VGP NV
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2018 Antwerp
Company number 0887.216.042
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(the "**Company**")

The shareholders are hereby invited to attend the annual shareholders' meeting, the special shareholders' meeting and the extraordinary shareholders' meeting of the Company which shall consecutively take place at The Mills, Molenstraat 54, 2018 Antwerp, Belgium, on Friday 8 May 2026 at 10:00 am, with following respective agenda and proposed resolutions.

A. Annual shareholders' meeting:

AGENDA AND PROPOSED RESOLUTIONS

1 Presentation and discussion of the annual report of the Board of Directors and the report of the statutory auditor on (i) the annual accounts and (ii) the consolidated annual accounts for the financial year ending 31 December 2025.

2 Acknowledgement of the consolidated annual accounts for the financial year ending 31 December 2025.

3 Acknowledgement and approval of the annual accounts for the financial year ending 31 December 2025 and allocation of the results, including distribution of the result - dividend.

Proposed resolution: *The shareholders' meeting approves the annual accounts for the financial year ending 31 December 2025. The shareholders' meeting approves the allocation of the results as proposed by the Board of Directors, including the payment of a gross dividend for a total amount of EUR 92,790,460.80 (EUR 3.40 per share). All decisions concerning the payment, including the determination of the payment date as well as all other formalities relating to the payment of the dividend are delegated to the Board of Directors.*

4 Acknowledgement and approval of the remuneration report for the financial year ending 31 December 2025.

Proposed resolution: *The shareholders' meeting approves the remuneration report for the financial year ending 31 December 2025.*

5 Acknowledgement and approval of the remuneration policy

Proposed resolution: *The remuneration policy of the Company, as approved by the ordinary general meeting on 14 May 2021, must be resubmitted for approval. The proposed new remuneration policy does not contain any significant material changes and is rather a continuation of the originally approved remuneration policy. The general meeting fully approves the proposed new remuneration policy for a period of four years (financial years 2026 up to and including 2029).*

6 Release from liability to be granted to the directors and to the respective permanent representatives of the legal entity-directors.

Proposed resolution: *The general meeting grants, by separate vote, discharge to each of the directors and to each of the respective permanent representatives of the corporate directors for the exercise of their mandates during the financial year ended on 31 December 2025, and, where applicable, only for the period during which they were in office during the past financial year. The discharge granted to the independent director Katherina Reiche applies until the acceptance of her resignation as of 9 May 2025.*

7 Release from liability to be granted to the statutory auditor.

Proposed resolution: *The shareholders' meeting resolves that the statutory auditor be released from any liability arising from the performance of its duties during the financial year ending 31 December 2025.*

8 Special powers of attorney.

Proposed resolution: *The shareholders' meeting resolves to grant the broadest powers to the Board of Directors and/or one or more designated directors to execute the decisions taken by the shareholders' meeting regarding the above agenda items.*

B. Special shareholders' meeting:

AGENDA AND PROPOSED RESOLUTIONS

1 Approval of change of control clauses.

1.1 In accordance with article 7:151 of the Belgian Code of Companies and Associations ("**BCCA**"), the shareholders' meeting is firstly requested to approve all change of control clauses included in and/or relating to the green bonds issued by the Company on 16 January 2026, including in particular condition 6.3 of the terms and conditions of the EUR 600,000,000 - 4 percent (4%) fixed rate green bonds due 16 January 2032, as set out in part V of the information memorandum dated 14 January 2026 for the listing of the bonds on the Euro MTF Market operated by the Luxembourg Stock Exchange.

1.2 In accordance with article 7:151 BCCA, the shareholders' meeting is furthermore requested to approve the extension of the application of the change of control clauses as included in the clause "verbintenissen" of the revolving credit facility originally dated 29 July 2022 between the Company (as borrower) and Belfius Bank NV (as bank), and recently amended by the supplementary agreement of 13 November 2025 for the duration of the commitments under the revolving credit facility, which have been extended to 31 December 2031.

Proposed resolution: *The shareholders' meeting firstly agrees to address agenda items 1.1 and 1.2, which both relate to the approval of change of control clauses as referred to in article 7:151 BCCA, for practical reasons together and not to vote on these agenda items separately. The shareholders' meeting thereupon approves, in accordance with article 7:151 BCCA, all change of control clauses referred to in agenda items 1.1 and 1.2 and expressly grants its approval to (a) all change of control clauses included in and/or relating to the green bonds issued by the Company on 16 January 2026, including in particular condition 6.3 of the terms and conditions of the EUR 600,000,000 4 per cent (4%) fixed rate green bonds due 16 January 2032, as set out in part V of the information memorandum for the listing of the bonds on the Euro MTF Market of the Luxembourg Stock Exchange, and (b) the extension of the application of the change of control clause included in the clause "verbintenissen" of the revolving credit facility originally dated 29 July 2022 between the Company (as borrower) and Belfius Bank NV (as bank), and recently amended by the supplementary agreement of 13 November 2025 for the duration of the commitments under the revolving credit facility which have been extended to 31 December 2031.*

2 Special powers of attorney.

2.1 Power of attorney to the Board of Directors to execute the above decisions.

Proposed resolution: *The shareholders' meeting resolves to grant the broadest powers to the Board of Directors and/or one or more designated directors to execute the decisions taken by the shareholders' meeting regarding the above agenda items.*

2.2 Power of attorney for the representation of the Company with the Crossroad Bank for Enterprises, the Belgian State Gazette, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations.

Proposed resolution: *The shareholders' meeting resolves to grant authority to any member of the Board of Directors and Mr. Piet Van Geet, acting individually, with power of substitution, to fulfil all necessary formalities with regard to the legally required publication formalities regarding the decisions taken by the*

shareholders' meeting with the Crossroad Bank for Enterprises, the Belgian State Gazette, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations.

C. Extraordinary shareholders' meeting:

AGENDA AND PROPOSED RESOLUTIONS

1 Renewal of the authorization to the Board of Directors regarding the authorized capital and corresponding amendment of the Company's articles of association.

1.1 Prior acknowledgement of the report of the Board of Directors in accordance with Article 7:199 BCCA regarding the specific circumstances in which the Board of Directors may use the authorized capital and the purposes pursued.

1.2 Renewal of the authority granted to the Board of Directors with respect to the authorized capital as set out in Article 39 of the Company's articles of association and corresponding amendment of Article 39 of the Company's articles of association.

Proposed resolution: *The existing authorization of the Board of Directors with respect to the authorized capital shall be revoked with effect from the entry into force of the new authorization as set out below. Subsequently, the general meeting grants the Board of Directors the broadest possible powers in accordance with Articles 7:200 and 7:201 BCCA to increase the Company's capital, in one or several transactions, by an aggregate amount not exceeding the amount of the issued capital as at the moment this authorization is granted, for a period of five (5) years from the date of publication of this decision. The Board of Directors is also authorized again, for a period of three (3) years, to use these powers in the cases referred to in Article 7:202 BCCA.*

In accordance with the resolutions proposed above, on the one hand, in the first paragraph of Article 39 of the Company's articles of association, the amount for which the previous authorizations regarding authorized capital were granted will be replaced by the amount for which the new authorizations are granted, and, on the other hand, in both the first paragraph and the final paragraph of the same Article 39 of the Company's articles of association, the reference to the date on which the previous authorizations were granted will be replaced by the date on which the new authorizations will be granted (being effectively the replacement of "13 May 2022" with the date of the extraordinary general meeting).

2 Renewal of the authorizations to the Board of Directors regarding the acquisition and disposal of treasury shares and corresponding amendment of the Company's articles of association

2.1 Granting to the Board of Directors of a new authorization regarding the acquisition and disposal of treasury shares in the event of serious and imminent harm as provided for in Article 40, second paragraph, of the Company's articles of association.

Proposed resolution: *The general meeting resolves to grant the Board of Directors a new authorization, for a period of three (3) years from the date of publication of this decision, to acquire and dispose of treasury shares without prior approval of the general meeting where such acquisition or disposal is necessary to prevent the Company from suffering serious and imminent harm.*

2.2 Renewal of the existing authorization to the Board of Directors regarding the acquisition of treasury shares as provided for in Article 40, third paragraph, of the Company's articles of association.

Proposed resolution: *The existing authorization of the board of directors with respect to the acquisition of own shares shall be revoked as of the entry into force of the new authorization as set out below. The general meeting subsequently resolves to renew, for a period of five (5) years from the publication of this decision, the powers granted to the board of directors to acquire a maximum number of own shares which, in aggregate, shall not exceed twenty percent (20%) of the issued share capital at the time this authorization is granted, at a price per share not higher than the maximum price per share permitted under applicable law and not lower than one euro cent (EUR 0.01). This authorization also applies to the acquisition of shares of the Company by one of its directly controlled subsidiaries in accordance with applicable law.*

2.3 Amendment of the existing temporary statutory provisions regarding the acquisition and disposal of treasury shares.

Proposed resolution: *In accordance with the resolutions on the preceding agenda items, in both the second paragraph and the third paragraph of Article 40 of the Company's articles of association, the reference to the date on which the previous authorizations were granted will be replaced by the date on which the new authorizations will be granted (being effectively the replacement of "13 May 2022" with the date of the extraordinary general meeting).*

Conditions of admission to the convened shareholders' meetings

Shareholders may only participate in the convened shareholders' meetings and exercise their voting rights if the following two conditions are satisfied:

(i) Based on the proof submitted in accordance with the registration procedure set out below, the Company must be able to determine that at midnight (24:00) (CET) on the Record Date, 24 April 2026 (the "**Record Date**"), the shareholder concerned owned the number of shares for which he intends to participate in the convened shareholders' meetings.

(ii) On 2 May 2026 at the latest, the shareholder concerned must explicitly confirm to the Company that he intends to participate in the convened shareholders' meetings.

These conditions must be satisfied in accordance with the formalities mentioned below.

1. Holders of registered shares
In accordance with article 7:134, §2 BCCA and article 23 of the articles of association of the Company, the holders of registered shares are entitled to participate in and to vote at the convened shareholders' meetings, provided that:

- their shares are recorded in their name in the register of registered shares at midnight (24:00) (CET) on the Record Date, 24 April 2026, and this irrespective of the number of shares that they own on the date of the convened shareholders' meetings; and
- they notify the Company in writing of (i) their intention to participate in the convened shareholders' meetings, and (ii) the number of securities for which they wish to participate in the convened shareholders' meetings, by means of a signed form that must be received by the Company at the Company's registered office at the latest on 2 May 2026; a model of this form is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

2. Holders of dematerialised shares
In accordance with article 7:134, §2 BCCA and article 23 of the articles of association of the Company, the holders of dematerialised shares are entitled to participate in and to vote at the convened shareholders' meetings, provided that:

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on the Record Date, 24 April 2026, and this irrespective of the number of shares that they own on the date of the convened shareholders' meetings; and
- at the latest on 2 May 2026, they provide the Company (at the Company's registered office) with, or arrange for the Company (at the Company's registered office) to be provided with, a certificate issued by the recognized account holder or the settlement institution certifying the number of dematerialised shares recorded in the shareholder's accounts on the Record Date in respect of which the shareholder has indicated his intention to participate in the convened shareholders' meetings.

Only persons who are a shareholder of the Company on the Record Date (24 April 2026) and who have indicated, on 2 May 2026 at the latest, their intention to participate in the convened shareholders' meetings as set out above will be allowed to participate in the convened shareholders' meetings. Shareholders are reminded that (a) 2 May 2026 is a Saturday and (b) 1 May 2026 is a public holiday and that, as the case may be, they should make the necessary arrangements to fulfil the required formalities on 30 April 2026.

The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the Record Date.

Right to add agenda items and to submit proposed resolutions

In accordance with article 7:130 BCCA, one or more shareholders holding jointly at least three per cent (3%) of the capital of the Company may request items to be added to the agenda of one of the convened shareholders' meetings and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda, provided that:

- they prove ownership of such shareholding as at the date of their request and record their shares representing such shareholding on the Record Date (i.e., on 24 April 2026); the shareholding must be proven either by a certificate evidencing the registration of the relevant shares in the register of registered shares of the Company or by a certificate issued by a recognized account holder or a settlement institution certifying the book-entry of the relevant number of dematerialised shares in the name of the relevant shareholder(s);
- the additional agenda items and/or proposed resolutions have been submitted in writing by these shareholder(s) to the Board of Directors at the latest on 16 April 2026.

These additional agenda items and/or proposed resolutions must be delivered in writing to the Company. This can be done by ordinary mail sent to the Company's registered office for the attention of Mr Piet Van Geet or by e-mail sent to piet.van.geet@vgpparks.eu. The Company shall confirm receipt of the proposed requests, by e-mail or by ordinary mail to the address mentioned by the shareholder, within 48 hours.

As the case may be, the Company shall publish the modified agenda of the relevant convened shareholders' meeting, together with the ad-hoc proxy form and the remote voting form, completed with the additional agenda items and/or proposed resolutions on the website of the Company (www.vgpparks.eu) at the latest on 23 April 2026.

The proxies and remote votes that were notified to the Company prior to the publication of such a completed agenda, remain valid for the agenda items for which they were granted / submitted. Exception is made for items on the agenda of one of the convened shareholders' meetings for which new proposed resolutions have been submitted, in accordance with article 7:130 BCCA: in such case the proxy holder may deviate during the relevant convened shareholders' meeting of the instructions of the shareholder granting the proxy, if the execution of such instructions would prejudice the interests of the shareholder. The proxy holder must inform the shareholder thereof. The proxy must indicate whether the proxy holder, if appropriate, is authorised to vote on new agenda items of a convened shareholders' meeting or whether he should abstain from voting.

Right to ask questions

In accordance with article 7:139 BCCA, all shareholders are entitled, whether during the meeting or in writing before the meeting, to ask questions to the directors with respect to their report as referred to in the agenda of the annual shareholders' meeting or the respective agenda items and to the auditor with respect to its report as referred to in the agenda of the annual shareholders' meeting.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the formalities set out above to be admitted to the convened shareholders' meetings and if the written questions have been received by the Company at the latest on 2 May 2026.

Written questions may be delivered to the Company by ordinary mail sent to the Company's registered office for the attention of Mr Piet Van Geet or by e-mail sent to piet.van.geet@vgpparks.eu.

Proxy

In accordance with article 24.1 of the articles of association of the Company, each shareholder may be represented at the shareholders' meetings by a proxy holder.

Shareholders who wish to be represented by proxy, are requested to use the model of proxy form (with voting instructions) that is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

Notification of the proxy to the Company must occur in writing, either by ordinary mail sent to the Company's registered office for the attention of Mr Piet Van Geet or by e-mail sent to piet.van.geet@vgpparks.eu.

The signed proxy form must in original be received by the Company at the Company's registered office at the latest on 2 May 2026.

The Company shall be entitled not to take into account any proxy forms received later than the aforementioned date.

Shareholders who wish to be represented by proxy, must have fulfilled the formalities set out above to be admitted to the convened shareholders' meetings (registration- and confirmation procedure).

Remote voting

In accordance with article 25 of the articles of association of the Company, shareholders may vote remotely prior to the shareholders' meetings, by means of a form that is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

The signed remote voting form must be delivered to the Company, either by ordinary mail sent to the Company's registered office for the attention of Mr Piet Van Geet or by e-mail sent to piet.van.geet@vgpparks.eu, and must be received by the Company at the latest on 2 May 2026.

The Company shall be entitled not to take into account any remote voting forms received later than the aforementioned date.

Availability of the documents

The shareholders of the Company can, as of 8 April 2026, upon presentation of the certificate of registration of their registered shares or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialised shares recorded in the name of the shareholder, obtain at the Company's registered office (Generaal Lemanstraat 55 box 4, 2018 Antwerp), free of charge, a copy of the documents and reports that relate to one of the convened shareholders' meetings or that must be made available to them pursuant to law.

Requests to obtain copies, free of charge, may also be made by ordinary mail to the registered office of the Company for the attention of Mr Piet Van Geet or by e-mail sent to piet.van.geet@vgpparks.eu.

All the relevant information with regard to the convened shareholders' meetings, including all of the reports and documents, referred to in the items of the agenda of the convened shareholders' meetings, as well as the aforementioned proxy forms, are available on the website of the Company (www.vgpparks.eu) as of 8 April 2026.

Data protection

The Company is responsible for processing personal data received from the shareholders and proxy holders in the context of the convened shareholders' meetings. The Company will use such information for the purposes of administering the attendance and voting process for the convened shareholders' meetings in accordance with the applicable legislation and in the interest to be able to analyse the results of the votes. The Company may share the information with affiliated entities and with service providers assisting the Company in the above mentioned

purposes. The personal data will not be kept longer than necessary in view of the above mentioned purpose and will thereafter be erased in accordance with the Data Protection Policy of the Company.

Shareholders and proxy holders can find more information about the processing of their information, including their rights, in the Company's Data Protection Policy available on its website and may also contact dataprotection@vgpparks.eu.