VGP NV

Limited liability company
Generaal Lemanstraat 55, box 4, 2018 Antwerp, Belgium
VAT BE 0887.216.042 (RLE Antwerp, Antwerp division)

SPECIAL REPORT BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE 7:198 *JUNCTO* ARTICLES 7:179, 7:191 AND 7:193 OF THE CODE OF COMPANIES AND ASSOCIATIONS

1 Introduction

In accordance with Article 7:198 *juncto* Articles 7:179, 7:191 and 7:193 of the Code of companies and associations (the "**CCA**"), the board of directors of VGP NV (the "**Company**") has prepared this report regarding the intention of the board of directors to, within the framework of the authorised capital, increase the Company's capital by a maximum amount of EUR 16,846,724.79 (excluding issue premium) by issuing a maximum of 3,378,378 new shares of the Company (the "**Capital Increase**").

In the framework of the Capital Increase, the board of directors intends to cancel the preferential subscription rights of the existing shareholders of the Company, partly in favour of certain reference shareholders of the Company, i.e. Little Rock S.à r.l.[1] and Tomanvi SCA[2], both controlled by Mr. Jan Van Geet (together the "**Reference Shareholders**").

The newly issued shares (the "**New Shares**") will be offered through an accelerated book building procedure to a broad group of currently unidentified Belgian and foreign qualified, institutional, professional and/or other investors, on the basis of applicable private placement exemptions, with a Pre-Allocation (as defined below) in favour of the Reference Shareholders (the "**Private Placement**").

In accordance with Article 7:179 of the CCA, the board of directors in this report justifies the issue price of the New Shares and describes the consequences of the Capital Increase for the financial and membership rights of the shareholders. In accordance with Articles 7:191 and 7:193 of the CCA, the board of directors in this report also explicitly justifies the reasons for the cancellation of the preferential subscription rights (partly in favour of the Reference Shareholders) and the consequences thereof for the financial and membership rights of the shareholders, in particular taking into account the financial situation of the Company, the identity of the beneficiaries of the cancellation of the preferential subscription rights and the nature and scope of their contribution.

This report should be read together with the report drawn up in accordance with Articles 7:179, 7:191 and 7:193 of the CCA by the statutory auditor of the Company, KPMG Bedrijfsrevisoren BV / KPMG Réviseurs d'Entreprises SRL, with registered office at Luchthaven Brussel Nationaal 1K, 1930 Zaventem,

[1] A limited liability company (*société à responsabilité limitée*) under Luxembourg law, registered with the trade and companies register (*registre de commerce et des sociétés*) with number B156902.

[2] A partnership limited by shares (*société en commandite par actions*) under Luxembourg law, registered with the trade and companies register (*registre de commerce et des sociétés*) with number B257575.

represented by Mr. Frederic Poesen and Ms. Melissa Carton, in which the latter assesses whether the financial and accounting information contained in this report of the board of directors is true in all material respects and sufficient for the consideration of the directors of the Company who will decide on the Capital Increase.

2 Statutory basis for the decision of the board of directors

2.1 Statutory authorisation

The extraordinary general meeting of the Company held on 13 May 2022 has authorised the board of directors to increase the capital of the Company in one or several times by a total amount not exceeding EUR 108,873,366.06 (excluding issue premium) in aggregate, with the powers as set out in Article 39 of the articles of association of the Company. This authorisation is valid for a period of five years as of the publication of the resolution of the general meeting in the annexes to the Belgian Official Gazette on 23 May 2022.

Pursuant to Article 39 of the articles of association, the board of directors is authorised, within the framework of the authorised capital, to provide for an issue premium and to bring the articles of association in accordance with capital increases that have occurred within this framework. In addition, the board of directors is authorised, within the framework of the authorised capital, to cancel the preferential subscription rights of the existing shareholders in the Company's interest and in accordance with applicable legal requirements, including in favour of one or more persons even if these persons are not members of the personnel of the Company or its subsidiaries.

With a view to realizing the Capital Increase, the board of directors intends to use its authorisation under the authorised capital and to cancel the preferential subscription rights of the existing shareholders, partly in favour of the Reference Shareholders.

2.2 Available amount under the authorised capital

Since the authorisation of the general meeting of 13 May 2022, the board of directors has made use of the authorised capital once, namely for the capital increase of 29 November 2022 in the framework of the authorised capital with cancellation of the preferential subscription rights, for an amount equal to EUR 27,218,339.02 pursuant to which 5,458,262 new shares were issued. Consequently, the maximum amount that is currently available under the authorised capital amounts to EUR 81,655,027.04 (excluding issue premium). Taking into account the current par value per share, the board of directors may issue a maximum of 16,374,788 shares under the authorised capital.

The envisaged Capital Increase with issuance of maximum 3,378,378 New Shares thus falls within the authorisation of the authorised capital. Taking into account the current par value per share, a full placement of the New Shares would result in an increase of the capital by a maximum amount of EUR 16,846,724.79 (excluding issue premium).

3 Transaction

3.1 Subscription Commitment and Pre-Allocation

The Reference Shareholders have undertaken an irrevocable commitment towards the Company to subscribe to a number of New Shares pro rata to their current shareholding in the Company (i.e. 29.65% (rounded) for Little Rock S.à r.l. and 2.37% (rounded) for Tomanvi SCA), against the issue price to be determined as set out in section 3.3 of this report (the "**Subscription Commitment**"). This Subscription

Commitment applies regardless of the final amount of the issue price and the final number of New Shares that are subscribed to.

The Reference Shareholders have made the Subscription Commitment subject to obtaining a guarantee from the Company that it will allocate to the Reference Shareholders a number of New Shares pro rata to their current shareholding in the Company (i.e. 29.65% (rounded) for Little Rock S.à r.l. and 2.37% (rounded) for Tomanvi SCA) (the "**Pre-Allocation**").

For the amount (if any) by which the commitment of the Reference Shareholders under the Subscription Commitment exceeds the amount required for the subscription of the number of New Shares allocated to the Reference Shareholders pursuant to the Pre-Allocation, the Reference Shareholders will – for this excess amount – participate in the accelerated book building procedure, in which they will be treated the same as the other interested investors in accordance with the solicitation and allocation protocol to be entered into between the Company and the Joint Global Coordinators (as defined below).

The board of directors is of the opinion that the Subscription Commitment further increases the chances of success of the placement of the New Shares and supports the pricing of the Capital Increase (see also section 4.3 of this report) and is therefore in the Company's corporate interest. The board of directors has therefore confirmed the Pre-Allocation towards the Reference Shareholders, subject to the completion of the Capital Increase.

In accordance with Article 7:200, 2° of the CCA, director Jan Van Geet s.r.o. (including its permanent representative, Mr. Jan Van Geet) shall not participate in the vote on the Capital Increase at the level of the board of directors. In addition, taking into account that this director and its permanent representative has conflicting interests of a financial nature within the meaning of Article 7:96 of the CCA in relation to the Pre-Allocation and the determination of the issue price, he shall be excluded from any deliberation and vote by the board of directors on or directly related to the Capital Increase. Finally, in accordance with Article 7:97 of the CCA, the independent directors of the Company have issued a written and substantiated advice on the Capital Increase. The statutory auditor of the Company, KPMG Bedrijfsrevisoren BV / KPMG Réviseurs d'Entreprises SRL, with registered office at Luchthaven Brussel Nationaal 1K, 1930 Zaventem, represented by Mr. Frederic Poesen and Ms. Melissa Carton, has assessed whether there are any material inconsistencies in the financial and accounting data set out in the minutes of the board of directors and in the aforementioned advice of the independent directors of the Company, compared with the information available to it in the context of its engagement.

3.2 Structure

The board of directors envisages to increase the capital of the Company by a maximum amount of EUR 16,846,724.79 (excluding issue premium) by issuing a maximum of 3,378,378 New Shares in the Company.

The New Shares will be offered by the coordinating banks through an accelerated book building procedure to a broad group of currently unidentified Belgian and foreign qualified, institutional, professional and/or other investors, on the basis of and in accordance with applicable private placement exemptions.

In view thereof, the board of directors has appointed J.P. Morgan SE and KBC Securities NV/SA (jointly the "**Joint Global Coordinators**") to act as Joint Global Coordinators for the Capital Increase, as part of a banking syndicate which will also comprise Belfius Bank NV/SA and BNP Paribas Fortis NV/SA as joint bookrunners (together with the Joint Global Coordinators, the "**Underwriters**"). The Underwriters will attempt to place the New Shares (other than those which will be placed with the Reference Shareholders in accordance with the Pre-Allocation) with a broad group of investors on the basis of objective criteria, it being understood that the New Shares can only be offered in Belgium or abroad to qualified, institutional, professional and/or other investors, on the basis of applicable private placement exemptions. Such investors will subsequently be able to express their interest in subscribing to the New Shares to the Underwriters, as well as the terms (including the issue price) at which they would be prepared to subscribe to the New Shares. The final allocation of the New Shares to the interested investors will occur on the basis of objective criteria, subject to the Pre-Allocation. The final terms of the Capital Increase will be determined on the basis of this process.

The Underwriters will subscribe to the New Shares (other than those which will be placed with the Reference Shareholders in accordance with the Pre-Allocation) on behalf of the investors. They will deliver such New Shares to the investors immediately thereafter.

The date of opening and the duration of the subscription period will be determined by the board of directors (or its proxies) upon the advice of the Joint Global Coordinators, taking into account the market conditions. The subscription period is expected to close on the same day as its opening.

To maximize the chances of success of the placement of the New Shares, the Company and the Joint Global Coordinators have reserved market standard flexibility to adjust the amount of the Capital Increase, the issue price and the number of New Shares to the circumstances that apply at the time of the Private Placement and the results of the abovementioned accelerated book building procedure. In the event that not all of the offered New Shares are subscribed to, the board of directors (or its proxies) may nevertheless decide, in consultation with the Joint Global Coordinators, to complete the Capital Increase for an amount equal to all or part of the subscriptions received by the Company. The board of directors (or its proxies) may also decide not to complete the Capital Increase, even if all or part of the offered New Shares are subscribed to.

3.3 Issue price

The issue price per New Share will be determined by the board of directors (or its proxies) in consultation with the Joint Global Coordinators on the basis of the results of the abovementioned accelerated book building procedure. The issue price will in any event not be lower than the current par value of ca. EUR 4.99 per share (rounded up).

The issue price per New Share will be booked as "capital" for an amount equal to the par value. The amount of the issue price per New Share exceeding the par value will be booked on a separate account under equity on the liabilities' side of the balance sheet.

3.4 Number of New Shares and amount of Capital Increase

If the maximum number of New Shares is subscribed to, the amount of the Capital Increase will be equal to the number of New Shares that may be subscribed to, as set forth above, multiplied by the par value of each share (namely (rounded) EUR 4.99), as set forth in the following table.

Maximum number of New Shares that can be subscribed to	Par value (rounded)	Maximum amount of the Capital Increase (excl. issue premium)
3,378,378 New Shares	EUR 4.99	EUR 16,846,724.79

Consequently, the amount of the Capital Increase in the event that all New Shares are subscribed to would be EUR 16,846,724.79 (excl. issue premium) and the amount corresponding to the difference between the issue price per New Share and the par value per share multiplied by the number of New

Shares shall be booked on a separate issue premium account under equity on the liabilities' side of the balance sheet. However, the actual amount of the Capital Increase and the corresponding issue premium will depend on the final issue price and the number of New Shares effectively issued.

The board of directors shall be able to proceed with the Capital Increase for a reduced amount. No minimum amount has been set for the Capital Increase.

3.5 Cancellation of preferential subscription rights

To enable the Pre-Allocation and the Private Placement through the abovementioned accelerated book building procedure, the board of directors intends to cancel the preferential subscription rights of the existing shareholders – partly in favour of the Reference Shareholders – in accordance with Article 7:198 *juncto* Articles 7:191 and 7:193 of the CCA.

3.6 Rights attached to the New Shares

As from their issue date, the New Shares will be subject to all provisions of the articles of association of the Company. All shares have identical voting, dividend and liquidation rights, except as otherwise provided by the Company's articles of association. The New Shares will carry the right to a dividend with respect to the financial year that started on 1 January 2026 and, as from their issue date, will carry the right to any distribution made by the Company, it being understood however that the New Shares shall not be entitled to the potential dividend in relation to the financial year that ended on 31 December 2025 that may be approved by the upcoming annual shareholders' meeting (the "**Dividend**"). In this respect, coupon no. 15 representing the Dividend shall be detached prior to the issuance of the New Shares.

Each share gives right to one vote, except that fully paid-up shares registered in the Company's share register in the name of the same shareholders for at least two years confer double voting rights.

3.7 Form of the New Shares

The New Shares will be delivered in dematerialised form, except for the existing shareholders holding registered shares, who will receive New Shares in registered form.

Shareholders may ask the Company for their shares in dematerialised form to be converted into registered shares, or vice versa, in accordance with the articles of association, at their own expense.

3.8 Listing and admission to trading of the New Shares

The Company will request the listing and admission to trading of the New Shares on the regulated market of Euronext Brussels.

In principle, this request for admission to trading is subject to the publication of a listing prospectus. However, the request for listing and admission to trading of the New Shares will take place without a listing prospectus on the basis of the exemption for securities fungible with securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 months, less than 30% of the number of securities already admitted to trading on the same regulated market (Article 1 (5) a) of Regulation (EU) 2017/1129).

The maximum number of New Shares is 3,378,378, i.e. 12.38% (rounded) of the current number of shares of the Company admitted to trading on the regulated market of Euronext Brussels (i.e. 27,291,312). Consequently, based on the abovementioned exemption, the Company is not required to publish a listing prospectus for the listing and admission to trading of the New Shares on the regulated market of Euronext Brussels.

4 Justification

4.1 Use of proceeds

The board of directors is of the opinion that the Capital Increase is desirable to further strengthen the Company's net equity. In addition, the proceeds that will be generated by the Capital Increase will further diversify the financing sources of the Company and strengthen its cash position.

The Company intends to use the net proceeds of the Capital Increase to further finance the development of new projects on development land in the existing and new markets. In addition, the Company wishes to increase its financial flexibility by means of the Capital Increase, to have the opportunity to invest in the further development of its pipeline and other general corporate purposes, such as working capital requirements and capital investments.

Finally, the Capital Increase may allow the Company to further expand its shareholder base. Such expansion improves the stability of the shareholders' structure of the Company and contributes to an increase of the liquidity of the shares of the Company.

Therefore, the board of directors is of the opinion that the Capital Increase reconciles the need for additional financing of the Company for the abovementioned purposes with the interests of its existing shareholders.

4.2 Issue price

As indicated above, the issue price per New Share will be determined by the board of directors (or its proxies) in consultation with the Joint Global Coordinators on the basis of the results of the accelerated book building procedure.

During this procedure, interested investors are given the opportunity to indicate their interest to subscribe to the New Shares to the Joint Global Coordinators. The investors can also indicate the amount of New Shares that they wish to subscribe to as well as the issue price against which they are prepared to subscribe to the New Shares. The final issue price is expected to include a discount on the last closing price of the Company's share on Euronext Brussels prior to the opening of the subscription period. The final allocation of New Shares to interested investors occurs on the basis of objective criteria, subject to the Pre-Allocation.

The board of directors is of the opinion that this accelerated book building procedure guarantees an objective determination of the issue price in conformity with the market, as this issue price results from a competitive and at arms' length procedure involving the interested investors.

4.3 Cancellation of the preferential subscription rights

The board of directors intends to cancel the preferential subscription rights of the existing shareholders in the framework of the Capital Increase, partly in favour of the Reference Shareholders.

The board of directors is of the opinion that the cancellation of the preferential subscription rights is justified and in the interest of the Company given that (i) such cancellation is necessary to enable the Pre-Allocation, which is a prerequisite for the Subscription Commitment, (ii) the cancellation facilitates a swift Private Placement of the New Shares and (iii) the Capital Increase will generate additional proceeds for the Company which will support its further development and growth.

The Subscription Commitment is made dependent on the granting of the Pre-Allocation, which requires a cancellation of the preferential subscription rights. Through the Subscription Commitment, the Company obtains an upfront guarantee that the Reference Shareholders shall subscribe to a number of New Shares pro rata to their current shareholding in the Company, regardless of the final amount of the issue price. This significantly increases the chances of success of the Capital Increase. Moreover, the Subscription Commitment represents an important vote of confidence by the Reference Shareholders in the Company and its future prospects. Finally, the Pre-Allocation is limited to a number of New Shares pro rata to the current shareholding of the Reference Shareholders in the Company. Its purpose and effect is therefore limited to avoiding dilution. For these reasons and the reasons set out in section 3.1 of this report, the board of directors is of the opinion that the Subscription Commitment justifies the Pre-Allocation and the resulting cancellation of the preferential subscription rights.

The board of directors is of the opinion that a Private Placement with the application of preferential subscription rights is not appropriate in the context of the Capital Increase, as the exercise of preferential subscription rights not only involves additional costs, but also requires a significantly longer preparation period, as a result of which the Company could miss out on a potential opportunity to attract additional capital markets funding. Furthermore, the outcome of the exercise of the preferential subscription rights is always uncertain.

In addition, taking into account the current market conditions, the board has been advised that it is difficult to predict how long the window of opportunity for the Company to raise money through an issuance of shares may last. It is thus not desirable nor in the interest of the Company to wait for the expiration of the time periods that need to be respected in the context of an issuance with preferential subscription rights, the outcome of which is moreover uncertain.

Finally, the board of directors is of the opinion that the benefits offered by the Capital Increase to the Company and its existing shareholders outweigh the disadvantages of a cancellation of the preferential subscription rights.

Consequently, the board of directors is of the opinion that the cancellation of the preferential subscription rights of the existing shareholders in the context of the Capital Increase, partly in favour of the Reference Shareholders, is in the interest of the Company.

5 Consequences of the Capital Increase and the cancellation of the preferential subscription rights on the financial and membership rights of the existing shareholders

At the date of this report, the capital of the Company amounts to EUR 136,091,705.08 and is represented by 27,291,312 shares, without nominal value. The current par value per share amounts to EUR 4.99 (rounded up). At the date of this report, no other securities are outstanding that can be converted in or give right to new shares of the Company. The current accounting net equity of the Company, on the basis of most recently published results of the Company as per 31 December 2025, amounts to EUR 2,600,804,939.

The envisaged Capital Increase would lead to a dilution of the existing shareholders in terms of the relative weight of their shares compared to the total number of shares, and thus entails a reduction of their *pro rata* share in the voting rights and the liquidation and dividend rights. In addition, if the issue price per New Share would represent a discount against the Company's share price, the Capital Increase would also entail a financial dilution of the existing shareholders. Finally, the envisaged Capital Increase would lead to an increase of the Company's accounting net equity for an amount equal to the total amount of the Capital Increase (including issue premium) and a decrease of the Company's accounting net equity per share. The Pre-Allocation and the resulting cancellation of the preferential subscription right, partly in favour of the Reference Shareholders, as such does not result in additional dilution – financial or otherwise – for the existing shareholders.

The participation in the Company's share capital of an existing shareholder holding 1.00% of the Company's share capital prior to the Capital Increase, would decrease to 0.89% as a result of the Capital Increase, assuming the issue of the maximum amount of New Shares and an issue price as provided in the table below.

It is currently not possible to calculate the exact dilution and the exact increase in net equity that would be caused by the Capital Increase as a number of factors are unknown at the date of this report, such as (i) the total number of New Shares that will be issued, (ii) the issue price of the New Shares, and (iii) the total amount of the Capital Increase.

Nevertheless, in order to inform the existing shareholders as much as possible regarding the potential consequences of the Capital Increase and the cancellation of the preferential subscription rights on their financial and shareholder rights, the potential financial consequences and dilution of the Capital Increase are illustrated by way of example in the below tables. These indicative tables are based on the following hypothetical assumptions:

(i) issuance and placement of all 3,378,378 New Shares;

(ii) issue price of EUR 74 per New Share;

(iii) increase of the capital of the Company by a total amount of EUR 16,846,724.79 (excluding issue premium); and

(iv) the total amount of the Capital Increase (including issue premium) does not exceed EUR 249,999,972.

5.1 Maximum dilution of voting rights and liquidation and dividend rights

The below indicative table illustrates the maximum dilution of the voting rights and the liquidation and dividend rights of the existing shareholders as a consequence of the Capital Increase, on the basis of the hypothetical assumptions set out above.

Current number of shares	27,291,312
Current number of voting rights	42,987,703
Number of New Shares	3,378,378
Number of shares following the Capital Increase	30,669,690
Number of voting rights following the Capital Increase	46,366,081
Dilution of the existing shareholders (in relation to the number of shares)	11.02%
Dilution of the existing shareholders (in relation to the number of voting rights)	7.29%

5.2 Financial dilution

The below indicative table illustrates the possible financial dilution of the existing shareholders as a consequence of the Capital Increase, on the basis of the hypothetical assumptions set out above. This table is further based on a market capitalisation of the Company of EUR 2,464,405,473.60 (on the basis of the closing price of the Company's share on Euronext Brussels on 6 May 2026 of EUR 90.30) and assumes that the market capitalisation will only be increased by the total amount of the Capital Increase (including issue premium).

Current number of shares	27,291,312
Market capitalisation prior to the Capital Increase (in EUR)	2,464,405,473.60
Market capitalisation per share prior to the Capital Increase (in EUR)	90.30
Number of shares following the Capital Increase	30,669,690
Total amount of the Capital Increase (including issue premium) (in EUR)	249,999,972
Market capitalisation after the Capital Increase (in EUR)	2,714,405,445.60
Market capitalisation per share after the Capital Increase (in EUR)	88.50
Dilution of the existing shareholders	1.99%

5.3 Impact of the Capital Increase on the net equity of the Company

The below indicative table illustrates the possible impact of the Capital Increase on the consolidated net equity of the Company and the consolidated net equity per share, on the basis of the hypothetical assumptions set out above. For the avoidance of doubt, the net equity figures set out below relate to the consolidated net equity in accordance with the IFRS accounting standards applied by the Company.

Current number of shares	27,291,312
Net equity prior to the Capital Increase (in EUR)	2,600,804,939
Net equity per share prior to the Capital Increase (in EUR)	95.30
Number of shares following the Capital Increase	30,669,690
Total amount of the Capital Increase (including issue premium) (in EUR)	249,999,972
Net equity after the Capital Increase (in EUR)	2,850,804,911
Net equity per share after the Capital Increase (in EUR)	92.95

On the basis of the abovementioned hypotheses, the Capital Increase and the accompanying issuance of New Shares would lead to (i) the dilution of voting rights and liquidation and dividend rights as set out in the table under 5.1, (ii) the financial dilution as set out in the table under 5.2 and (iii) the decrease of the net equity per share as set out in the table under 5.3.

For an additional description of the financial consequences of the envisaged Capital Increase, the board of directors refers to the report of the statutory auditor of the Company, prepared in accordance with Articles 7:179, 7:191 and 7:193 of the CCA.

The board of directors is of the opinion that the benefits offered by the Capital Increase, as described in this report, outweigh the disadvantages of the dilution of the existing shareholders.

Done on 7 May 2026.

For the board of directors of VGP NV