

**"ASCENCIO", a public limited company** 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

**Shareholders of Ascencio ("the Company") are invited to attend the Ordinary General Meeting of Shareholders ("the Meeting") to be held on 31 January 2025 at 2.30 p.m. at the company's office located at Avenue Jean Mermoz 1, bte 4, 6041 Charleroi (Gosselies)**

## 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 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 2025**.

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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 public limited company 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 public limited company 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 public limited company with shares **ASCENCIO**, to be held at its registered office on **31 January 2025 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.

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<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](http://www.ascencio.be)):

<b>I. Approval of the financial statements of Ascencio SA</b>			
1. Acknowledgement of the management report on the company-only financial statements for the year ended 30 September 2024 and on the consolidated financial statements for the year ended 30 September 2024.	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 2024 and the consolidated financial statements for the year ended 30 September 2024.	Does not require a vote		
3. Acknowledgement of the company-only financial statements for the year ended 30 September 2024 and the consolidated financial statements for the year ended 30 September 2024.	Does not require a vote		
4. Approval of the company-only financial statements for the year ended 30 September 2024 and appropriation of profits. <i>Proposal to approve the company-only financial statements for the year ended 30 September 2024, including appropriation of profits. And consequently proposal to distribute a gross dividend of €4.30 by coupon No. 22.</i> <b>The sole statutory director recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
5. Discharge of the Sole statutory director <i>Proposal to grant discharge to the Sole statutory director for the performance of its office for the financial year ended 30 September 2024.</i> <b>The sole statutory director 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 2024.</i> <b>The sole statutory director 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 2024, as contained in the 2023/2024 Annual Report.</i> <b>The sole statutory director recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
<b>II. Approval of provisions relating to change of control in the credit agreements binding the Company</b> 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 : <ul style="list-style-type: none"> <li>• Article 6.2 of the credit contract of 05 March 2024 signed with ABN-AMRO</li> <li>• Article 7.2 of amendment no. 10 to the framework credit contract signed with Belfius Bank on 31 May 2024</li> <li>• Article 7.3 §6 of the credit contract of 19 August 2024 signed with CBC Banque</li> <li>• The change of control clause of the Treasury notes programme with Belfius Banque dated 19 May 2016 (updated on 6 December 2024)</li> <li>• Article 11 (m) of the credit agreement signed with Caisse d'Epargne et de Prévoyance Hauts de France on 16 Decembre 2024</li> </ul> <b>The sole statutory director recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
<b>III. Mandate of the Statutory Auditor</b>			
1. Resignation of the Statutory Auditor Resignation of SCRL DELOITTE, Réviseurs d'entreprises, having its registered office at B-1930 Zaventem, Luchthaven Nationaal 1J, represented for the purposes of the exercise of its mandate by Mr Benjamin Henrion, In order to comply with European regulations on the rotation of the Statutory Auditor	Does not require a vote		

and the maximum duration of consecutive mandates, this mandate is interrupted after a period of 2 years by the submission by the Statutory Auditor of his resignation.			
<b>2. Appointment of the Statutory Auditor</b> Resolution to appoint the company KPMG Réviseurs d'Entreprises, having its registered office at B-1930 Zaventem, Luchthaven Nationaal 1K, represented for the purposes of the exercise of its mandate by Mr Jean-François KUPPER, for a term of 3 years, i.e. until the end of the Ordinary General Meeting of 2028. The auditor's annual remuneration will be EUR 65,000 (excl. VAT) for audit assignments and EUR 5,000 (excl. VAT) for EMIR obligations. He will also act as statutory auditor for the non-financial reporting aspects of the CSRD Directive. <b>The sole statutory director recommends this proposal for your approval.</b>	Yes*	No*	Abstention*
<b>IV. Proposal to grant all such powers to the sole statutory director recommends this proposal for your approval.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>V. 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)

.....

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## I. Approval of the financial statements of Ascencio SA

1. Acknowledgement of the management report on the company-only financial statements for the year ended 30 September 2024 and on the consolidated financial statements for the year ended 30 September 2024.
2. Acknowledgement of the statutory auditor's report on the company-only financial statements for the year ended 30 September 2024 and the consolidated financial statements for the year ended 30 September 2024.
3. Acknowledgement of the company-only financial statements for the year ended 30 September 2024 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 2024 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 2024 and the consolidated financial statements for the year then ended. These documents are enclosed with the 2023/2024 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 2024 and appropriation of profits.

*Proposal to approve the company-only financial statements for the year ended 30 September 2024, including appropriation of profits. And consequently proposal to distribute a gross dividend of €4.30 by coupon No.22.*

**The sole statutory director recommends this proposal for your approval.**

5. Discharge of the sole statutory manager.

*Proposal to grant discharge to the Statutory Manager for the performance of its office for the financial year ended 30 September 2024.*

**The sole statutory director 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 2024.*

**The sole statutory director recommends this proposal for your approval.**

7. Remuneration Report

*Proposal to approve the Remuneration Report for the financial year ended 30 September 2024, as contained in the 2023/2024 Annual Report.*

**The sole statutory director 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 6.2 of the credit contract of 05 March 2024 signed with ABN-AMRO
- Article 7.2 of amendment no. 10 to the framework credit contract signed with Belfius Bank on 31 May 2024
- Article 7.3 §6 of the credit contract of 19 August 2024 signed with CBC Banque
- The change of control clause of the Treasury notes programme with Belfius Banque dated 19 May 2016 (updated on 6 December 2024)
- Article 11 (m) of the credit agreement signed with Caisse d'Epargne et de Prévoyance Hauts de France on 16 December 2024

**The sole statutory director recommends this proposal for your approval.**

## III. Mandate of the Statutory Auditor

1. Resignation of the Statutory Auditor

Resignation of SCRL DELOITTE, Réviseurs d'entreprises, having its registered office at B-1930 Zaventem, Luchthaven Nationaal 1J, represented for the purposes of the exercise of its mandate by Mr Benjamin Henrion, in order to comply with European regulations on the rotation of the Statutory Auditor and the maximum duration of consecutive mandates, this mandate is interrupted after a period of 2 years by the submission by the Statutory Auditor of his resignation.

**The sole statutory director invites you to take note of this resignation.**

2. Appointment of the Statutory Auditor

Resolution to appoint the company KPMG Réviseurs d'Entreprises, having its registered office at B-1930 Zaventem, Luchthaven Nationaal 1K, represented for the purposes of the exercise of its mandate by Mr Jean-François KUPPER, for a term of 3 years, i.e. until the end of the Ordinary General Meeting of 2028.

The auditor's annual remuneration will be EUR 65,000 (excl. VAT) for audit assignments and EUR 5,000 (excl. VAT) for EMIR obligations. He will also act as statutory auditor for the non-financial reporting aspects of the CSRD Directive.

**The sole statutory director recommends this proposal for your approval.**

## IV. Proposal to grant all such powers to the sole statutory director 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 2025 at 2.30 p.m.** only if both the following conditions are met:

1. **Registration:** The Company must obtain evidence that **on 17 January 2025 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 2025**.

### 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 2025** 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 2025 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 2025 at the latest** (for the attention of Mrs Stéphanie Vanden Broecke) by ordinary letter or e-mail ([stephanie.vandenbroecke@ascencio.be](mailto: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](mailto: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](mailto: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 2025**.

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](mailto: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](mailto: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 2025**.

## 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 2025** 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](mailto: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 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 2025**, 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 2025**.

- 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](mailto:stephanie.vandenbroecke@ascencio.be)) by **25 January 2025 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 **30 December 2024**.

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](mailto: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.

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