

**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

**Shareholders of ASCENCIO ("the Company") are invited to attend the Ordinary General Meeting of Shareholders ("the Meeting") to be held on 31 January 2022 at 2.30 p.m. at the company's office located at Avenue Jean Mermoz 1, boîte 4, 6041 Charleroi (Gosselies).**

*In view of the health crisis and the measures relating to COVID-19, the Company reminds you that all shareholders can have themselves represented by a proxy holder, who may be a corporate officer of the Company, or can vote by post. It is also possible to ask questions in writing, as indicated hereunder in the call notice.*

*The Company urges shareholders to avoid any risk of spreading COVID-19 by making use of these ways of taking part in the General Meeting of Shareholders without being physically present.*

*The Company will admit shareholders, proxy holders and other persons to the meeting only to the extent permitted by such official measures as may be applicable at the date of the meeting and taking account of the authorities' recommendations and health and safety considerations.*

*Depending on how the COVID-19 situation and the applicable rules evolve in the next few weeks, the Company may communicate further as regards the date and organisation of the General Meeting of Shareholders and participation therein by means of a press release and through its website [www.ascencio.be](http://www.ascencio.be).*

## PROXY

In accordance with Articles 7:129, 7:142 and 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. Shareholders wishing to have themselves represented must comply with the registration and confirmation procedure described in the agenda of the Ordinary General Meeting.

The proxy must be sent to the Company by post or email ([stephanie.vandenbroecke@ascencio.be](mailto:stephanie.vandenbroecke@ascencio.be)) no later than **January 25, 2022**. The email will be accompanied by a scanned or photographed copy of the completed proxy and signed.

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### The undersigned

Legal person:

Corporate name and legal form:	
Registered office	
Duly represented by:	Residing at:

Natural person:

Surname:
First name(s):
Address:

- Hereby confirms having registered, at the Registration Date (see practical provisions):

..... dematerialised shares,  
as full owner, bare owner, usufructuary (**delete those which do not apply**) of Ascencio limited partnership with shares having its registered office at Avenue Jean Mermoz 1 bte 4, 6041 Gosselies, registered with the Companies Register under number BE 0881.334.476;

- Hereby declares that he/she/it is the owner, at the Registration Date (see practical provisions), of:

..... nominative shares,  
as full owner, bare owner, usufructuary (**delete those which do not apply**) of Ascencio limited partnership with shares having its registered office at Avenue Jean Mermoz 1 bte 4, 6041 Gosselies, registered with the Companies Register under number BE 0881.334.476;

**Hereby appoints as proxy** (for legal persons, this must be an employee, director or manager):

.....

To whom he/she/it grants all necessary powers to represent him/her/it in the Ordinary General Meeting of shareholders of said limited partnership with shares **ASCENCIO**, to be held at its registered office on **31 January 2022 at 2.30 p.m.** and to deliberate on the agenda items (see p.4), in order to vote on them in his/her/its name and behalf in the direction of the intention to vote expressed hereinafter (see p.3).

In order to be able to attend the meeting, natural persons acting as proxy holders must be able to prove their identity and representatives of legal persons must attach to this proxy or, in any event, hand over, at the latest immediately before the start of the general meeting, the documents establishing their capacity as a body or special proxy holder.

#### POWERS OF PROXY HOLDERS

- I. The proxy holder may in particular take part in any deliberations and vote, amend or reject in the name and on behalf of the principal any proposal relating to the agenda; and for the above purposes, execute and sign any deeds, documents, minutes, attendance list, substitute and in general do whatever is necessary. The proxy holder may attend any other meeting with the same agenda, in the event that the first meeting cannot deliberate for whatever reason.
- II. Save the exceptions provided by law, a shareholder may appoint only one person as his/her/its proxy.
- III. The proxy holder must vote in accordance with the voting instructions contained in the proxy. If the shareholder appoints a proxy without voting instructions (**delete whichever does not apply**):
- the proxy holder shall vote in favour of the proposal; or
  - the proxy holder shall vote in the best interests of the principal, based on the deliberations.
- IV. A. If, by virtue of Article 7:130 of the Code of Companies and Associations, new items are added to the agenda of the above-mentioned general meeting after the date of this proxy, the proxy holder shall (**delete whichever does not apply**):
- abstain from voting on the new agenda items and the corresponding proposed resolutions
  - vote on the new agenda items and the corresponding proposed resolutions or abstain if he/she/it deems it appropriate taking into account the interests of the shareholder.
- In the absence of a choice, the proxy holder shall abstain from voting on the new agenda items and the corresponding proposed resolutions.
- B. If, also by virtue of Article 7:130 of the Code of Companies and Associations, proposed resolutions concerning subjects for deliberation added or to be added to the agenda after the date of this proxy, the proxy holder shall (**delete whichever do not apply**):
- abstain from voting on proposals for resolutions concerning subjects for deliberation added or to be added to the agenda
  - vote on proposals for resolutions concerning subjects for deliberation added or to be added to the agenda or abstain if he/she/it sees fit taking account of the shareholder's interests.
- In the absence of a choice, the proxy holder shall abstain from voting on the new agenda items and the corresponding proposed resolutions.
- V. Proxies returned to Ascencio without indication of a proxy holder will be considered as being addressed to the Board of Directors, thus generating a potential conflict of interest in accordance with Article 7:143 of the Code of Companies and Associations.<sup>1</sup>
- In order to be taken into account, proxies must contain specific voting instructions for each agenda item. In the absence of specific voting instructions for a subject on the agenda, the proxy holder who is considered to have a conflict of interest will not be allowed to participate in the vote.

<sup>1</sup> § 4. In the event of potential conflicts of interest between a shareholder of a company as referred to in paragraph 1 and the proxy holder appointed by it:  
1) the proxy holder must disclose the precise facts that are pertinent to enable the shareholder to assess the risk of the proxy holder's pursuing an interest other than the shareholder's;

2) the proxy holder is authorised to exercise the voting right on behalf of the shareholder only on condition that he/she/it holds specific voting instructions for each agenda item.

For the purposes of this paragraph, a conflict of interest is considered to exist when, in particular, the proxy holder:

1) is the company itself or an entity controlled by it, a shareholder that controls the company or is another entity controlled by such shareholder;

2) is a member of an administrative body of the company or of a shareholder that controls it or of a controlled entity referred to in 1);

3) is an employee or a director of the company or of the shareholder that controls it or of a controlled entity referred to in 1);

4) is a blood relation of a natural person referred to in 1) to 3) or is the spouse, legal cohabitant of such a person or of a relative of such a person.

**VOTING INSTRUCTIONS**

The proxy holder shall exercise the principal's right to vote as follows (see agenda attached and published in the "Moniteur Belge", "l'Echo" and on our website www.ascencio.be):

<b>I. Approval of the financial statements of Ascencio SCA</b>			
1. Acknowledgement of the management report on the company-only financial statements for the year ended 30 September 2021 and on the consolidated financial statements for the year ended 30 September 2021.	Does not require a vote		
2. Acknowledgement of the statutory auditor's report on the company-only financial statements for the year ended 30 September 2021 and the consolidated financial statements for the year ended 30 September 2021.	Does not require a vote		
3. Acknowledgement of the company-only financial statements for the year ended 30 September 2021 and the consolidated financial statements for the year ended 30 September 2021.	Does not require a vote		
4. Approval of the company-only financial statements for the year ended 30 September 2021 and appropriation of profits. <i>Proposal to approve the company-only financial statements for the year ended 30 September 2021, including appropriation of profits. And consequently to distribute a gross dividend of €3.70 by coupon No. 19.</i> <b>The Statutory Manager recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
5. Discharge of the Statutory Manager <i>Proposal to grant discharge to the Statutory Manager for the performance of its office for the financial year ended 30 September 2021.</i> <b>The Statutory Manager recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
6. Discharge of the Statutory Auditor <i>Proposal to grant discharge to the Statutory Auditor for the performance of its office during the financial year ended 30 September 2021.</i> <b>The Statutory Manager recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
7. Remuneration Report <i>Proposal to approve the Remuneration Report for the financial year ended 30 September 2021, as contained in the 2020/2021 Annual Report.</i> <b>The Statutory Manager recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
8. Remuneration Policy - Modification <i>Proposal to approve modification to the Remuneration Policy, including the express approval of the exemption from article 7: 91, 2, of the Companies and Associations Code.</i> <i>The adopted remuneration policy is available on the Company's website from December 22, 2021.</i> <b>The Statutory Manager recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
9. Approval of provisions relating to change of control in the credit agreements binding the Company : <i>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:</i> <ul style="list-style-type: none"> <li>• Article 7.2 of amendment n.8 extending two Belfius credit lines signed on June 4, 2021.</li> <li>• Article 11 (n) of a new credit agreement with the Caisse d'Épargne et de Prévoyance Hauts de France signed on 17 December 2021.</li> </ul> <b>The Statutory Manager recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
<b>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.</b>	Yes*	No*	Abstention*
<b>III. Any other business.</b>	Does not require a vote		

(\* Please delete those that do not apply)

Made in ....., on .....

Signature, preceded by the handwritten words in French "bon pour procuration" (good for proxy)

.....

## 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 2021 and on the consolidated financial statements for the year ended 30 September 2021
2. Acknowledgement of the statutory auditor's report on the company-only financial statements for the year ended 30 September 2021 and the consolidated financial statements for the year ended 30 September 2021
3. Acknowledgement of the company-only financial statements for the year ended 30 September 2021 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 2021 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 2021 and the consolidated financial statements for the year then ended. These documents are enclosed with the 2020/2021 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 2021 and appropriation of profits

*Proposal to approve the company-only financial statements for the year ended 30 September 2021, including appropriation of profits. And consequently to distribute a gross dividend of €3.70 by coupon No.19.*

**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 2021.*

**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 2021.*

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

7. Remuneration Report

*Proposal to approve the Remuneration Report for the financial year ended 30 September 2021, as contained in the 2020/2021 Annual Report.*

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

8. Remuneration Policy - Modification

*Proposal to approve modification to the Remuneration Policy, including the express approval of the exemption from article 7: 91, 2, of the Companies and Associations Code.*

*The adopted remuneration policy is available on the Company's website from December 22, 2021.*

**The Statutory Manager recommends this proposal for your approval.** 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 7.2 of amendment n.8 extending two Belfius credit lines signed on June 4, 2021.
- Article 11 (n) of a new credit agreement with the Caisse d'Épargne et de Prévoyance Hauts de France signed on 17 December 2021.

**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 PARTICIPATION

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 31 January 2022 at 2.30 p.m. if both the following conditions are met :**

1. The Company must have obtained proof that on **17 January 2022 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 participating in the General Meeting **not later than 25 January 2022.**

## REGISTRATION

The registration procedure is as follows :

- Holders of registered shares must be registered in the register of nominative shares of the Company on **17 January 2022 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 **17 January 2022 at midnight**, Belgian time, of the number of shares for which they wish to be registered and for which they wish to participate in 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 entitled to attend and 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 PARTICIPATION

Shareholders intending to attend the Meeting must give notice of this intention not later than **25 January 2022** (for the attention of Ms Stéphanie Vanden Broecke) by ordinary letter or email (stephanie.vandenbroecke@ascencio.be).

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. Shareholders wishing to vote by post must comply with the practical formalities as described above.

In accordance with Articles 7:139, 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. Shareholders wishing to vote by post must comply with the practical formalities as described above.

The correspondence voting and the proxy may be sent to the Company by post or email (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 25 January 2022.**

## 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 twentydays 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 **9 January 2022** 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.

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 2022**.

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 2022**, 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 **25 January 2022**. Questions will be answered providing the shareholders concerned have met the conditions of registration and confirmation of participation in 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 22 December 2021**.

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 Gosseles) 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).

In order to facilitate checking of the attendance list, please report to the registered office of the Company at least thirty minutes before the start of the Meeting.

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