

WAREHOUSES DE PAUW

Public limited company

Public regulated real estate company under Belgian law

Blakebergen 15, 1861 Wolvertem

RLE Brussels, Dutch section | 0417.199.869

The original version of this notice to convene has been written in Dutch; this English version is an unofficial translation.

CONVOCATION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON

29 APRIL 2020 AT 9.30 am

AND

CONVOCATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

ON 29 APRIL 2020 AT 10 am

The shareholders, bondholders, directors and statutory auditor of Warehouses De Pauw NV/SA (**WDP** or the **Company**), are hereby invited to attend the extraordinary general meeting of the Company on Wednesday 29 April 2020 at 9.30 am (the **Extraordinary General Meeting** or **EGM**) and the annual general meeting of the Company at Wednesday 29 April 2020 at 10.00 am (the **General Meeting** or **GM**) in the offices of the Company at Blakebergen 15, B-1861 Wolvertem (Meise), in order to deliberate on the agenda and proposed resolutions as mentioned below.

Taking into account the current circumstances and applicable measures regarding Covid-19, WDP underlines that each shareholder can vote **by proxy** or **by correspondence**. Moreover each shareholder has the possibility to submit **written questions** to the Company and the statutory auditor. More information is available at the end of this convocation under 'Information for the holders of securities'.

The EGM and the GM are hereafter referred to as the **Meetings**.

Agenda of the Extraordinary General Meeting:

It has been determined that, to approve the amendments to the Articles of Association, the proposals on the agenda of this Extraordinary General Meeting require the presence or representation of at least half of the capital, as well as a majority of at least three-quarters of the votes cast at the meeting with respect to the resolutions under items A.

The amendments to the Articles of Association described below received the prior approval of the Financial Services and Markets Authority (FSMA) on 17 March 2020.

A. MANDATE REGARDING THE AUTHORISED CAPITAL

1. Acknowledgement of the board of directors' special report drawn up in application of Article 7:199 of the Belgian Code of companies and associations with regard to the renewal of the authorised capital, in which

the special circumstances are described under which the authorised capital can be used and the intended aims thereof.

Given the fact that it only concerns an acknowledgement, no proposed resolution is included.

2. Proposed resolution: the general meeting resolves to replace the existing mandate regarding the authorised capital with a new mandate to the board of directors of the Company to, within the constraints of the mandatory provisions contained in the applicable company law, increase the Company's capital on the dates and subject to the conditions it will determine, on one or more occasions, up to a maximum amount of:

I. 50% of the capital amount, if the capital increase to be realised is a capital increase in cash with the option for shareholders to exercise their preferential right or irreducible allocation right (as meant in the RREC Legislation (as defined in Article 1 of the Articles of Association));

II. 50% of the capital amount, if the capital increase to be realised is a capital increase within the context of payment of an optional dividend;

III. 10% of the capital amount, if the capital increase to be realised is (a) a capital increase in kind or (b) a capital increase by a contribution in cash without the option for shareholders to exercise their preferential right or irreducible allocation right (as meant in the RREC Legislation), or (c) a capital increase in any other form;

with the understanding that the capital, within the framework of the authorised capital, shall not be increased by an amount greater than the capital as it stands on the date of the extraordinary general meeting that approves the proposed mandate, in other words that the sum of the capital increases with application of the proposed mandate included under points I, II and III will in total not exceed the capital amount as it stands on the date of the extraordinary general meeting that approves the proposed mandate;

and therefore resolves to amend Article 8 of the Articles of Association accordingly as follows:

"ARTICLE 8. AUTHORISED CAPITAL

"The board of directors is authorised, within the constraints of the mandatory provisions contained in the applicable company law, to increase the share capital on the dates and subject to the conditions that it specifies, in one or more increments, up to a maximum amount of:

I. [[to be completed: 50% of the amount of the capital on the date of the extraordinary general meeting that approves the mandate, rounded down to the nearest eurocent], if the capital increase to be realised is a capital increase in cash with the option of the Company's shareholders to exercise their preferential right or irreducible allocation right (as referred to in the RREC Legislation);]¹ and

1 This paragraph will only be added to the Articles of Association if the Extraordinary General Meeting approves the proposal in agenda point 2.I.

II. *[[to be completed: 50% of the amount of capital on the date of the extraordinary general meeting that approves the mandate, rounded down to the nearest eurocent], if the capital increase to be realised involves the distribution of an optional dividend;]² and*

III. *[[to be completed: 10% of the amount of the capital on the date of the extraordinary general meeting that approves the authorisation, rounded down to the nearest eurocent], if the capital increase to be realised (a) is a capital increase in kind, or (b) a capital increase in cash without the option of the Company's shareholders to exercise their preferential right or irreducible allocation right (as referred to in the RREC Act), or (c) any other kind of capital increase]³;*

with the understanding that the capital will not be allowed to increase within the context of this mandate by an amount that exceeds the amount of the capital on the date of the extraordinary general meeting that approves the mandate.

This mandate is valid for a period of five years from publication of the minutes of the extraordinary general meeting that approves the mandate.

This mandate is renewable.

Capital increases can be carried out via contribution in cash, contribution in kind or conversion of reserves, including profits carried forward and issue premiums as well as all of the equity components in the Company's individual IFRS financial statements (drawn up based on the RREC Legislation) which are convertible into capital, possibly with issuance of shares or other securities (of any existing kind), in accordance with the mandatory provisions set out in the applicable company law the RREC Legislation.

Eventual issue premiums will be shown in one or more separate accounts under equity in the liabilities on the balance sheet. The board of directors is free to decide to place any issue premiums, possibly after deduction of an amount that does not exceed the cost of the increase in capital in the meaning of the applicable IFRS rules, into an unavailable account, which shall constitute the third party guarantee on the same basis as the capital and cannot under any circumstances be reduced or abolished except by a resolution of the general meeting voting as for an amendment to the Articles of Association, except in the case of the conversion into capital.

Under the conditions and within the limits set out in paragraphs one to five of this article, the board of directors can not only create or issue shares, but also subscription rights (which may be attached to another security), convertible bonds, bonds repayable in shares, or other securities (of any existing kind), while complying at all times with the mandatory provisions set out in the applicable company law and RREC Legislation.

Without prejudice to the application of mandatory provisions of the applicable company law and RREC Legislation, in this process the board of directors may limit or cancel preferential rights, even if this benefits one or more particular persons other than employees of the Company.

The board of directors has the power to amend the Company's Articles of Association in line with the capital increase(s) that was/were realised within the context of the authorised capital.

2 This paragraph will only be added to the Articles of Association if the Extraordinary General Meeting approves the proposal in agenda point 2.II.

3 This paragraph will only be added to the Articles of Association if the Extraordinary General Meeting approves the proposal in agenda point 2.III.

The capital amount as set out above is always the amount of the capital as it stands on the date of the extraordinary general meeting that approves the proposed mandate, rounded down to the nearest eurocent.

This proposed mandate will be given for a period of five years, to be calculated from the day the minutes of the extraordinary general meeting that approved the proposed mandate are published in the Annexes to the Belgian State Gazette. From that date the existing mandate regarding the authorised capital that was given by the extraordinary general meeting of 11 September 2019 will mature and this proposed mandate will assume its place. To be clear, if the proposed mandate is not approved, the existing mandate regarding the authorised capital will remain in force in favour of the board of directors of the Company.

The FSMA has approved the proposed amendments to the Articles of Association.

The board of directors invites shareholders to approve this proposal for resolution with the understanding that each of the points I., II. and III. will be voted on separately.

This proposal for resolution is subject to a special majority of at least three quarters of the votes.

B. POWERS

Proposal for resolution: the general meeting resolves to give the following powers:

1. to grant to any director of the Company, and to Mickaël Van den Hauwe, CFO of the Company, each acting individually and with the right of sub-delegation, the necessary powers to implement the decisions taken;
2. to the acting civil-law notary to draw up the coordinated text of the Articles of Association of the Company, to sign it and to deposit it with the clerk of the competent Business Court, pursuant to the relevant provisions of the law;
3. to any director of the Company, to Mickaël Van den Hauwe (CFO of the Company), and to Johanna Vermeeren, employee of the Company, each acting individually and with the right of sub-delegation, and to their staff, appointees and mandataries to ensure completion of the formalities with an enterprise counter with a view to register/update the data records of the Company in the Belgian Central Enterprise Databank and, where applicable, with the Administration for Value-Added Tax.

This proposal for resolution is subject to a simple majority of the votes.

Agenda of the General Meeting:

1. **Acknowledgement of the reports from the Board of Directors concerning the statutory and consolidated financial statements of the Company as at 31 December 2019.**
2. **Acknowledgement of the reports from the statutory auditor concerning the financial statements referred to under item 1.**

3. **Acknowledgement of the report of the sole director concerning the statutory financial statements of De Pauw NV/SA per 28 November 2019.**
4. **Acknowledgement of the reports from the statutory auditor concerning the financial statements referred to under item 3.**
5. **Acknowledgement of the report of the board of directors concerning the statutory financial statements of BST Logistics NV/SA per 5 August 2019.**
6. **Acknowledgement of the reports from the statutory auditor concerning the financial statements referred to under item 5.**
7. **Acknowledgement of the decision of the Board of Directors regarding the payment of an optional dividend.**

As agenda items 1 to 7 are intended purely for informative purposes, there is no need for a resolution to be adopted by the General Meeting and consequently no proposal for a resolution has been included in the convocation notice with respect to these agenda items.

8. **Approval of the statutory financial statements of the Company closed on 31 December 2019 and the appropriation of the result.**

Proposed resolution: The General Meeting approves the statutory financial statements of the Company as at 31 December 2019, including the appropriation of the result.

9. **Granting discharge to the former statutory manager of the Company and the permanent representative of the former manager for the mandates fulfilled during the period of 1 January 2019 to 1 October 2019.**

Proposed resolution: By a separate vote, the General Meeting grants discharge to the former statutory manager and the permanent representative of the former manager for the mandates fulfilled during the period of 1 January 2019 to 1 October 2019.

10. **Granting discharge to the directors of the Company for the mandate fulfilled by them during the period of 1 October 2019 to 31 December 2019.**

Proposed resolution: By a separate vote, the General Meeting grants discharge to the directors in office for the mandates fulfilled by them during the period of 1 October 2019 to 31 December 2019.

Prior to its conversion into a public limited company (NV/SA) on 1 October 2019, the Company was managed by its statutory manager, De Pauw NV/SA, with Tony De Pauw as its permanent representative. The Company has been under the management of its Board of Directors as from 1 October 2019. The proposed resolution under agenda item 9 is intended to grant discharge to the former statutory manager for the exercise of its mandate between 1 January 2019 and 1 October 2019. The proposed resolution under agenda item 10 is intended to grant discharge to the directors for the exercise of their mandate from 1 October 2019 until 31 December 2019.

11. Granting discharge to the statutory auditor of the Company.

Proposed resolution: By a separate vote, the General Meeting grants discharge to the statutory auditor of the Company in office during the 2019 financial year for the mandate fulfilled during the course of the past financial year.

12. Approval of the statutory financial statements of De Pauw NV/SA closed on 28 November 2019 and the appropriation of the result.

Proposed resolution: The General Meeting approves the statutory financial statements of De Pauw NV/SA as at 28 November 2019, including the appropriation of the result.

13. Granting discharge to the former directors of De Pauw NV/SA for the mandates fulfilled during the period of 1 January 2019 to 1 October 2019.

Proposed resolution: By a separate vote, the General Meeting grants discharge to the former directors for the mandates fulfilled during the period of 1 January 2019 to 1 October 2019.

14. Granting discharge to the sole director of De Pauw NV/SA for its mandate during the period of 1 October 2019 to 28 November 2019.

Proposed resolution: By a separate vote, the General Meeting grants discharge to sole director of De Pauw NV/SA for its mandate fulfilled during the period of 1 October 2019 to 28 November 2019.

Prior to its conversion into a public limited company on 1 October 2019, De Pauw NV/SA was managed by a board of directors composed of Joost Uwents, Tony De Pauw, François Meysman, Anne Leclercq, Cynthia Van Hulle, Jürgen Ingels and Marc Duyck (until 24 April 2019) and Rik Vandenberghe (as from 24 April 2019). As from its conversion into a public limited company on 1 October 2019 and until its dissolution on 28 November 2019, De Pauw NV/SA has been managed by its sole director, Mr Mickaël Van den Hauwe. The proposed resolution under agenda item 13 is intended to grant discharge to the former directors of De Pauw NV/SA for the performance of their mandate between 1 January 2019 and 1 October 2019. The proposed resolution under agenda item 14 is intended to grant discharge to the sole director for the exercise of his mandate from 1 October 2019 until 28 November 2019.

15. Granting discharge to the statutory auditor of De Pauw NV/SA.

Proposed resolution: By a separate vote, the General Meeting grants discharge to the statutory auditor of De Pauw NV/SA for the mandate fulfilled by him during the course of the past financial year.

16. Approval of the statutory financial statements of BST-Logistics NV/SA closed on 5 August 2019 and the appropriation of the result.

Proposed resolution: The General Meeting approves the statutory financial statements of BST-Logistics NV/SA as at 5 August 2019, including the appropriation of the result.

17. Granting discharge to the directors of BST-Logistics NV/SA for the mandates fulfilled during the period of 1 January 2019 to 5 August 2019.

Proposed resolution: By a separate vote, the General Meeting grants discharge to the directors for the mandates fulfilled during the period of 1 January 2019 to 5 August 2019.

18. Granting discharge to the statutory auditor of BST-Logistics NV/SA.

Proposed resolution: By a separate vote, the General Meeting grants discharge to the statutory auditor of BST-Logistics NV/SA for the mandate fulfilled during the course of the past financial year.

19. Reappointment of the private limited liability cooperative under Belgian law Deloitte Bedrijfsrevisoren, as statutory auditor of the Company and approval of the remuneration for this mandate of statutory auditor.

Proposed resolution: The General Meeting approves the reappointment as statutory auditor of the private limited liability cooperative under Belgian law Deloitte Bedrijfsrevisoren, having its registered office in Gateway Building, Luchthaven Brussel Nationaal 1J, 1930 Zaventem, represented in this function by Mr Rik Neckebroeck, auditor, and this for a period of 3 years which ends on the annual meeting of the Company to be held in 2023 and for a remuneration of EUR 182.000 (excl. VTA and costs IBR). The fees are adjusted annually to the index of the retail prices.

20. Approval of the remuneration report, which forms a specific part of the corporate governance statement in the annual report of the Company.

Proposed resolution: The General Meeting approves the remuneration report, which forms a specific part of the corporate governance statement in the annual report.

21. Approval, in accordance with Article 7:91 of the Code of companies and associations, of the variable remuneration of the co-CEOs and the other members of the Management Committee with regard to the evaluation of the predetermined and objectively measurable performance criteria.

Proposed resolution: In accordance with Article 7:91 of the Code of companies and associations, the General Meeting explicitly approves the principle that the variable remuneration of the co-CEOs and the other members of the Management Committee is based on predetermined and objective and measurable performance criteria that are measured:

- with regard to the co-CEOs, for 60% over a period of 1 year and 40% over a period of at least 3 years; and
- with regard to the other members of the Management Committee, for 75% over a period of 1 year and 25% over a period of at least 3 years.

On the occasion of the conversion into a public limited company (NV/SA), the Board of Directors invited the Remuneration Committee to review the remuneration policy applicable until then. This analysis led to the aforementioned proposal to base the variable remuneration on performance criteria over the period of the current growth plan 2019-23.

22. Approval, in accordance with Article 7:92 of the Code of Companies and Associations, of a severance pay clause.

Proposed resolution: The General Meeting approves, in accordance with Article 7:92 of the Code of companies and associations, the provision as included in the agreement between the Company and Tony De Pauw, CEO, and between the Company and Joost Uwents, CEO, respectively, by virtue of which Tony De Pauw and Joost Uwents are entitled to a severance pay equal to 18 months' remuneration (as referred to in Article 3:6, §3, second paragraph, 6° of the Code of companies and associations) should these agreements be terminated by the Company or by Tony De Pauw or Joost Uwents within a period

of 6 months after a public takeover bid and provided that there is no question of a grave error on the part of the manager.

If severance pay were to exceed 12 or 18 months' remuneration (as referred to in Article 3:6, §3, second paragraph, 6° of the Code of Companies and Associations), the necessary approval must be requested for this from the General Meeting in accordance with Article 7:92 of the Code of companies and associations. Following the conversion into a public limited company, all existing agreements with the members of the Management Committee were reviewed. This analysis led to the aforementioned proposal to approve a severance pay clause.

23. Approval of the remuneration policy, which forms a specific part of the Corporate Governance Charter.

Proposed resolution: The General Meeting approves the remuneration policy, which forms a specific part of the Company's Corporate Governance Charter (more specifically Chapter 7).

On the occasion of the conversion into a public limited company (NV/SA), the Board of Directors invited the Remuneration Committee to review the remuneration policy applicable until then. This analysis led to the aforementioned proposal to approve a new, transparent and simple remuneration policy, fully in line with the Company's business strategy.

24. Approval of the remuneration of non-executive directors.

Proposed resolution: The General Meeting approves the increase of the annual fixed remuneration for the non-executive directors, with the exception of the chairman, from EUR 30,000 to EUR 35,000 (including reimbursement of expenses). The chairman's fixed annual remuneration of EUR 75,000 is maintained.

Following the conversion into a public limited company, the Board of Directors invited the Remuneration Committee to review the remuneration policy applicable up to that point in time. This analysis led, among other things, to the aforementioned proposal to increase the remuneration of non-executive directors from EUR 30,000 to EUR 35,000 based on the Company's growth and taking into account the increasing complexity and technicality of the cases under the authority of the Board of Directors. The remuneration of the chairman, as determined at the time of his appointment in April 2019 and reconfirmed by the Extraordinary General Meeting of 11 September 2019, is maintained at EUR 75,000 (including reimbursement of expenses) on an annual basis.

25. Grant of rights to third parties in accordance with section Article 7:151 of the Code of companies and associations.

25.1. Proposed resolution: Proposed resolution to approve, with application of Article 7:151 of the Code of companies and associations, a clause from the *Term and Revolving Facilities Agreement* concluded by the Company with Banque Européenne du Crédit Mutuel (BECM) on 24 October 2019, for a total amount of EUR 50 million (the **BECM Credit Agreement**). The BECM Credit Agreement contains, among other things, a clause in which rights are assigned to third parties (specifically BECM) which impact the capital of the Company or create a debt or a liability for its account, whereby the exercise of these rights depends on a change of the control that is exercised on the Company. If a change of

control over the Company takes place, the Company must immediately notify BECM and the Company, upon the request of BECM, must proceed - at its own discretion - with the immediate repayment of the loan, increased with accrued interest and all other amounts accrued or outstanding under the BECM Credit Agreement.

25.2. Proposed resolution: Proposed resolution to approve, with application of Article 7:151 of the Code of companies and associations, a clause from the *Term Credit Facility Agreement* concluded by the Company with Caisse d'Epargne et de prévoyance hauts de France (**Caisse d'Epargne**) on 23 December 2019, for a total amount of EUR 25 million (the **Caisse d'Epargne Credit Agreement**). The Caisse d'Epargne Credit Agreement contains, among other things, a clause in which rights are assigned to third parties (specifically Caisse d'Epargne) which impact the capital of the Company or create a debt or a liability for its account, whereby the exercise of these rights depends on a change of the control that is exercised on the Company. If a change of control over the Company takes place, the Company must immediately notify Caisse d'Epargne and the Company, upon the request of Caisse d'Epargne, must proceed - at its own discretion - with the immediate repayment of the loan, increased with accrued interest and all other amounts accrued or outstanding under the Caisse d'Epargne Credit Agreement.

25.3. Proposed resolution: Proposed resolution to approve, with application of Article 7:151 of the Code of companies and associations, a clause from the *Amendment to the Note Purchase and Private Shelf Agreement* (the **Amendment to the NPA**) concluded by the Company with MetLife Investment Management, LLC and MetLife Investment Management Limited (together, **MetLife**) on 9 March 2020, which modifies the *Note Purchase and Private Shelf Agreement* concluded by the Company on 29 March 2019 with Metlife, whereby the *Amendment to the NPA* foresees in an issue of bonds for an amount of EUR 50 million and the possibility to issue additional bonds in the future for an additional amount of EUR 100 million (the **MetLife Bond-issue**). The MetLife Bond-issue contains, among other things, a clause in which rights are assigned to third parties (specifically bondholders) which impact the capital of the Company or create a debt or a liability for its account, whereby the exercise of these rights depends on a change of the control that is exercised on the Company. If a change of control over the Company takes place, the Company must immediately notify MetLife and the Company, upon the request of MetLife, must proceed - at its own discretion - with the immediate repayment of the bonds, increased with accrued interest and all other amounts accrued or outstanding under the MetLife Bond-issue.

25.4. Proposed resolution: Proposed resolution to approve, with application of Article 7:151 of the Code of companies and associations, every clause permitted between the date of the convocation to the General Meeting and the effective session of the General Meeting (and which, if applicable, shall be explained during the General Meeting), insofar as such clauses are in line with the clauses with regard to changes in control which until today were already approved by the General Meeting with application of Article 7:151 of the Code of companies and associations.

INFORMATION FOR THE HOLDERS OF SECURITIES

Please note that all the dates and times subsequently included in this document are final deadlines, and that these will not be extended as a result of a weekend, a statutory public holiday or for any other reason.

1. Admission formalities and exercising of the voting rights

In order to attend these Meetings or be represented at them, the shareholders must comply with the provisions of articles 26 and 27 of the Company's Articles of Association. To be admitted to the Meetings, shareholders must prove that they actually own the particular shares in accordance with the following:

A. Registration

Shareholders can only participate in the Meetings and exercise their voting rights on the basis of the registration of the shareholder's registered shares in the accounts, on the Registration Date, either by registration in the Company's register of registered shares, or by their registration in the accounts of a recognised accountholder or a clearing institution, irrespective of the number of shares the shareholder holds at the Meetings. **Wednesday 15 April 2020** (midnight Belgian time) applies as the registration date (the **Registration Date**).

B. Confirming participation

The owners of **dematerialised shares**, who wish to participate at the Meetings, should submit a certificate that has been issued by their recognised accountholder showing the number of dematerialised shares that were registered in the name of the shareholder on the Registration Date in their accounts and for which the shareholder has stated the intention of participating at the Meetings. This submission must take place no later than **Thursday 23 April 2020** at the Company's office or with ING, acting as *system paying agent* of the Company in the context of ESES.

The owners of **registered shares** who wish to participate in the Meetings, must inform the Company of their intention to participate in the Meetings by ordinary letter or email which the Company must receive no later than **Thursday 23 April 2020**.

Holders of non-convertible bonds issued by the Company before 1 October 2019 are allowed to participate at the Meetings with an advisory vote (as stated in Article 27 of the Articles of Association). They must *mutatis mutandis* fulfil the same attendance formalities as the shareholders.

2. Proxy

Each shareholder may be represented by a proxy holder during the Meetings. Each shareholder can appoint only one person as proxy holder.

The appointment of a proxy holder by a shareholder takes place by means of a written or electronic form as prepared by the Company and of which a type specimen is available at the registered office of the Company or can be downloaded from the website (www.wdp.eu). Shareholders are requested to follow the instructions stated on the proxy form in order to be able to be legally represented at the Meetings. The proxy form must be signed legally valid by the shareholder and with the appointment of a proxy holder, each proxyholder must take into account the rules concerning conflicts of interest and the maintaining of an up-

to-date register of the voting instructions. Shareholders who wish to be represented must also comply with the registration and confirmation procedure identified above.

The notification of the proxy to the Company must be made in writing by ordinary letter or by e-mail.

The Company must receive the proxy no later than **Thursday 23 April 2020**.

3. Vote by correspondence

The Board of Directors allows shareholders, in accordance with article 27.3 of the Articles of Association of the Company, to vote by correspondence before the Meetings.

The vote by correspondence must be submitted by means of the form for vote by correspondence as prepared by the Company and of which a type specimen is available at the registered office of the Company or can be downloaded from the website (www.wdp.eu). Shareholders are requested to follow the instructions stated on the form. The form must be signed legally valid by the shareholder. Moreover, shareholders wishing to vote per correspondence must also comply with the registration and confirmation procedure identified above.

The notification of vote by correspondence to the Company must be made in writing by ordinary letter or by e-mail.

The Company must receive the vote by correspondence no later than **Thursday 23 April 2020**.

4. Amendment of the agenda and written questions

A. Amendment of the agenda

Shareholders who individually or collectively hold 3% of the authorised share capital of the Company will have the right to include items on the agenda of the Meetings and submit proposed resolutions (concerning subjects included on or to be added to the agenda) no later than **Tuesday 7 April 2020**.

These requests can be submitted by ordinary letter or by e-mail to the Company.

If the Company receives any requests to supplement the agenda and/or proposed resolutions, it will (i) add those proposed resolutions as soon as possible after their receipt to the website, and (ii) publish an amended agenda and amended proxy forms on its website, no later than on **Tuesday 14 April 2020**.

B. Written questions

Written questions to (i) the Board of Directors of the Company related to its reports and the agenda items and (ii) to the statutory auditor related to its reports, can be submitted to the Company, subject to meeting the formalities that must be fulfilled for admission to the Meetings. These questions can be sent by ordinary letter or by e-mail to the Company and the Company must be in possession of these written questions no later than **Thursday 23 April 2020**.

More detailed information on the rights of the shareholders pursuant to Article 7:130 of the Code of companies and association are made available on the website of the Company, more specifically on: <https://www.wdp.eu/investors/shareholder-information/general-meeting>.

5. Availability of documents

As soon as the convocation of the Meetings has been published, any shareholder or bondholder, upon presentation of the security, or certificate, at the Company's registered office can obtain a free copy of the following documents:

- the documents that will be presented to the Meetings;
- the agenda of the Meetings, including a proposed resolution or a comment from the Board of Directors;
- the form for voting by proxy; and
- the form for voting by correspondence.

These documents, as well as the information that must be made available in accordance with Article 7:129 §3 Code of companies and association, can be consulted at the Company's registered office or on the Company's website (<https://www.wdp.eu/investors/shareholder-information/general-meeting>).

CONTACT DETAILS

Shareholders or bondholders who wish to obtain more information about the conditions of participation at the Meetings, or who wish to submit any documents or communications with regard to the Meetings, are invited to contact the Company by one of the following means:

	WDP
Attn.	Johanna Vermeeren - General Counsel
Address:	Blakebergen 15, B- 1861 Wolvertem
Tel.:	+32 (0)473 74 79 62
E-mail:	shareholdersmeetings@wdp.eu

Wolvertem, 25 March 2020

The Board of Directors