



Quest for Growth

privak - public alternative investment fund
with fixed capital under Belgian law

NOTICE CONVENING THE ORDINARY GENERAL MEETING OF QUEST FOR GROWTH

(privak – public alternative investment fund with fixed capital under 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 29 March 2018, with the agenda and proposed resolutions set out below.

AGENDA:

1. Report of the Board of Directors for the financial year closed on 31 December 2017.
2. Report of the Statutory Auditor for the financial year closed on 31 December 2017.
3. Approval of the annual accounts with regard to the financial year closed on 31 December 2017, including the allocation of the results.

Proposed resolution:

The Ordinary General Meeting approves the annual accounts with regard to the financial year closed on 31 December 2017 as proposed by the Board of Directors.

The allocation of the results and the dividend distribution, as presented in the table hereunder (rounded on two decimals) are also approved:

	gross	net	Total dividend (gross)
Ordinary shares:	€ 1.54 p.s.	€ 1.52 p.s.	€ 23,351,392.61
A-Shares / B-Shares:	€ 3,813.31 p.s.	€ 3,761.98 p.s.	€ 3,813,311.44

4. Discharge to the Directors and Auditor.

Proposed resolution:

The Shareholders resolve, by separate vote, to grant a discharge to the Directors and the Statutory Auditor in respect of their duties for the past year.

5. Discharge and Appointment of Directors.

The mandate of Ms. Lieve Verplancke ends immediately after the General Meeting of 29 March 2018.

Proposed resolution:

Appointment of Ms. Lieve Verplancke - 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 four years, ending immediately after the annual general meeting of March 2022.

6. Power of attorney for 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) take 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. Miscellaneous.

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 ordinary general meeting, namely:

- A. The **registration** of their shares, in their name, by **Thursday 15 March 2018 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 (with the exception of what is set forth under item B hereafter).

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 ordinary general meeting and of the number of shares for which he wishes to take part in the voting.

This notification and, for dematerialized shares, the certificate mentioned below must be submitted to the Company via Belfius Bank, by email (mpauwels@questforgrowth.com) or by post (Quest for Growth – att. Marc Pauwels – Lei 19 bus 3, 3000 Leuven). The notification must be received by Belfius Bank or by the Company at the very latest at 12 midnight (Belgian time) on **Friday 23 March 2018**.

The **holders of dematerialized shares** receive a certificate from the recognized account holder or the clearing agency indicating the number of dematerialized shares that are registered 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 ordinary 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 the Company by email (mpauwels@questforgrowth.com) or by post (Quest for Growth – att. Marc Pauwels – Lei 19 bus 3, 3000 Leuven) – within the period indicated above, in writing of the number of shares for which they wish to take part in the voting at the ordinary general meeting.

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

PROXIES

Article 33 of the articles of association of the Company allows shareholders to give a proxy to another person in writing or by means of an electronic form. 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 form must be submitted to the Company by email (mpauwels@questforgrowth.com) or by post (Quest for Growth – att. Marc Pauwels – Lei 19 bus 3, 3000 Leuven) – at the very latest by 12 midnight (Belgian time) on **Friday 23 March 2018**. The signed 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, proxyholder 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 ordinary general meeting may ask questions both verbally (during the meeting) or in writing before the meeting. Written questions must be submitted in writing to the Company at the very latest on the sixth day before the ordinary general meeting (at 12 midnight (Belgian time) on **Friday 23 March 2018** at the latest) - by email (mpauwels@questforgrowth.com) or by post (Quest for Growth – att. Marc Pauwels – Lei 19 bus 3, 3000 Leuven). 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.

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 14 March 2018** on the website of the Company (www.questforgrowth.com) and revised proxy forms will be made available on the website.

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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