition of the Company's shares by one of its directly controlled subsidiary companies in accordance with applicable law.*

- 2.3** Amendment of the existing temporary provisions in the articles of association of the Company regarding the acquisition and disposal of the Company's treasury shares.

Proposed resolution: *In accordance with the decisions on the aforementioned agenda items, references to the date on which the existing authorisation was granted shall be replaced, both in the second paragraph and in the third paragraph of article 40 of the articles of association of the Company, by the date on which the new authorisation is to be granted (effective replacement of "8 May 2020" by "13 May 2022").*

- 3.** Approval of change of control clauses.

- 3.1.** In accordance with article 7:151 of the CCA, the shareholders' meeting is firstly requested to approve all change of control clauses included in and/or relating to the green bonds issued by the Company on 17 January 2022, including in particular condition 6.3 of the terms and conditions of (i) the EUR 500,000,000 1.625 per cent. fixed rate green bonds due 17 January 2027 and (ii) the EUR 500,000,000 2.250 per cent. fixed rate green bonds due 17 January 2030, as set out in part V.A and Part V.B of the information memorandum dated 13 January 2022 for the listing of the bonds on the Euro MTF Market operated by the Luxembourg Stock Exchange.

- 3.2.** In accordance with article 7:151 of the CCA, the shareholders' meeting is furthermore requested to approve the change of control clause as set out in the BNP Paribas Fortis loan agreement entered into on 21 December 2021 by the Company and BNP Paribas Fortis NV (as "Bank").

- 3.3.** In accordance with article 7:151 of the CCA, the shareholders' meeting is finally requested to approve the change of control clause, as included in clause 19.1 of the Joint Venture Agreement entered into on 22 December 2021 by the Company, Allianz Finance IX Luxembourg S.A. and YAO NEWREP Investments S.A (collectively as "AZ") and VGP DEU 44 S.à r.l. (to be renamed to VGP European Logistics 3 S.à r.l.).

Proposed resolution: *The shareholders' meeting firstly decides to address the agenda items 3.1, 3.2 and 3.3. together for practical reasons so that it has to be voted on only once, although they relate to three different transactions in which change of control clauses as endorsed in article 7:151 of the CCA were provided, and thereafter formally resolves to approve, in accordance with article 7:151 of the CCA, (a) all change of control clauses included in and/or relating to the green bonds issued by the Company on 17 January 2022, including in particular condition 6.3 of the terms and conditions of (i) the EUR 500,000,000 1.625 per cent. fixed rate green bonds due 17 January 2027 and (ii) the EUR 500,000,000 2.250 per cent. fixed rate green bonds due 17 January 2030 as set out in part V.A and Part V.B of the information memorandum dated 13 January 2022 for the listing of the bonds on the Euro MTF Market*

operated by the Luxembourg Stock Exchange, (b) the change of control clause as set out in the BNP Paribas Fortis loan agreement entered into on 21 December 2021 by the Company and BNP Paribas Fortis NV (as "Bank"), and (c) the change of control clause, as included in clause 19.1 of the Joint Venture Agreement entered into on 22 December 2021 by the Company and Allianz Finance IX Luxembourg S.A. and YAO NEWREP Investments S.A (collectively as "AZ") and VGP DEU 44 S.à r.l. (to be renamed to VGP European Logistics 3 S.à r.l.). In accordance with the requirements of article 7:151, second indent, of the CCA, this jointly adopted resolution for all transactions endorsed and the change of control clauses stipulated therein shall be filed in accordance with article 2:8 of the CCA and shall be published as an announcement in the Belgian State Gazette by including an extract of the minutes of this shareholders' meeting in accordance with article 2:14, 4° of the CCA.

4. Special powers of attorney.

4.1 Power of attorney to the board of directors to execute the above decisions.

Proposed resolution: The shareholders' meeting resolves to grant the broadest powers to the board of directors and/or one or more designated directors to execute the decisions taken by the shareholders' meeting regarding the above agenda item.

4.2 Power of attorney for the representation of the Company with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

Proposed resolution: The shareholders' meeting resolves to grant authority to any member of the board of directors and/or Mr Dirk Stoop, as well as to the instrumenting notary and his employees, acting individually, with power of substitution, to fulfil all necessary formalities with regard to the legally required publication formalities regarding the decisions taken by the shareholders' meeting with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations.

Conditions of admission to the convened shareholders' meetings

Shareholders may only participate in the convened shareholders' meetings and exercise their voting rights if the following two conditions are satisfied:

- (i) Based on the proof submitted in accordance with the registration procedure set out below, the Company must be able to determine that at midnight (24:00) (CET) on the Record Date, 29 April 2022 (the "**Record Date**"), the shareholder concerned owned the number of shares for which he intends to participate in the convened shareholders' meetings.
- (ii) On 7 May 2022 at the latest, the shareholder concerned must explicitly confirm to the Company that he intends to participate in the convened shareholders' meetings.

These conditions must be satisfied in accordance with the formalities mentioned below.

1. Holders of registered shares

In accordance with article 7:134, §2 of the CCA and article 23 of the articles of association the holders of registered shares are entitled to participate in and to vote at the convened shareholders' meetings, provided that:

- their shares are recorded in their name in the register of registered shares at midnight (24:00) (CET) on the Record Date, 29 April 2022, and this irrespective of the number of shares that they own on the date of the convened shareholders' meetings; and
- they notify the Company in writing of (i) their intention to participate in the convened shareholders' meetings, and (ii) the number of securities for which they wish to participate

in the convened shareholders' meetings, by means of a signed form that must be received by the Company at the Company's registered office at the latest on 7 May 2022; a model of this form is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

2. Holders of dematerialised shares

In accordance with article 7:134, §2 of the CCA and article 23 of the articles of association the holders of dematerialised shares are entitled to participate in and to vote at the convened shareholders' meetings, provided that:

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on the Record Date, 29 April 2022, and this irrespective of the number of shares that they own on the date of the convened shareholders' meetings; and
- at the latest on 7 May 2022, they provide the Company (at the Company's registered office) with, or arrange for the Company (at the Company's registered office) to be provided with, a certificate issued by the recognized account holder or the settlement institution certifying the number of dematerialised shares recorded in the shareholder's accounts on the Record Date in respect of which the shareholder has indicated his intention to participate in the convened shareholders' meetings.

Only persons who are a shareholder of the Company on the Record Date (29 April 2021) and who have indicated, on 7 May 2022 at the latest, their intention to participate in the convened shareholders' meetings as set out above will be allowed to participate in the convened shareholders' meetings. We point out to the shareholders that 7 May 2022 is a Saturday and that, as the case may be, they should make the necessary arrangements to fulfil the required formalities before, on 6 May 2022.

The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the Record Date.

Right to add agenda items and to submit proposed resolutions

In accordance with article 7:130 of the CCA, one or more shareholders holding jointly at least three per cent (3%) of the capital of the Company may request items to be added to the agenda of one of the convened shareholders' meetings and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda, provided that:

- they prove ownership of such shareholding as at the date of their request and record their shares representing such shareholding on the Record Date (i.e., on 29 April 2022); the shareholding must be proven either by a certificate evidencing the registration of the relevant shares in the register of registered shares of the Company or by a certificate issued by a recognized account holder or a settlement institution certifying the book-entry of the relevant number of dematerialised shares in the name of the relevant shareholder(s);
- the additional agenda items and/or proposed resolutions have been submitted in writing by these shareholder(s) to the board of directors at the latest on 21 April 2022.

These additional agenda items and/or proposed resolutions must be delivered in writing to the Company. This can be done by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu. The Company shall confirm the receipt of the proposed requests, by e-mail or by ordinary mail to the address mentioned by the shareholder, within 48 hours.

As the case may be, the Company shall publish the modified agenda of the relevant convened shareholders' meeting, together with the ad-hoc proxy form and the remote voting form, completed with the additional agenda items and/or proposed resolutions on the website of the Company (www.vgpparks.eu) at the latest on 28 April 2022.

The proxies and remote votes that were notified to the Company prior to the publication of such a completed agenda, remain valid for the agenda items for which they were granted / submitted. Exception is made for items on the agenda of one of the convened shareholders' meetings for which

new proposed resolutions have been submitted, in accordance with article 7:130 of the CCA: in such case the proxy holder may deviate during the relevant convened shareholders' meeting of the instructions of the shareholder granting the proxy, if the execution of such instructions would prejudice the interests of the shareholder. The proxy holder must inform the shareholder thereof. The proxy must indicate whether the proxy holder, if appropriate, is authorised to vote on new agenda items of a convened shareholders' meeting or whether he should abstain from voting.

Right to ask questions

In accordance with article 7:139 of the CCA, all shareholders are entitled, whether during the meeting or in writing before the meeting, to ask questions to the directors with respect to their reports as referred to in the respective agendas of the convened shareholders' meetings or the respective agenda items and to the auditor with respect to its report as referred to in the agenda of the annual shareholders' meeting.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the formalities set out above to be admitted to the convened shareholders' meetings and if the written questions have been received by the Company at the latest on 7 May 2022.

Written questions may be delivered to the Company by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu.

Proxy

In accordance with article 24.1 of the articles of association, each shareholder may be represented at the shareholders' meetings by a proxy holder, who does not need to be a shareholder.

Shareholders who wish to be represented by proxy, are requested to use the model of proxy form (with voting instructions) that is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

Notification of the proxy to the Company must occur in writing, either by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu.

The signed proxy form must in original be received by the Company at the Company's registered office at the latest on 7 May 2022.

The Company shall be entitled not to take into account any proxy forms received later than the aforementioned date.

Shareholders who wish to be represented by proxy, must have fulfilled the formalities set out above to be admitted to the convened shareholders' meetings (registration- and confirmation procedure).

Remote voting

In accordance with article 25 of the articles of association, shareholders may vote remotely by ordinary mail prior to the shareholders' meetings, by means of a form that is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

The signed remote voting form must be delivered to the Company, either by ordinary mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu, and must be received by the Company at the latest on 7 May 2022.

The Company shall be entitled not to take into account any remote voting forms received later than the aforementioned date.



Availability of the documents

In accordance with article 7:132 of the CCA, the shareholders of the Company can, as of 13 April 2022, upon presentation of the certificate of registration of their registered shares or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialised shares recorded in the name of the shareholder, obtain at the Company's registered office (Generaal Lemanstraat 55 box 4, 2018 Antwerp), free of charge, a copy of the documents and reports that relate to one of the convened shareholders' meetings or that must be made available to them pursuant to law.

Requests to obtain copies, free of charge, may also in writing or electronically by ordinary mail or by e-mail for the attention of:

Mr Dirk Stoop
Telephone: +32 3 289 14 34
Fax: +32 3 289 14 39
E-mail: dirk.stoop@vgpparks.eu

All the relevant information with regard to the convened shareholders' meetings, including all of the reports and documents, referred to in the items of the agenda of the convened shareholders' meetings, as well as the aforementioned proxy forms, are available on the website of the Company (www.vgpparks.eu) as of 13 April 2022.

The board of directors