

ASCENCIO, a public limited company 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 0881.334.476

Given the number of shares for which shareholders have completed the admission formalities to attend the Extraordinary General Meeting of June 16 2023, it is already established that the legal attendance quorum will not be reached at this meeting.

Therefore, shareholders are invited to attend the second Extraordinary General Meeting of the Company, which will take place on July 5th 2023 at 10:00 am at the registered office of the Company located B-6041 Charleroi (Gosselies), Avenue Jean Mermoz, 1, box 4.

The purpose of this Meeting is to renew the authorisations relating to the authorised capital and to the acquisition, accepting as security and disposal of own shares, and grant powers to implement these decisions

PROXY

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 **June 29, 2023**.

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 public limited company 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 public limited company 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 extraordinary general meeting of shareholders of said public limited company **ASCENCIO**, to be held at its registered office on **July 5th 2023 at 10:00 am**

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.¹
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.

¹ § 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):

I. Renewals of the authorisations relating to authorised capital.			
A. Reading the special report of the sole director on the basis of Article 7:199 of the Companies and Associations Code	Does not require a vote		
B. Proposals for authorisations relating to the authorised capital <u>Proposed resolution:</u> In accordance with the special report drawn up in accordance with Article 7:199 of the Code of Companies and Associations, the specific circumstances and objectives pursued therein			
<p>a. 50% of the amount of the capital on the date of the Extraordinary General Meeting which will approve the authorisation, rounded up or down, if the capital increase to be carried out is a capital increase by cash contributions,</p> <p style="margin-left: 20px;">i. with the possibility of exercising the preferential right for shareholders of the Company, as provided for in Articles 7:188 and following of the Companies and Associations Code, or</p> <p style="margin-left: 20px;">ii. with the possibility for shareholders of the Company to exercise rights granted in a rights issue, as provided for in Article 26, §1, para. 1 and 2 of the Act of 12 May 2014 on regulated real estate companies (the "SIR Act");</p> <p>The sole director invites you to approve this proposal.</p>	Yes*	No*	Abstention*
<p>b. 20% of the amount of the capital on the date of the Extraordinary General Meeting which will approve the authorisation, rounded up or down, if the capital increase to be carried out is a capital increase within the framework of the distribution of an optional dividend, as provided for in Article 26, §1, last paragraph of the SIR Act;</p> <p>The sole director invites you to approve this proposal.</p>	Yes*	No*	Abstention*
<p>c. 10% of the amount of capital on the date of the Extraordinary General Meeting which will approve the authorisation, rounded up or down, for:</p> <p style="margin-left: 20px;">i. capital increases by contributions in kind,</p> <p style="margin-left: 20px;">ii. capital increases by contributions in cash without the possibility for the shareholders of the Company to exercise the preferential right or rights through a rights issue, it being understood that the preferential right may therefore be removed in this context, even in favour of specific persons other than members of the Company's staff or one of its subsidiaries (in compliance with the SIR Act and the conditions provided for by this authorisation and Article 7.1 of the Articles of Association), or</p> <p style="margin-left: 20px;">iii. any other form of capital increase.</p> <p>The sole director invites you to approve this proposal.</p>	Yes*	No*	Abstention*
II. Renewal of authorisations relating to the acquisition, receiving in pledge and alienating of treasury shares.			
<p><u>Proposed resolution:</u></p> <p>a. Grant to the sole director the authorisation to acquire (by way of purchase or exchange) and receive in pledge, directly or on behalf of the Company, treasury shares of the Company at a unit price which may not be less than 85% of the closing price of the day preceding the date of the transaction (acquisition and receiving in pledge) and which may not exceed 115% of the closing stock market price of the day preceding the transaction date (acquisition and receiving in pledge) without the Company being able at any time to hold more than ten percent (10%) of all issued shares.</p> <p>The sole director invites you to approve this proposal.</p>	Yes*	No*	Abstention*

<p>b. Specifically grant the sole director the statutory authorisation to transfer the Company's treasury shares to one or more specified persons other than the staff of the Company or of its subsidiaries.</p> <p>The sole director invites you to approve this proposal.</p>	Yes*	No*	Abstention*
<p>c. Specifically authorise that the aforementioned authorisations extend to shares in the Company that are acquired, received in pledge and alienated by one or more subsidiaries of the Company, within the meaning of the legal provisions relating to subsidiaries acquiring or receiving in pledge shares in their parent company, when such authorisation is required by these provisions.</p> <p>The sole director invites you to approve this proposal.</p>	Yes*	No*	Abstention*
<p>III. Delegation of powers in order to carry out formalities.</p>			
<p><u>Proposed resolution</u>: Confer :</p> <ul style="list-style-type: none"> - on the sole director all powers to execute the decisions taken, with the option to delegate; - on the Notary receiving the deed, all powers to file and publish the minutes and to coordinate the Company's articles of association. <p>The sole director invites you to approve this proposal.</p>	Yes*	No*	Abstention*

(* Please delete those that do not apply)

Made in, on

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

.....

The postal voting forms and forms of proxy received for the Extraordinary General Meeting of June 16th 2023 remain valid for any subsequent meetings convened with the same agenda and do not need to be renewed provided that the registration and notification formalities are completed.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

I. Renewal of authorisations relating to authorised capital.

A. Reading the special report of the sole director on the basis of Article 7:199 of the Companies and Associations Code

As this is simply providing information, no decision is required for this point.

B. Proposals for authorisations relating to the authorised capital

Proposals to be put to the vote:

Authorise the sole director of the Company to increase the capital on such dates and on such conditions as he shall determine, on one or more occasions, up to a maximum amount of:

- a. 50% of the amount of the capital on the date of the Extraordinary General Meeting which will approve the authorisation, rounded up or down, if the capital increase to be carried out is a capital increase by cash contributions,
 - iii. with the possibility of exercising the preferential right for shareholders of the Company, as provided for in Articles 7:188 and following of the Companies and Associations Code, or
 - iv. with the possibility for shareholders of the Company to exercise rights granted in a rights issue, as provided for in Article 26, §1, para. 1 and 2 of the Act of 12 May 2014 on regulated real estate companies (the "SIR Act");
- b. 20% of the amount of the capital on the date of the Extraordinary General Meeting which

will approve the authorisation, rounded up or down, if the capital increase to be carried out is a capital increase within the framework of the distribution of an optional dividend, as provided for in Article 26. §1, last paragraph of the SIR Act;

- c. 10% of the amount of capital on the date of the Extraordinary General Meeting which will approve the authorisation, rounded up or down, for:
 - (i) capital increases by contributions in kind,
 - (ii) capital increases by contributions in cash without the possibility for the shareholders of the Company to exercise the preferential right or rights through a rights issue, it being understood that the preferential right may therefore be removed in this context, even in favour of specific persons other than members of the Company's staff or one of its subsidiaries (in compliance with the SIR Act and the conditions provided for by this authorisation and Article 7.1 of the Articles of Association), or
 - (iii) any other form of capital increase.

The capital, within the framework of this authorisation, may not under any circumstances be increased by an amount greater than the cumulative amount of the various authorisations referred to above in terms of authorised capital.

Capital increases decided by the sole director may also be carried out (i) by incorporating reserves, (ii) with or without the creation of new securities and (iii) by issuing convertible bonds, subscription rights or any other securities representing the capital or giving access thereto.

Each proposed authorisation will be granted for a period of **five years** from the date of publication of the minutes of the Extraordinary General Meeting which approves the authorisation published in the Appendices to the Moniteur Belge.

It is specified that the Company does not request any authorisation allowing it to use the authorised capital in the event of a takeover bid. Therefore, the authorised capital may no longer be used upon receipt by the Company of the communication made by the FSMA that it has received a notice of a takeover bid for the Company (except in the cases provided for by law).

The sole director invites you to approve the proposed amendments, by means of a separate vote on each item on the agenda I.B. a., b., c., it being understood that depending on the result of the vote on each of these items, the final text of Article 8 of the Articles of Association may be changed in the meeting. The full text of the amendments proposed to Article 8 of the Articles of Association is included in the special report referred to above as well as on the Company's website www.ascencio.be.

The authorisations relating to the authorised capital contained in the Company's current articles of association, granted by the extraordinary general meeting of 17 October 2019, shall be replaced by the new authorisations proposed as of their entry into force. If the proposed new authorisations are not approved, the current authorised capital authorisations will continue to apply.

The FSMA has approved the proposed amendments to the articles of association.

These proposals to be voted on are subject to a special majority of at least three quarters of the votes cast without taking into account abstentions in the numerator or denominator, and require the approval of the sole director.

The sole director invites you to adopt these proposals.

II. Renewal of authorisations relating to the acquisition, receiving in pledge and alienating of treasury shares.

Proposals to be put to the vote:

The General Meeting decides to:

- a. Grant to the sole director the authorisation to **acquire** (by way of purchase or exchange) and receive in pledge, directly or on behalf of the Company, treasury shares of the Company at a unit price which may not be less than 85% of the closing price of the day preceding the date of the transaction (acquisition and receiving in pledge) and which may not exceed 115% of the closing stock market price of the day preceding the transaction date (acquisition and receiving in pledge) without the Company being able at any time to hold more than **ten percent (10%)** of all issued shares.

The proposed authorisation will be granted for a period of five years from the date of publication of the minutes of the Extraordinary General Meeting which approves the authorisation published in the Appendices to the Moniteur Belge.

- b. Specifically grant the sole director the statutory authorisation to **transfer the Company's** treasury shares **to one or more specified persons other than the staff of the Company or of its subsidiaries.**

- c. Specifically authorise that the aforementioned authorisations extend to shares in the Company that are acquired, received in pledge and alienated by one or more subsidiaries of the Company, within the meaning of the legal provisions relating to subsidiaries acquiring or receiving in pledge shares in their parent company, when such authorisation is required by these provisions.

The sole director invites you to approve the proposed amendments, by means of a separate vote on each item on the agenda II. a., b., c., it being understood that depending on the result of the vote on each of these items, the final text of Article 11 of the Articles of Association may be changed in the meeting. The full text of the amendment proposed to Article 11 of the Articles of Association is available on the Company's website www.ascencio.be.

The current authorisations to acquire, receive in pledge and alienate treasury shares, granted by the Extraordinary General Meeting of 17 October 2019, will be replaced by the new authorisations proposed as of their entry into force. If the proposed new authorisations are not approved, the current authorisations to acquire, receive in pledge and alienate treasury shares will continue to apply.

The FSMA has approved the proposed amendments to the articles of association.

These proposals to be voted on are subject to a special majority of at least three quarters of the votes cast without taking into account abstentions in the numerator or denominator, and require the approval of the sole director.

The sole director invites you to adopt these proposals.

III. Delegations of powers in order to carry out formalities

Proposed decision:

The General Meeting decides to confer:

- on the sole director all powers to execute the decisions taken, with the option to delegate;
- on the Notary receiving the deed, all powers to file and publish the minutes and to coordinate the Company's articles of association.

This proposal can be approved by a simple majority of the votes cast.

The sole director invites you to approve this proposal.

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 **July 5th 2023 at 10:00 am** only if both the following conditions are met:

1. **Registration:** The Company must obtain evidence that **on June 21, 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 **June 29, 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 June 21, 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 **June 21, 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 **June 29, 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.

Vote

POSTAL 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 **June 29, 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 **June 29, 2023**.

The postal voting forms and forms of proxy received for the Extraordinary General Meeting of June 16th 2023 remain valid for any subsequent meetings convened with the same agenda and do not need to be renewed provided that the registration and notification formalities are completed.

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 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 **June 29, 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, are available on the Company's website <http://www.ascencio.be>, **since May 17th 2023**.

Shareholders are 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.