

"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 2023 at 2.30 p.m. at the company's office located at Avenue Jean Mermoz 1, boîte 4, 6041 Charleroi (Gosselies).

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 2022 and on the consolidated financial statements for the year ended 30 September 2022

2. Acknowledgement of the statutory auditor's report on the company-only financial statements for the year ended 30 September 2022 and the consolidated financial statements for the year ended 30 September 2022

3. Acknowledgement of the company-only financial statements for the year ended 30 September 2022 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 2022 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 2022 and the consolidated financial statements for the year then ended. These documents are enclosed with the 2021/2022 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 2022 and appropriation of profits

Proposal to approve the company-only financial statements for the year ended 30 September 2022, including appropriation of profits. And consequently to distribute a gross dividend of €3.95 by coupon No.20.

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 2022.

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 2022.

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 2022, as contained in the 2021/2022 Annual Report.

The Statutory Manager recommends this proposal for your approval.

II. 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 7.1 (b) of the credit agreement of September 27, 2022 signed with ING
- Article 20 §2 of the general conditions of the credit agreement of September 5, 2022 signed with BNP Paribas Fortis
- Paragraph 6 of the "Terms and conditions" of the information memorandum of March 8, 2022 relating to the bond issue.

The Statutory Manager recommends this proposal for your approval.

III. Auditor mandate

Resolution to renew the mandate of SCRL DELOITTE, Company Auditors, with registered office at B-1930 Zaventem, Luchthaven Nationale 1J, represented for the purpose of the exercise of its mandate by Mr Rik Neckebroeck, for a period of 3 years, i.e. until the end of the 2026 OGM. In order to comply with European regulations on auditor rotation and the maximum term of consecutive mandates, this mandate will have to be interrupted after a period of 2 years by the auditor tendering his resignation.

Annual remuneration of the auditor will be EUR 49,000 (excl. VAT) for audit assignments and EUR 6,000 (excl. VAT) for ESEF obligations. These amounts will be indexed to a consumer price reference index on 1 October 2022.

The Statutory Manager recommends this proposal for your approval.

IV. 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.

V. Any other business.

Terms and conditions of participation

In accordance with Article 7:134 §2 of the Code of Companies and Associations, shareholders will be admitted and allowed to vote at the meeting on **31 January 2023 at 2.30 p.m.** only if both the following conditions are met:

- 1. Registration:** The Company must obtain evidence that **on 17 January 2023 at midnight** (the "Record Date") shareholders held the number of shares in respect of which they intend to participate in the Meeting, and
- 2. Confirmation of participation:** The Company must receive confirmation of the intention to participate in the Meeting no later than **25 January 2023**.

Registration

The registration procedure is as follows:

- Holders of registered shares must be registered in the Company's share register **by midnight** (Belgian time) **on 17 January 2023** for the number of shares for which they wish to participate in the Meeting.
- Holders of dematerialised shares must notify their financial intermediary (central securities depository or authorised account holder) by **17 January 2023 at midnight** (Belgian time) at the latest of the number of shares for which they wish to be registered and for which they wish to participate in the Meeting. The financial intermediary shall produce for this purpose a registration certificate certifying the number of dematerialised shares registered in its name in its accounts on the Record Date, for which the shareholder has declared his wish to participate in the General Meeting.

Only persons who are shareholders on the Record Date will be entitled to participate and vote at the Meeting, regardless of the number of shares held by the shareholder on the day of the Meeting.

Confirmation of participation

In addition to the registration procedure, shareholders who intend to attend the Meeting must notify their intention to participate in the Meeting by **25 January 2023 at the latest** (for the attention of Mrs Stéphanie Vanden Broecke) by ordinary letter, fax (+32 (0)71 34 48 96) or e-mail (stephanie.vandenbroecke@ascencio.be), providing their registration certificate if applicable.

Correspondance voting

In accordance with Article 7:146 of the Code of Companies and Associations, any shareholder may vote remotely before the meeting by means of a form provided by the Company. This form can be obtained on the website of the Company (<http://www.ascencio.be>) or on request from Stéphanie Vanden Broecke (+32 (0)71 91 95 00) or by e-mail to stephanie.vandenbroecke@ascencio.be). Shareholders wishing to vote by mail will have to comply with the registration and notification of participation procedure described above.

The voting form can be sent to the Company by post or by e-mail (stephanie.vandenbroecke@ascencio.be). The email should be accompanied by a scanned or photographed copy of the completed and signed voting form. The voting form must be received by the Company **no later than 25 January 2023**.

A shareholder who has cast a postal vote may no longer choose another method of participation in the meeting for the number of votes cast by mail.

Proxy voting

In accordance with Article 7:142 of the Code of Companies and Associations, shareholders may also be represented by a proxy, using the form of proxy issued by the Company. This form can be obtained on the Company's website (<http://www.ascencio.be>) or on request from Stéphanie Vanden Broecke (+32 (0)71 91 95 00) or by e-mail to stephanie.vandenbroecke@ascencio.be). Shareholders wishing to vote by proxy must comply with the registration and notification of participation procedure described above.

The form of proxy can be sent to the Company by post or by e-mail (stephanie.vandenbroecke@ascencio.be). The email should be accompanied by a scanned or photographed copy of the completed and signed form of proxy. The form of proxy must be received by the Company **no later than 25 January 2023**.

Practical information

Disclosure of major shareholdings

In accordance with Article 25/1 of the law of 2 May 2007 on the disclosure of major shareholdings in issuers whose shares are admitted to trading on a regulated market, no person, with the exceptions provided for by law, may take part in the vote at the Meeting for a number of votes greater than that relating to the securities possession of which he or she has declared at least twenty days before the date of the Meeting. The voting rights attached to any such securities will be suspended.

Right to place items on the agenda and to table 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 2023** at the latest to request the inclusion of items on the agenda of the Meeting, as well as to submit proposals for resolutions concerning items included or to be included on the agenda.

Items for inclusion on the agenda and/or proposals for resolutions should be sent to the Company's registered office by ordinary mail for the attention of Stéphanie Vanden Broecke or by e-mail to stephanie.vandenbroecke@ascencio.be.

The shareholder(s) exercising this right must, in order for their request to be considered at the Meeting,

meet the following two conditions: (i) prove that they hold the percentage required above at the date of their request (either by a certificate evidencing the registration of the corresponding shares in the Company's register of registered shares, or by a certificate drawn up by the authorised account holder or the central securities depository, certifying the registration in their name of the corresponding number of dematerialised shares); and (ii) still be shareholders of 3% of the Company's capital on the Record Date. The Company will acknowledge receipt of requests made by ordinary letter, fax (+32 (0)71 34 48 96) or e-mail to the address indicated by the shareholder within 48 hours of such receipt.

If one or more requests to add new items to the agenda or to propose new resolutions have been received, the Company will, if appropriate and **no later than 16 January 2023**, publish an amended agenda on the Company's website at <http://www.ascencio.be>, in the *Moniteur Belge* and in the press.

The ad hoc postal voting and proxy form, completed with the matters to be dealt with and/or the proposals for resolution, will be available on the Company's website at the following address <http://www.ascencio.be>, at the same time as the publication of the revised agenda, i.e. **at the latest on 16 January 2023**.

- Postal voting forms which have been received by the Company prior to the publication of a completed agenda remain valid for the items on the agenda which they cover. However, a vote cast remotely on a subject to be dealt with on the agenda which is the subject of a proposal for a new resolution will not be taken into consideration.
- Proxies notified to the Company prior to the publication of a completed agenda shall remain valid for the business to be transacted on the agenda they cover. However, for the subjects to be dealt with on the agenda which are the subject of proposals for new resolutions, the proxy holder may, in the general meeting, deviate from any instructions given by his or her principal if the execution of such instructions would jeopardise the interests of the principal. The form of proxy must indicate whether the proxy holder is entitled to vote on the new items of business on the agenda or whether he/she should abstain.

Right to ask questions

Furthermore, pursuant to Article 7:139 of the Code of Companies and Associations, shareholders who have completed the formalities for admission to the meeting have the right to ask questions in writing in connection with items on the agenda, as soon as the meeting is convened. Such questions may be addressed in advance of the Meeting to the Company (for the attention of Stéphanie Vanden Broecke) by ordinary letter, fax (+32 (0)71 34 48 96) or e-mail (stephanie.vandenbroecke@ascencio.be) by **25 January 2023 at the latest**. Questions will be answered provided that the shareholders in question have complied with the requirements for registration and confirmation of participation in the meeting.

Furthermore, in accordance with Article 7:139 of the Code of Companies and Associations, and without prejudice to the admission formalities, shareholders may ask questions during the meeting in relation to items on the agenda.

Data protection

The Company is responsible for processing the personal data it receives from shareholders and proxy holders in connection with the Meeting, namely identification data, contact details, information about the shares held (e.g. number and type of shares), voting instructions (in case of proxy or postal voting) and voting behaviour. The Company will process this data in order to manage and monitor the attendance at the Meeting and the voting process in accordance with the applicable legislation. To this end, the Company relies on its legal obligations related to the convening of the shareholders' meeting and the organisation of the meeting, as well as on its legitimate interests to ensure the validity of the votes and to analyse the results.

The Company may share this data with its affiliates and with service providers assisting the Company in the pursuit of the above purposes. The Company will not keep such data longer than necessary to achieve such purposes (in particular, proxies, postal voting forms, confirmation of attendance and attendance list will be kept for as long as the minutes of the meeting must be kept in order to comply with applicable Belgian law).

The Company will process the personal data of shareholders and agents in accordance with its Privacy Policy available online via the following link <https://www.ascencio.be/en/privacy-policy>. This Privacy Policy contains important additional information about the Company's processing of your data in this context, including explanations of your rights (including the right of access and rectification of your personal data, the right to lodge a complaint with the relevant data protection authority and, in some cases, the right to be forgotten, the right to restrict processing, the right to data portability and the right to object to processing) and the Company's obligations in this regard.

Failure to provide the personal data required under the rules for admission to the Meeting will entitle the Company to exclude the shareholders and proxy holders concerned from participation in the Meeting.

Documents available

All documents relating to the meeting that are required by law to be made available to shareholders, as well as the full text of the proposed resolutions, will be available on the Company's website <http://www.ascencio.be>, **from 22 December 2022**.

From that same date, shareholders will be able to consult these documents on working days and during normal office hours at the Company's head 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 made in writing to the attention of Stéphanie Vanden Broecke or by e-mail : stephanie.vandenbroecke@ascencio.be

In order to facilitate the tallying of the attendance list, we kindly ask you to arrive at the Company's headquarters at least thirty minutes before the start of the meeting.
