



VGP NV
Greenland – Burgemeester Etienne Demunterlaan 5
1090 Brussels (Jette)
Company number 0887.216.042 (Register of Legal Entities - Brussels)
VAT BE 0887.216.042
www.vgpparks.eu
(the « Company »)

The shareholders are hereby invited to the extraordinary shareholders meeting of the Company which shall take place at Graanmarkt 2, 2000 Antwerp, on 19 April 2011 at 10h00, with following agenda:

1. Capital reduction

Real reduction of the capital with € 39,953,557.50 in order to repay part of the capital to the shareholders in cash, for an equal amount per share, without destruction of any shares.

Acknowledgement of the capital reduction.

Delegation of powers to the board of directors.

Proposed Resolution:

The capital of the Company is reduced with € 39,953,557.50 and reduced to € 135,407,830, without reducing the number of shares.

The capital reduction has as its purpose to repay part of the capital to the shareholders in cash, in accordance with articles 612 and 613 of the Belgian Companies Code, for an equal amount per share, without destruction of any shares. The capital reduction shall be borne by each share in equal proportion and each share will represent the same share in the registered capital remaining after the capital reduction.

In terms of taxation, the capital reduction will be exclusively applied to the effectively paid-up capital.

The board of directors is delegated the power to execute the resolution to reduce the capital and in particular to determine the procedure, formalities, date of the repayment of the amount of the capital reduction and the other modalities of the distribution in accordance with applicable law and regulation.

2. Modifications to the articles of association

Proposed resolution:

The registered capital in article 5 of the articles of association is amended in accordance with the resolution regarding the capital reduction.

In order to be admitted to the extraordinary shareholders meeting the shareholders are required to comply with the provisions of article 24 of the articles of association and to lodge their certificates of registered shares or a confirmation from a recognised deposit that their dematerialised shares are unavailable until the date of the shareholders meeting, at the registered seat of the Company, at the latest on 13 April 2011.

In accordance with article 25 of the articles of association, shareholders may be represented at the shareholders meeting by means of a written proxy. The proxy forms drafted by the board of directors are available at the registered seat and on the website of the Company. The executed originals of the proxies must be lodged at the registered seat of the Company, at the latest on 13 April 2011.

The board of directors