

**"ASCENCIO"**, a limited partnership with shares and a Public Regulated Real Estate Company under Belgian law, having its registered office at Avenue Jean Mermoz 1 bte 4, 6041 Gosselies, registered with the Companies Register under number 881.334.476 and partly subject to value added tax under number 881.334.476

**Ordinary General Meeting of Shareholders of January 29, 2021 at 2:30 p.m : adaptation of organizational arrangements due to government measures in the fight against the Covid-19 pandemic**

Given the exceptional situation linked to the coronavirus and the police measures taken by the government restricting gatherings, Ascencio is forced to adapt the terms of participation to the Ordinary General Shareholders' Meeting of January 29, 2021.

Shareholders will not be able to physically participate to the Meeting and will only be able to exercise their rights by voting by mail or by proxy. The postal voting or proxy forms must be sent to the company, in accordance with the terms defined below. The agenda of the Meeting remains unchanged.

The company will webcast live the Meeting (video/audio format). Shareholders are invited to follow the link [https://channel.royalcast.com/landingpage/ascencio/20210129\\_1/](https://channel.royalcast.com/landingpage/ascencio/20210129_1/) to access this broadcast.

**AGENDA**

**I. Approval of the financial statements of Ascencio SCA**

**1.** Acknowledgement of the management report on the company-only financial statements for the year ended 30 September 2020 and on the consolidated financial statements for the year ended 30 September 2020.

**2.** Acknowledgement of the statutory auditor's report on the company-only financial statements for the year ended 30 September 2020 and the consolidated financial statements for the year ended 30 September 2020.

**3.** Acknowledgement of the company-only financial statements for the year ended 30 September 2020 and the consolidated financial statements for the year then ended.

*Points 1 to 3 concern the communication and acknowledgement of the company-only financial statements for the year ended 30 September 2020 and the consolidated financial statements for the year then ended as well as of the management report of the board of directors of the statutory manager and the report of the statutory auditor on the company-only financial statements for the year ended 30 September 2020 and the consolidated financial statements for the year then ended. These documents are enclosed with the 2019/2020 Annual Report available on the Company's website and at its registered office.*

**4.** Approval of the company-only financial statements for the year ended 30 September 2020 and appropriation of profits.

*Proposal to approve the company-only financial statements for the year ended 30 September 2020, including appropriation of profits. And consequently to distribute a gross dividend of €3.65 by coupon No. 18.*

**The Statutory Manager recommends this proposal for your approval.**

**5.** Discharge of the Statutory Manager

*Proposal to grant discharge to the Statutory Manager for the performance of its office for the financial year ended 30 September 2020.*

**The Statutory Manager recommends this proposal for your approval.**

**6.** Discharge of the Statutory Auditor.

*Proposal to grant discharge to the Statutory Auditor for the performance of its office during the financial year ended 30 September 2020.*

**The Statutory Manager recommends this proposal for your approval.**

**7.** Remuneration Policy

*Proposal to approve the remuneration policy.*

*The remuneration policy is available on the Company's website.*

**The Statutory Manager recommends this proposal for your approval.**

**8.** Remuneration Report

*Proposal to approve the Remuneration Report for the financial year ended 30 September 2020, as contained in the 2019/2020 Annual Report.*

**The Statutory Manager recommends this proposal for your approval.**

**9.** Approval of provisions relating to change of control in the credit agreements binding the Company:

*Proposal to approve and insofar as may be necessary ratify, in accordance with Article 7:151 of the Code of Companies and Associations, provisions stipulating the possibility of early repayment being demanded in the event of change of control of the Company, namely:*

- Article 11(n) of the credit agreement concluded on 31 January 2020 between the Company and "Caisse d'Epargne et de Prévoyance Hauts de France".
- Article 11(n) of the credit agreement concluded on 15 September 2020 between the Company and "Caisse d'Epargne et de Prévoyance Hauts de France". The Statutory Manager recommends this proposal for your approval.

**The Statutory Manager recommends this proposal for your approval.**

**II. Proposal to grant all such powers to the Statutory Manager as may be necessary to execute the resolutions passed in accordance with the proposals submitted to the General Meeting of Shareholders.**

**III. Any other business.**

## METHODS OF VOTE

In accordance with Article 7:134 §2 of the Code of Companies and Associations, shareholders will only be admitted to and allowed to vote in the **Ordinary General Meeting of 29 January 2021 at 2.30 p.m. if both the following conditions are met** :

1. The Company must have obtained proof that on **15 January 2021 at midnight** (the "Registration Date") shareholders held the number of shares for which they intend to participate in the general Meeting, **and**,
2. The Company must have received confirmation of the intention of to vote at the General Meeting **not later than 23 January 2021**. Submission of a proxy or postal vote form within the aforementioned period will constitute notification. There will be no further action to take on this matter.

## REGISTRATION

The registration procedure is as follows :

- Holders of registered shares must be registered in the register of nominative shares of the Company on **15 January 2021 at midnight**, Belgian time for the number of shares for which they wish to participate in the General Meeting of Shareholders.
- Owners of paperless shares must notify their financial intermediary or approved account holder not later than **15 January 2021 at midnight**, Belgian time, of the number of shares for which they wish to be registered and declare wanted to vote at the Meeting of Shareholders. The financial intermediary shall produce a certificate of registration to this end.

**Only persons who are shareholders on the Record Date will be able to vote in the Meeting of Shareholders, irrespective of the number of shares held by the shareholder on the day of the Meeting of Shareholders.**

## CONFIRMATION OF VOTE

In accordance with Article 7:146 of the Code of Companies and Associations, **shareholders may vote by correspondence**. This form can be obtained from the Company's website (<http://www.ascencio.be>) or on request to Stéphanie Vanden Broecke (+32 (0)71 91 95 00) or by email to [stephanie.vandenbroecke@ascencio.be](mailto:stephanie.vandenbroecke@ascencio.be). Shareholders wishing to vote by post must comply with the practical formalities as described above.

In accordance with Articles 7:129, 7:142 and 7:143 of the Code of Companies and Associations, **shareholders may also have themselves represented by a proxy**, using the form of proxy established by the Company. This form can be obtained from the Company's website (<http://www.ascencio.be>) or on request to Stéphanie Vanden Broecke (+32 (0)71 91 95 00) or by email to [stephanie.vandenbroecke@ascencio.be](mailto:stephanie.vandenbroecke@ascencio.be). This proxy must be given to the Company (or to the persons designated for this purpose by the company, namely Carl Mestdagh or Stéphanie Vanden Broecke).

The correspondence voting and the proxy may be sent to the Company by post or email ([stephanie.vandenbroecke@ascencio.be](mailto:stephanie.vandenbroecke@ascencio.be)). Emails shall be accompanied by a scanned or photographed copy of the completed and signed voting form or proxy. **The voting form and the proxy must reach the Company not later than 23 January 2021.**

## WEBCAST

The company will webcast the Shareholders' Meeting (in video / audio format). Shareholders are invited to follow the link [https://channel.royalcast.com/landingpage/ascencio/20210129\\_1/](https://channel.royalcast.com/landingpage/ascencio/20210129_1/) to access this broadcast. This broadcast will not allow voting during the Meeting.

## Practical information

### Publication of significant equity interests

In accordance with Article 25/1 of the law of 2 May 2007, no-one may take part in voting at the Meeting for a greater number of votes than that attaching to the shares possession of which he or she has declared at least twenty days before the date of the Meeting. Indeed, if you hold a multiple of at least 5% of our shares, you will only be able to register the maximum number of shares for which you have made a transparency declaration.

### Right to add items to the agenda and to submit proposals for resolutions

In accordance with Article 7:130 of the Code of Companies and Associations, one or more shareholders who together hold at least 3% of The Company's capital have until **7 January 2021** at the latest to request the inclusion of items to be discussed on the agenda of the Meeting, as well as to submit proposals for resolutions concerning items to be discussed that have been included or are to be included on the agenda.

Items to be placed on the agenda and/or proposals for resolutions must be sent to the Company's registered office by ordinary mail to the attention of Stéphanie Vanden Broecke or by e-mail to [stephanie.vandenbroecke@ascencio.be](mailto:stephanie.vandenbroecke@ascencio.be).

Shareholders exercising this right must meet both the following conditions in order for their requests to be examined during the Meeting : (i) prove that they hold the percentage required above on the date of their request (either by a certificate recording the registration of the corresponding shares in the Company's share register or by a certificate

issued by the approved account keeper or settlement body certifying registration in their name of the number of corresponding dematerialised shares); and (ii) hold 3% of the share capital at the Record Date. The company will acknowledge receipt of requests by ordinary letter or e-mail to the address indicated by the shareholder within 48 hours of receipt.

The ad hoc proxy form completed with the items to be discussed and/or the proposed resolutions will be available on the Company's website: <http://www.ascencio.be>, at the same time as the publication of the revised agenda, namely no later than **14 January 2021**.

If one or more requests to add new agenda items or to propose new resolutions have been received, Ascencio will publish, no later than **14 January 2021**, an amended agenda on the company's website <http://www.ascencio.be>, in the "Moniteur Belge" (State Gazette) and in the press.

- Postal voting forms received by the Company before the publication of a completed agenda remain valid for the agenda items to which they refer. However, votes cast remotely on agenda items that are the subject of a new proposed resolution will not be taken into account.
- Proxies notified to the Company before the publication of a completed agenda remain valid for the agenda items to which they refer. However, for agenda items on which new proposals for resolution have been submitted, the proxy holder may, at a general Meeting, deviate from any instructions given by his or her principal if the execution of such instructions would risk compromising the interests of said principal. The proxy must indicate whether the proxy holder is authorised to vote on new agenda items or if he/she is to abstain.

### **Right to ask questions**

By virtue of Article 7:139 of the Code of Companies and Associations, shareholders who have fulfilled the requirements for admission to the Meeting have the right to submit written questions to the directors and/or the statutory auditor. These questions may be sent prior to the Meeting to Ascencio (for the attention of Stéphanie Vanden Broecke) by ordinary letter, fax (+32 (0)71 34 48 96) or email ([stephanie.vandenbroecke@ascencio.be](mailto:stephanie.vandenbroecke@ascencio.be)) not later than **23 January 2021**. Questions will be answered providing the shareholders concerned have met the conditions of registration and confirmation of participation in the Meeting.

It will not be possible for shareholders to ask questions during the Meeting.

### **Data Protection**

The Company is the controller and as such responsible for the processing of the personal data that it receives from shareholders and proxy holders in the context of the General Meeting of Shareholders, namely identification particulars, contact details, information concerning the shares held (for example number and type of shares), voting instructions (in the case of proxy or voting by correspondence) as well as voting behaviour. The Company will process these data in order to manage and control attendance at the General Meeting of Shareholders and the voting process in accordance with applicable legislation. To this end, the Company relies, for the lawful basis of its processing, on its legal obligations relating to the calling of shareholders and the holding of the General Meeting as well as on its legitimate interest in verifying the validity of the votes and analysing their results.

The Company may decide to share these data with its affiliated entities and with providers of services assisting the Company in the pursuit of the aforementioned objectives. The Company will not retain these data any longer than is necessary to attain these objectives (in particular, proxies, remote voting forms, confirmations of attendance and the attendance list will be kept for as long as the minutes of the General Meeting must be kept in order to comply with applicable Belgian law).

The Company will process shareholders and proxy holders personal data in accordance with its Privacy Policy, which is available through the following link: <https://www.ascencio.be/en/privacy-policy> This Privacy Policy contains important complementary information concerning the Company's processing of your data in this context, including explanations of your rights (notably the right to access and rectify your personal data, the right to lodge a complaint with the competent data protection authority and in certain cases the "right to be forgotten", the right to restrict processing, the right of portability of the data and the right to object to their processing) as well as the Company's obligations in this regard.

If the personal data required by virtue of the rules of the General Meeting of Shareholders are not provided, the Company reserves the right to exclude the shareholders and proxy holders concerned from participation in the General Meeting.

### **Documents available**

All the documents relating to the Meeting that the law requires to be made available to shareholders may be consulted on the Company's website <http://www.ascencio.be>, **from 18 December 2020**.

From this same date, shareholders will be able to consult these documents on business days and during normal office hours at the Company's registered office (Avenue Jean Mermoz 1 bte 4, 6041 Gosselies) and/or obtain copies of these documents free of charge. Requests for copies, free of charge, can also be sent in writing for the attention of Stéphanie Vanden Broecke or by email to [stephanie.vandenbroecke@ascencio.be](mailto:stephanie.vandenbroecke@ascencio.be).

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