



VGP NV
Uitbreidingstraat 72 box 7
2600 Antwerp (Berchem)
Company number 0887.216.042
Register of legal entities Antwerp, division Antwerp
VAT BE 0887.216.042
www.vgpparks.eu
(the “**Company**”)

The shareholders are hereby invited to attend the annual and special shareholders’ meeting of the Company which shall take place at Park Inn by Radisson Antwerp Berchem, Borsbeeksebrug 34, 2600 Antwerp, Belgium, on Friday 14 May 2021 at 10:00 am, with following agenda and proposed resolutions:

Information note:

The board of directors closely monitors the evolution of the Covid-19 pandemic and the sanitary regulations issued by the Belgian authorities in this regard and continues to evaluate the impact thereof on the organisation of the shareholders’ meetings.

The Company will take appropriate measures to ensure that the shareholders’ meetings take place in compliance with the sanitary regulations and taking into account any health and safety concerns.

To that effect, shareholders are requested not to attend the meetings in person. No reception will be held. Shareholders are requested to vote prior to the meetings taking place, either remotely via letter or via proxy, preferably granted to Mr. Dirk Stoop, the Company’s CFO.

Depending on the evolution of the Covid-19 situation in the coming weeks, the Company may communicate further in relation to the attendance and organisation of the meetings by way of a press release.

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 2020.
2. Acknowledgment of the consolidated annual accounts for the financial year ending 31 December 2020.
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 2020.
4. Acknowledgement and approval of the annual accounts for the financial year ending 31 December 2020 and allocation of the results.
Proposed resolution: *The general meeting approves the annual accounts for the financial year ending 31 December 2020. 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 75,128,132.50. 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 2020.
Proposed resolution: *The general meeting approves the remuneration report for the financial year ending 31 December 2020.*
6. Acknowledgement and approval of the remuneration policy.
Proposed resolution: *The general meeting approves the remuneration policy.*
7. 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 the directors and 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 2020.*

8. 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 2020.*

9. Re-appointment of Jan Van Geet s.r.o. (permanently represented by Mr. Jan Van Geet) and VM Invest NV (permanently represented by Mr. Bartje van Malderen) as directors of the Company.

Proposed resolution: *Taking into account the expiry of their mandates as directors of the Company at this annual shareholders' meeting, the general meeting resolves to re-appoint, with immediate effect:*

- *Jan Van Geet s.r.o., represented by its permanent representative Mr. Jan Van Geet as executive director for a period of 4 years to end immediately after the annual shareholders' meeting to be held in 2025 and at which the decision will be taken to approve the annual accounts closed on 31 December 2024.*
- *VM Invest NV, represented by its permanent representative Mr. Bartje Van Malderen as non-executive director for a period of 4 years to end immediately after the annual shareholders' meeting to be held in 2025 and at which the decision will be taken to approve the annual accounts closed on 31 December 2024.*

The general meeting resolves that the mandate of Jan Van Geet s.r.o. as executive director and of VM Invest NV as non-executive director will be remunerated in accordance with the remuneration of the other directors, as determined by the general meeting held in 2020.

10. 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 general meeting resolves to grant authority to any member of the board of directors and/or Mr Dirk Stoop, 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 general meeting with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations.*

B. Special shareholders' meeting:

AGENDA AND PROPOSED RESOLUTIONS

1. Approval of change of control clauses.

In accordance with article 7:151 of the Code of Companies and Associations (the "CCA"), the general meeting is requested to approve condition 6.3 of the terms and conditions of the bonds issued by the Company on 8 April 2021, as set out in part V of the information memorandum dated 8 April 2021 for the listing of the bonds on the Euro MTF Market operated by the Luxembourg Stock Exchange, and in particular the change of control clauses included therein.

Proposed resolution: *The general meeting resolves to approve, in accordance with article 7:151 of the CCA, condition 6.3 of the terms and conditions of the bonds issued by the Company on 8 April 2021, as set out in part V of the information memorandum dated 8 April 2021 for the listing of the bonds on the Euro MTF Market operated by the Luxembourg Stock Exchange, pertaining to the possibility for the bondholders to require the Company to redeem the bonds in case of a change of control. In accordance with the requirements of article 7:151, second indent, of the CCA, this resolution 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 general meeting in accordance with article 2:14, 4° of the CCA.*

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 general meeting resolves to grant authority to any member of the board of directors and/or Mr Dirk Stoop, 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 general 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 annual and special shareholders' meeting

Shareholders may only participate in the annual and special shareholders' meeting 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, 30 April 2021 (the "**Record Date**"), you owned the number of shares for which you intend to participate in the annual and special shareholders' meeting.
- (ii) On 8 May 2021 at the latest, you must explicitly confirm to the Company that you intend to participate in the annual and special shareholders' meeting.

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 annual and special shareholders' meeting, provided that:

- their shares are recorded in their name in the register of registered shares at midnight (24:00) (CET) on the Record Date, 30 April 2021, and this irrespective of the number of shares that they own on the date of the annual and special shareholders' meeting; and
- they notify the Company in writing of (i) their intention to participate in the annual and special shareholders' meeting, and (ii) the number of securities for which they wish to participate in the annual and special shareholders' meeting, by means of a signed form that must be received by the Company at the Company's registered office at the latest on 8 May 2021; 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 annual and special shareholders' meeting, 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, 30 April 2021, and this irrespective of the number of shares that they own on the date of the annual and special shareholders' meeting; and
- at the latest on 8 May 2021, 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 annual and special shareholders' meeting.

Only persons who are a shareholder of the Company on the Record Date (30 April 2021) and who have indicated, on 8 May 2021 at the latest, their intention to participate in the annual and special shareholders' meeting as set out above will be allowed to participate in the shareholders' meeting. We point out to the shareholders that 8 May 2021 is a Saturday and that, as the case may be, they should make the necessary arrangements to fulfil the required formalities before, on 7 May 2021.

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 the shareholders' meeting 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 30 April 2021); 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 22 April 2021.

These additional agenda items and/or proposed resolutions may be delivered to the Company by 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 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 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 29 April 2021.

The proxies and remote votes that were notified to the Company prior to the publication of a completed agenda, remain valid for the agenda items for which they were granted / submitted. Exception is made for agenda items 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 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 is authorised to vote on new agenda items 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 agendas of the annual and special shareholders' meeting or the agenda items and to the auditor with respect to its report as referred to in the agenda of the annual shareholders' meeting. To ensure that the shareholders' meetings are organised in a way that is compliant with the sanitary measures issued in relation to the COVID-19 crisis and taking into account general health and safety considerations, shareholders are requested to submit their questions in writing before the 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 annual and special shareholders' meeting and if the written question has been received by the Company at the latest on 8 May 2021.

Written questions may be delivered to the Company by 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' meeting by a proxy holder, who does not need to be a shareholder. To ensure that the shareholders' meetings are organised in a way that is compliant with the sanitary measures issued in relation to the COVID-19 crisis and taking into account general health and safety considerations, shareholders are requested to appoint Mr. Dirk Stoop, the Company's CFO, as their proxy.

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 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 8 May 2021.

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

Remote voting

In accordance with article 25 of the articles of association, shareholders may vote remotely by letter 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 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 8 May 2021.

Availability of the documents

In accordance with article 7:132 of the CCA, the shareholders of the Company can, as of 14 April 2021, upon presentation of their security 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 (Uitbreidingstraat 72 box 7, 2600 Berchem (Antwerp)), free of charge, a copy of the documents and reports that relate to this meeting 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 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 annual and special shareholders' meeting, including all of the reports and documents, referred to in the items of the agenda of the annual and special shareholders' meeting, as well as the aforementioned proxy forms, are available on the website of the Company (www.vgpparks.eu) as of 14 April 2021.

The board of directors