



# Quest for Growth

Privak, public investment company with fixed capital pursuant to Belgian Law

## NOTICE CONVENING THE ORDINARY GENERAL MEETING OF QUEST FOR GROWTH

(privak – public investment company with fixed capital pursuant to Belgian law – public limited company)  
(the “Company”)

### NOTICE TO THE SHAREHOLDERS

The Board of Directors of Quest for Growth NV has the honour to invite you to the ordinary general meeting of the Company to be held at the registered office of the Company “Jonge St. Jacob”, Lei 19 3000 Leuven at 11 A.M. on Thursday 16 March 2017, with the agenda and proposed resolutions set out below.

#### AGENDA

1. Presentation of the Report of the Board of Directors for the fiscal year closed on 31 December 2016;
2. Presentation of the Report of the Statutory Auditor for the fiscal year closed on 31 December 2016;
3. Approval of the annual accounts with regard to the financial year closed on 31 December 2016, including the allocation of the results

#### Proposed resolution:

The Board of Directors proposes the shareholders to approve the annual accounts with regard to the financial year closed on 31 December 2016, including the following allocation of the results:

Loss to be appropriated:	(€ 425,236)
Loss to be carried forward:	€ 425,236

4. Discharge to the Directors and Auditor;

#### Proposed resolution:

The Board of Directors proposes the shareholders to grant a discharge, by separate vote, the Directors and the Statutory Auditor in respect of their duties for the past year;

5. Discharge and Appointment of Directors;

The mandates of all Directors end immediately after the General Meeting of 16 March 2017.

#### Motion for a resolution:

1. Appointment of Mr Antoon De Proft - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of the common shares for a period of three years, ending immediately after the annual general meeting of March 2020.

2. Appointment of Mr René Avonts, - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of the common shares for a period of one year, ending immediately after the annual general meeting of March 2020.

3. Appointment of Mr Philippe de Vicq de Cumptich - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of the common shares for a period of three years, ending immediately after the annual general meeting of March 2020.

4. Appointment of Mss Regine Slagmulder - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of the common shares for a period of three years, ending immediately after the annual general meeting of March 2020.

5. Appointment of Mss Liesbet Peeters - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of class A shares for a period of three years, ending immediately after the annual general meeting of March 2020.

6. Appointment of Dr Jos B. Peeters - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of class A shares for a period of three years, ending immediately after the annual general meeting of March 2020.

7. Appointment of Mr Bart Fransis - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of class B shares for a period of three years, ending immediately after the annual general meeting of March 2020.

8. Appointment of Mr Michel Akkermans - subject to approval by the Financial Services and Markets Authority - as director upon the proposal of the holders of class B shares for a period of three years, ending immediately after the annual general meeting of March 2020.

6. Granting of formalities

#### Proposed resolution:

The general meeting resolves to grant a special proxy to Mr Marc Pauwels, residing at 3111 Wezemaal, Eektweg 37, acting individually with the power of substitution, to (i) perform all required actions for the publication of the resolutions of the general meeting on the items of the agenda set out in this convening notice in the Annexes to the Belgian Official Gazette (including the signing of forms I and II), to complete all administrative formalities to this end and among others to represent the Company before the Crossroads Databank of Enterprises, an “enterprise counter” chosen by the proxyholder and the Clerk of the Commercial Court and to this end to do all that is necessary, and (ii) to complete any necessary formalities at an “enterprise counter” to amend the Company’s details in the Crossroads Databank of Enterprises.”

7. Any other business

#### REGISTRATION AND PARTICIPATION

The Board of Directors draws attention to the fact that only those persons who satisfy the two conditions mentioned under items A and B are authorized to attend and to vote at the extraordinary general meeting, namely:

- A. The **registration** of their shares, in their name, by Thursday 2 March 2017 at 12 midnight (Belgian time) (the **Registration Date**).

For **dematerialized shares**: the registration shall be determined by the entry of the dematerialized shares, in the name of the shareholder, on the Registration Date, in the accounts of a recognized account holder

or a clearing agency, without any action being required on the part of the shareholder.

For **registered shares**: the registration shall be determined by the entry of the registered shares, in the name of the shareholder, on the Registration Date, in the Company’s shareholders’ register, without any action being required on the part of the shareholder.

- B. The **notification**, by the shareholder, of his intention to attend the extraordinary general meeting and of the number of shares for which he wishes to take part in the voting.

This notification and, where applicable, the ad hoc certificate should be submitted to the Company via Belfius Bank, by email (mpauwels@questforgrowth.com), by post (Quest for Growth – att. Marc Pauwels – Lei 19 bus 3, 3000 Leuven) or by fax (+32 16 28 41 29).

The notification must be received by Belfius Bank or by the Company at the very latest at 12 midnight (Belgian time) on Friday 10 March 2017.

The **holders of dematerialized shares** receive a certificate from the recognized account holder or the clearing agency indicating the number of dematerialized shares that were entered in the name of the shareholder on the Registration Date. They are requested to request their financial institution to inform Belfius Bank immediately, and within the period indicated above, of their intention to attend the extraordinary general meeting, as well as of the number of shares for which they wish to take part in the voting.

The **holders of registered shares** are requested to inform Quest for Growth – att. Marc Pauwels – Lei 19 bus 3, 3000 Leuven – mpauwels@questforgrowth.com – fax +32 16 28 41 29 – in writing of the number of shares for which they wish to take part in the voting at the extraordinary general meeting.

The Company emphasizes that these formalities are free of charge to the shareholders.

#### PROXIES

Article 32 of the articles of association of the Company allows shareholders to give a proxy to another person in writing, by email, or by fax. Should you cause yourself to be represented by a third party, you are invited to complete and sign the proxy forms available on our website (www.questforgrowth.com). A copy of the proxy paper must be submitted to Quest for Growth – att. Marc Pauwels – Lei 19 bus 3 3000 Leuven – fax +32 16 28 41 29 – at the very latest by 12 midnight (Belgian time) on Friday 10 March 2017. The undersigned originals must be handed to the proxyholder, who must on the day of the meeting hand them to the representatives of the Company in order to be admitted to the meeting.

Natural persons who take part in the meeting as shareholder, proxy or representative of a legal person must be able to prove their identity in order to gain admittance to the meeting. The representatives of legal persons must prove their identity as representative or special proxyholder of such a person. The Company emphasizes that these formalities are free of charge to the shareholders.

#### RIGHT TO ASK QUESTIONS

Shareholders who comply with the formalities for admission to the extraordinary general meeting may ask questions both verbally (during the meeting) or in writing before the meeting. Written questions must be submitted in writing at the very latest on the sixth day before the extraordinary general meeting at 12 midnight (Belgian time) on Friday 10 March 2017 – at the registered office of the Company – or electronically (mpauwels@questforgrowth.com). Only those written questions posed by shareholders who have complied with the formalities that must be completed for admission to the meeting, and who have thus proven that they have the capacity of shareholder on the Registration Date, shall be answered during the meeting.

#### RIGHT TO ADD ITEMS TO THE AGENDA

One or more shareholders who jointly own more than 3 % of the capital may at the very latest on the twenty-second day (no later than 12 midnight (Belgian time) on Wednesday 22 February 2017) before the day of the extraordinary general meeting cause items for discussion to be placed on the agenda of the extraordinary general meeting and submit proposals for resolutions with respect to the items on the agenda if they prove that they are shareholders. Questions and proposals may be submitted in writing (Quest for Growth – att. Marc Pauwels – Lei 19 bus 3 3000 Leuven) or by email (mpauwels@questforgrowth.com). Receipt will be confirmed by the Company within 48 hours.

#### REVISED AGENDA

Should shareholders who have the right to do so wish to add additional items or proposed resolutions to the agenda, a revised agenda shall be announced at the very latest at 12 midnight (Belgian time) on Wednesday 1 March 2017 on the website of the Company (www.questforgrowth.com). All reports, useful information and documents to be submitted to the meeting are available at the registered office of the Company or on the website of the Company: www.questforgrowth.com.

In order to allow the meeting to start promptly the shareholders are requested to be present at least a quarter of an hour before the time the meeting is due to open. We thank you in advance for your cooperation.

The Board of Directors



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