

VGP NV
Limited liability company
Uitbreidingstraat 72 box 7
2600 Antwerp (Berchem)

Company number 0887.216.042
Register of Legal Entities – Antwerp, division Antwerp
VAT BE 0887.216.042

(the "Company")

SPECIAL REPORT OF THE BOARD OF DIRECTORS PURSUANT TO ARTICLE 7:199 OF THE CODE OF COMPANIES AND ASSOCIATIONS WITH RESPECT TO THE AUTHORISED CAPITAL

1 Introduction

The board of directors has the honour to submit to you its special report pursuant to article 7:199 of the Code of Companies and Associations with respect to the renewal of the authorisation for the board of directors to increase the capital of the Company with a certain amount, in one or several instances, within the framework of the authorised capital.

2 The authorised capital

The board of directors proposes to the shareholders of the Company to withdraw the existing authorisation of the board of directors with regard to the authorised capital, as set out in article 44 of the articles of association of the Company, as from the entering into force of the new authorisation mentioned hereinafter.

Subsequently, the board of directors proposes that 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 Code of Companies and Associations, to increase the capital of the Company 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 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 Code of Companies and Associations.

If the shareholders of the Company approve the board of directors' proposal, article 44 of the articles of association of the Company (which will be article 42 of the new articles of association) will be amended as follows:

"Article 42. Authorised capital

The board of directors is authorised for a period of five (5) years, calculated from the publication in the Appendices to the Belgian Official Gazette of the deed of amendment of the Articles of Association of 8 May 2020, 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). This authority of the board of directors can be renewed.

At the occasion of the increase of the capital, realised within the limits of the authorised capital, the board of directors has the authority to request an issue premium. If the board of directors decides to do so, this issue premium must be deposited in a blocked account which can only be drawn upon or transferred from pursuant to a resolution taken by the general meeting in the manner required for the amendment of the articles of association.

The board of directors has the authority to amend the company's articles of association in accordance with the capital increase which was decided within the context of the authorised capital.

This authority of the board of directors applies in respect of capital increases by contributions in money or in kind, by the conversion of reserves, with or without the issue of new shares. The authority is granted to the board of directors to proceed with the issue of convertible bonds or subscription rights within the limits of the authorised capital.

The board of directors is authorised, within the context of the authorised capital, to revoke or limit the statutory preferential subscription rights of the shareholders, in the interests of the company and in accordance with applicable law. The board of directors is authorised, within the context of the authorised capital, to revoke or limit the statutory preferential subscription rights that the law awards to shareholders in favour of one or more persons other than members of the personnel of the company or of its subsidiaries.

If the company's securities become the subject of a public takeover bid, the board of directors may use the technique of the authorised capital as defence mechanism if the receipt of the FSMA ("Financial Services and Markets Authority")'s announcement of the public takeover bid falls within the term of three (3) years calculated as of 8 May 2020 and insofar as a) the shares issued pursuant to the capital increase were fully paid up as of their issue; b) the issue price of the shares issued pursuant to the capital increase does not amount to less than the price of the bid; and c) the number of shares issued pursuant to the capital increase does not amount to more than one tenth of the shares issued before the capital increase which represent the capital."

3 Circumstances in which and purposes for which the authorised capital can be used

The technique of the authorised capital offers the board of directors a degree of flexibility and allows for swift execution, which could be necessary to ensure an optimal management of the Company.

In certain circumstances, the relatively complex, expensive and time consuming procedure of convening an extraordinary shareholders' meeting for a capital increase in a listed company could be irreconcilable with certain fluctuations on the capital markets or certain opportunities presented to the Company, which could potentially be to the detriment of the Company. For example, such situation could occur in case the Company wishes to admit an important shareholder to its capital structure or in case the Company wishes to entirely or partially finance a transaction or investment by issuing new shares. A convocation of an extraordinary shareholders' meeting could in such circumstances, for example, lead to a premature announcement of the relevant transaction.

The board of directors may also use the authorised capital within the framework of the remuneration policy of the Company, namely for the issuance of shares, stock options or subscription rights to employees, directors or consultants of the Company or one of its subsidiaries, as well as to other persons who, within the scope of their professional activity, have made themselves useful to the Company or a subsidiary of the Company.

Finally, the board of directors may also use the authorised capital as a response to a hostile take-over offer, which can threaten the anchoring of the Company, its stability, continuity or development.

We trust that we have informed you sufficiently herewith and ask you to grant the requested renewal of the authorisation for the board of directors to increase the capital.

Done in Antwerp on 3 April 2020

On behalf of the Board of Directors