



VGP NV

Uitbreidingstraat 72, box 7

2600 Antwerp (Berchem)

Company number 0887.216.042 (Register of legal entities – Antwerp, division of Antwerp)

VAT BE 0887.216.042

www.vgpparks.eu

(the “**Company**”)

The shareholders are hereby invited to attend the special shareholders’ meeting of the Company which shall take place at the offices of Argo bcvba, at City Link, fifth floor, Posthofbrug 12, 2600 Antwerp (Berchem), on Thursday 22 November 2018 at 10:00 am, with following agenda and proposed resolution:

AGENDA AND PROPOSED RESOLUTION

1. *Approval of condition 6.2 of the terms and conditions of the bonds issued by the Company on 19 September 2018 and the rights of the bondholders, as set out in part IV of the prospectus dated 4 September 2018, for the public offer of the bonds, and in particular the approval of the change of control clause included therein, in accordance with article 556 of the Belgian Companies Code.*

Proposed resolution: *Condition 6.2 of the terms and conditions of the bonds issued by the Company on 19 September 2018 and the rights of the bondholders, as set out in Part IV of the prospectus dated 4 September 2018, 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, is approved, in accordance with article 556 of the Belgian Companies Code. In accordance with the requirements of article 556, second indent, of the Belgian Companies Code, this resolution shall be filed in accordance with article 75, 3° of the Belgian Companies Code and shall be published as an announcement in the Belgian State Gazette by including an extract of the minutes of this special shareholders’ meeting.*

Conditions of admission to the special shareholders’ meeting

Shareholders may only participate in the special shareholders’ meeting and exercise their voting rights at these meetings 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, 8 November 2018 (the “**Record Date**”), you owned the number of shares for which you intend to participate in the shareholders’ meeting.
- (ii) On 16 November 2018 at the latest, you must explicitly confirm to the Company that you intend to participate in the special shareholders’ meeting.

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

1. Holders of registered shares

In accordance with article 536, §2 of the Belgian Companies Code and article 24 of the articles of association the holders of registered shares are entitled to participate in and to vote at the 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, 8 November 2018, and this irrespective of the number of shares that they own on the date of the special shareholders’ meeting; and
- they notify the Company in writing of (i) their intention to participate in the special shareholders’ meeting, and (ii) the number of securities for which they wish to participate in

the 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 16 November 2018; 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 dematerialized shares

In accordance with article 536, §2 of the Belgian Companies Code and article 24 of the articles of association the holders of dematerialized shares are entitled to participate in and to vote at the 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, 8 November 2018, and this irrespective of the number of shares that they own on the date of the special shareholders' meeting; and
- at the latest on 16 November 2018, 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 special shareholders' meeting.

Only persons who are a shareholder of the Company on the Record Date (8 November 2018) and who have indicated, on 16 November 2018 at the latest, their intention to participate in the special shareholders' meeting as set out above will be admitted to the shareholders' meeting.

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 533ter of the Belgian Companies Code, one or more shareholders holding jointly at least three per cent (3%) of the registered 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 8 November 2018); 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 31 October 2018.

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 relevant shareholders' meeting, together with the ad-hoc proxy form, completed with the additional agenda items and/or proposed resolutions on the website of the Company (www.vgpparks.eu) at the latest on 7 November 2018.

The proxies 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. Exception is made for agenda items for which new proposed resolutions have been submitted, in accordance with article 533ter of the Belgian Companies Code: in such case the proxy holder may deviate during the relevant 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 540 of the Belgian Companies Code 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 agenda of the special shareholders' meeting or the agenda items.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the formalities set out above to be admitted to the special shareholders' meeting and if the written question has been received by the Company at the latest on 16 November 2018.

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 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. Except in cases provided for in the law (article 547*bis*, §1, second indent of the Belgian Companies Code), a shareholder may only appoint one person as proxy holder for a particular shareholders' meeting.

Shareholders who so 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 16 November 2018.

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

Availability of the documents

In accordance with Article 535 of the Belgian Companies Code, the shareholders of the Company can, as of 19 October 2018, 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 these 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 mail or by e-mail for the attention of:

Mr Dirk Stoop
Telephone: +32 (0)3 289 14 34
Fax: +32 (0)3 289 14 39
E-mail: dirk.stoop@vgpparks.eu



All the relevant information with regard to the special shareholders' meeting, including all of the reports and documents, referred to in the item of the agenda of the special shareholders' meeting, as well as the aforementioned proxy forms, are available on the website of the Company (www.vgpparks.eu) as of 19 October 2018.

The board of directors
19 October 2018