



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 extraordinary shareholders’ meeting of the Company which shall take place at registered office of the Company, at Uitbreidingstraat 72, 2600 Antwerp, Belgium, on Friday 8 May 2020 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 board of directors has at this stage decided not to postpone the shareholders’ meetings. The Company will however 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 and to the maximum extent permitted by law, shareholders will not be allowed to attend the meetings in person. No reception will be held. Shareholders are required to vote prior to the meetings taking place, either remotely via letter or via proxy granted to Mr. Dirk Stoop, the Company’s CFO.

The board of directors may decide to facilitate virtual shareholders’ meetings, in which case shareholders may be allowed to attend via electronical means. Even if this would be the case, shareholders are however required to vote prior to the meetings, in the way described above.

Depending on the evolution of the Covid-19 situation in the coming weeks and the adoption of any Belgian law or decree applicable to the organisation of shareholders’ meetings, 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. 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 2019.
2. Acknowledgement and approval of the remuneration report for the financial year ending 31 December 2019.  
**Proposed resolution:** *The general meeting approves the remuneration report for the financial year ending 31 December 2019.*
3. Acknowledgement and approval of the annual accounts for the financial year ending 31 December 2019 and allocation of the results.  
**Proposed resolution:** *The general meeting approves the annual accounts for the financial year ending 31 December 2019. 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 60,394,912.50. 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.*
4. 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 2019.

5. Acknowledgment of the consolidated annual accounts for the financial year ending 31 December 2019.
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 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 2019.*
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 2019.*
8. Reappointment of Deloitte Bedrijfsrevisoren / Reviseurs d'Entreprises CVBA as auditor of the Company given the expiry of its mandate and determination of the auditor's remuneration.  
**Proposed resolution:** *The general meeting resolves (i) to re-appoint Deloitte Bedrijfsrevisoren CVBA, with registered office at Gateway Building, Luchthaven Brussel Nationaal 1J, 1930 Zaventem, Belgium, represented by Mrs. Kathleen De Brabander, as auditor of the Company for a period of 3 years, with immediate effect and until the closing of the annual meeting which will be held in the year 2023 and at which the decision will be taken to approve the annual accounts closed at 31 December 2022 and (ii) to determine the annual remuneration of the auditor at EUR 159,700 for the audit of the statutory and the consolidated accounts. This amount is exclusive of expenses and VAT, and is subject to an annual indexation as from 2021 and to an annual review reflecting any changes in the audit scope which would be required to ensure that such audit scope remains aligned with the evolution of the VGP group.*
9. Resignation of Mrs. Ann Gaeremynck as an independent director of the Company.  
**Proposed resolution:** *The general meeting approves the resignation of Mrs. Ann Gaeremynck, residing at Dadizelestraat 43, 8560 Moorsele, Belgium, as an independent director of the Company.*
10. Appointment of GAEVAN BV, with permanent representative Mrs. Ann Gaeremynck, as independent director of the Company.  
**Proposed resolution:** *The general meeting approves the appointment of GAEVAN BV, with registered office at Dadizelestraat 43, 8560 Wevelgem, Belgium, permanently represented by Mrs. Ann Gaeremynck, as an independent director of the Company in the meaning of and meeting the conditions stipulated in article 7:87 of the Code of Companies and Associations (the "CCA"), for a period of 3 years with immediate effect and until the closing of the annual meeting which will be held in the year 2023 and at which the decision will be taken to approve the annual accounts closed at 31 December 2022.*
11. Determination of an increased annual fixed remuneration for all directors of the Company.  
**Proposed resolution:** *The general meeting approves the proposal of the board of directors with regard to the increased annual fixed remuneration of EUR 75,000 per director of the Company.*

## **B. Extraordinary shareholders' meeting:**

### **AGENDA AND PROPOSED RESOLUTIONS**

1. Amendment to the articles of association as a consequence of a change in the time at which the ordinary general meeting is held.

The board of directors proposes to change the time at which the ordinary general meeting (also called the annual meeting) of the Company is held from 17h00 to 10h00. The date of the annual meeting remains unchanged.

**Proposed resolution:** *The shareholders' meeting resolves to hold the annual meeting on the second Friday of May at 10 a.m.; the time at which the annual meeting is held is adapted accordingly in the articles of association of the Company.*

2. Amendment to the articles of association as a consequence of a change to the external representation.

The Board of Directors proposes to amend the provisions of the articles of association relating to the external representation of the Company by deleting the current representation powers of the chairman of the Board of Directors.

**Proposed resolution:** *The shareholders' meeting resolves to amend the rules on external representation in such a way that the Company can henceforth only be validly represented externally vis-à-vis third parties by either two directors acting jointly or a managing director acting alone; the relevant provision of the articles of association is amended accordingly.*

3. Amendments to the articles of association as a consequence of the newly applicable CCA.

Pursuant to Article 39, §1, first paragraph, and §2 of the law of 23 March 2019 introducing the CCA, as from 1 January 2020, the Company is subject to the provisions of the CCA by operation of law and, in accordance with Article 39, §1, third paragraph of the aforementioned law, is legally obliged to bring its articles of association into line with the provisions of the CCA on the occasion of the next amendment of the articles of association after 1 January 2020.

The board of directors therefore proposes, following the amendments to the articles of association proposed in the previous agenda items 1 and 2, to bring the articles of association of the Company fully in line with the CCA while retaining the legal form of a listed limited liability company with a classic one-tier board structure and without altering the object (i.e. the former purpose), except for terminological changes.

**Proposed resolution:** *The shareholders' meeting resolves to fully revise the articles of association of the Company and to adopt and approve a new text of the articles of association in accordance with the provisions of the CCA for a listed limited liability company with a classic one-tier board and with the introduction of a double voting right for shareholders who qualify for this by law and in particular taking into account the amendments to the existing articles of association as specifically set out below as well as the amendments to the articles of association pursuant to the previous agenda items 1 and 2 as well as agenda items 4 and 5 below. The full text of the new articles of association is available on the Company's website ([www.vgpparks.eu](http://www.vgpparks.eu)). Every shareholder can request an electronic copy free of charge via [info@vgpparks.eu](mailto:info@vgpparks.eu).*

*The specific amendments to the existing articles of association are as follows (where relevant or clarifying, reference is made to the number of the article in the current coordinated articles of association drawn up on 10/05/2019):*

- In Article 1 ('Legal form - Name'), the designation of the Company as 'a public limited company carrying out public calls for investments' is deleted; it is replaced by the fact that the Company is a 'listed company'.

- In Article 2 ("Registered office"), the Region where the registered office of the Company is located is added and the address of the registered office is deleted along with the other statutory provisions relating to the transfer of registered office and the holding of any other offices, so that the new provisions of the CCA will apply in this respect.

- In Article 3 of the Dutch language version of the articles of association only ("Purpose"/"Doel"), the term "purpose"/"doel", including in the title, is replaced by the new term "object"/"voorwerp", confirming, to the extent necessary, that in accordance with the new relevant provisions and terminology, the Company has no other purpose than to distribute or provide a direct or indirect financial benefit to its shareholders.

- Amendment to the provisions of the articles of association relating to capital increase and preferential subscription right in compliance with the new provisions in this respect in the CCA (amendment of articles 6 and 7).

- Amendment to the provisions of the articles of association relating to the paying up of capital (amendment of Article 8).

- Addition in the articles of association of the possibility to keep the share register in electronic form and deletion of the redundant provisions of the articles of association concerning dematerialised shares, so that the new provisions of the CCA will apply in this respect (amendment article 9).
  - Deletion of all provisions of the articles of association relating to the notification and disclosure of major shareholdings and the threshold in the articles of association of three percent (3%) in addition to the thresholds with respect to transparency obligations imposed by law (amendment article 14).
  - Amendment to the provisions of the articles of association relating to the composition, operation, decision-making, powers and external representation of the board of directors in accordance with the specific new provisions in the CCA for a listed limited liability company with a one-tier board of directors, including amendment to the provisions concerning the mandatory designation of a permanent representative by legal entity-directors, proxies for directors, unanimous writing resolutions by directors, with the addition of the possibility of meetings of the board of directors by means of tele- and videoconferencing (amendment articles 15 to 17).
  - Deletion of the existing possibility in the articles of association of setting up an executive committee, which has been abolished under the new law, including deletion of the provision in the articles of association on the executive committee's representation power (deletion of Article 18).
  - Amendment to the provisions of the articles of association relating to the powers of and representation by the daily management in accordance with the new provisions in this respect in the CCA (amendment article 17).
  - Amendment to the remuneration scheme for directors, including application of the possibility for listed companies to deviate in the articles of association from the arrangements set out in article 7:91 CCA (amendment article 20).
  - Amendment to the provisions of the articles of association relating to the audit of the Company in accordance with the new provisions in the CCA (amendment article 21).
  - Amendment to the provisions of the articles of association relating to the organisation and powers of the shareholders' meeting in accordance with the specific new provisions in the CCA for a listed limited liability company with introduction and addition in the articles of association of new regulations concerning (i) participation to the shareholders' meeting by electronic means in accordance with article 7:137 of the CCA, (ii) remote voting prior to the shareholders' meeting in accordance with article 7:146 of the CCA and (iii) double voting rights for shareholders who qualify for this by law in accordance with article 7:53 of the CCA (amendment articles 22 to 27 and 29 to 34).
  - Amendment to the provisions of the articles of association relating to the authority of the board of directors to adjourn shareholders' meetings (amendment article 28).
  - Deletion of the provisions of the articles of association relating to the documents and reports to be drawn up at the close of the financial year, so that the new provisions of the CCA will apply in this respect (deletion of article 35 as from the second paragraph).
  - Amendment to the authorisation of the board of directors to pay interim dividends in accordance with the new provisions in this respect in the CCA (amendment article 38).
  - Deletion of the provisions of the articles of association relating to prohibited distributions so that the new provisions of the CCA will apply in this respect (deletion of Article 39 in full).
  - Deletion of the provisions of the articles of association relating to the alarm bell procedure so that the new provisions of the CCA will apply in this respect (deletion of article 40 in full).
  - Amendment to the provisions of the articles of association relating to winding up and liquidation of the Company in accordance with the new provisions in this respect in the CCA (amendment article 41).
  - Amendment to the provisions of the articles of association relating to the choice of domicile in accordance with the new provisions in this respect in the CCA (amendment article 42).
  - Amendment to the provisions of the articles of association relating to applicable law (amendment of Article 43).
  - Addition in the articles of association of new provisions on written communication from and with the Company.
- 4.** Renewal of the authorizations regarding authorised capital and corresponding amendments to the articles of association of the Company.

- 4.1. Preliminary acknowledgment of the report of the board of directors in accordance with article 7:199 of the 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.
- 4.2. Renewal of the authorisations of the board of directors with respect to the authorised capital and corresponding amendment to the articles of association of the Company.

**Proposed resolution:** *The existing authorisation of the board of directors with regard to the authorised capital 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 under articles 7:200 and 7:201 of the CCA, to increase the capital in one or more times without the cumulative amount of these increases exceeding a total amount of ninety-two million, six hundred sixty-six thousand eight hundred fifteen euros (EUR 92,666,815.00) for a period of five (5) years as from the publication of this decision. The board of directors will also be authorised to use these powers for a period of three (3) years in the circumstances described in article 7:202 of the CCA. The existing temporary provisions of the articles of association in this respect will be replaced in full by the new provisions as included in the new articles of association of the Company referred to in agenda item 3.*

5. Renewal of the authorisation of the board of directors regarding the acquisition and divestment of the Company's treasury shares and corresponding amendment to the articles of association of the Company.

- 5.1. Renewal of the authorisation of the board of directors regarding the acquisition and disposal of the Company's own shares in case of impending serious harm.

**Proposed resolution:** *The existing authorisation of the board of directors with regard to the acquisition and disposal of the Company's own shares 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 to acquire and dispose of the Company's own shares without a prior resolution of the shareholders' meeting thereto in case the acquisition or disposal is necessary to prevent impending serious harm to the Company.*

- 5.2. Renewal of the authorisation of the board of directors to acquire the Company's own shares.

**Proposed resolution:** *The existing authorisation of the board of directors with regard to the acquisition of the Company's treasury shares 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.*

- 5.3. Authorisation of the board of directors to dispose of the Company's own shares by way of an offer to sell directed to one or more particular persons other than members of the personnel of the Company or one of its subsidiaries

**Proposed resolution:** *The shareholders' meeting resolves to grant the authorisation to the board of directors to dispose of the Company's own shares by way of an offer to sell directed to one or more particular persons other than members of the personnel of the Company or one of its subsidiaries.*

- 5.4. Amendment to the articles of association as a consequence of the above-mentioned decisions.

**Proposed resolution:** *The shareholders' meeting resolves to replace the existing provisions of the articles of association relating to the acquisition and disposal of own shares in full by the new provisions as included in the new articles of association of the Company referred to in agenda item 3.*

**6.** Approval of change of control clauses.

In accordance with article 7:151 of the CCA, the shareholders' meeting is requested to approve (i) condition 6.2 of the terms and conditions of the bonds issued by the Company on 2 December 2019, as set out in part V of the prospectus dated 19 November 2019 for the public offer of the bonds, and in particular the change of control clauses included therein and (ii) the change of control clause as set out in the J.P. Morgan loan agreement entered into on 8 November 2019 by the Company and J.P. Morgan Securities plc (as "Arranger").

**Proposed resolution:** *The shareholders' meeting resolves to approve, in accordance with article 7:151 of the CCA, (i) condition 6.2 of the terms and conditions of the bonds issued by the Company on 2 December 2019, as set out in Part V of the prospectus dated 19 November 2019 for the public offer of the bonds, pertaining to the possibility for the bondholders to require the Company to redeem the bonds in case of a change of control and (ii) the change of control clause as set out in the J.P. Morgan loan agreement entered into on 8 November 2019 by the Company and J.P. Morgan Securities plc (as "Arranger"). 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 shareholders' meeting in accordance with article 2:14, 4° of the CCA.*

**7.** Special powers of attorney.

**7.1.** 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 items.*

**7.2.** 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, 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 annual and extraordinary shareholders' meeting

Shareholders may only participate in the annual and extraordinary 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, 24 April 2020 (the "**Record Date**"), you owned the number of shares for which you intend to participate in the annual and extraordinary shareholders' meeting.
- (ii) On 2 May 2020 at the latest, you must explicitly confirm to the Company that you intend to participate in the annual and extraordinary 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 24 of the articles of association the holders of registered shares are entitled to participate in and to vote at the annual and extraordinary 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, 24 April 2020, and this irrespective of the number of shares that they own on the date of the annual and extraordinary shareholders' meeting; and
- they notify the Company in writing of (i) their intention to participate in the annual and extraordinary shareholders' meeting, and (ii) the number of securities for which they wish to participate in the annual and extraordinary 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 2 May 2020; 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](http://www.vgpparks.eu)).

#### 2. Holders of dematerialized shares

In accordance with article 7:134, §2 of the CCA and article 24 of the articles of association the holders of dematerialized shares are entitled to participate in and to vote at the annual and extraordinary 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, 24 April 2020, and this irrespective of the number of shares that they own on the date of the annual and extraordinary shareholders' meeting; and
- at the latest on 2 May 2020, 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 dematerialized 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 extraordinary shareholders' meeting.

Only persons who are a shareholder of the Company on the Record Date (24 April 2020) and who have indicated, on 2 May 2020 at the latest, their intention to participate in the annual and extraordinary shareholders' meeting as set out above will be allowed to participate in the shareholders' meeting. We point out to the shareholders that 2 May 2020 is a Saturday and that 1 May 2020 is a public holiday and that, as the case may be, they should make the necessary arrangements to fulfil the required formalities before, on 30 April 2020.

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 agendas 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 24 April 2020); 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 dematerialized 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 16 April 2020.

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](mailto: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](http://www.vgpparks.eu)) at the latest on 23 April 2020.

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 and article 29 of the articles of association, 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 extraordinary 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 extraordinary shareholders' meeting and if the written question has been received by the Company at the latest on 2 May 2020.

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](mailto:dirk.stoop@vgpparks.eu).

### **Proxy**

In accordance with article 25 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 may only 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](http://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](mailto: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 2 May 2020.

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

### **Remote voting**

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 may exceptionally 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](http://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](mailto:dirk.stoop@vgpparks.eu), and must be received by the Company at the latest on 2 May 2020.

### **Availability of the documents**

In accordance with article 7:132 of the CCA, the shareholders of the Company can, as of 8 April 2020, upon presentation of their security or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialized 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](mailto:dirk.stoop@vgpparks.eu)

All the relevant information with regard to the annual and extraordinary shareholders' meeting, including all of the reports and documents, referred to in the items of the agenda of the annual and extraordinary shareholders' meeting, as well as the aforementioned proxy forms, are available on the website of the Company ([www.vgpparks.eu](http://www.vgpparks.eu)) as of 8 April 2020.

The board of directors