
**CONVOCATION TO THE ANNUAL GENERAL MEETING
OF QRF COMM. VA ON 19 MAY 2015**

Dear Shareholder,

Re: **Ordinary general meeting on 19 May 2015 at 2 p.m.**

We have the honour of convening you to the Ordinary General Meeting of Shareholders of our company which will be held on Tuesday, 19 May 2015 at 2 p.m. at Congress Center Lamot, Van Beethovenstraat 8-10, 2800 Mechelen¹, in order to deliberate on the agenda here below:

Agenda and motions for resolution

	Agenda point	Proposal for resolution
1	Acknowledgement and discussion of the financial statements and consolidated financial statements of the company as of 30th December 2014 and the reports of the statutory manager, including the declaration concerning corporate governance, regarding the financial statements and consolidated financial statements of the company as of 30th December 2014.	Since it is purely a matter of acknowledgement, no resolution needs to be adopted by the general meeting.
2	Acknowledgement and discussion of the reports of the statutory auditor concerning the aforementioned financial statements.	Since it is purely a matter of acknowledgement, no resolution needs to be adopted by the general meeting.
3	Approval of the financial statements closed on 30th December 2014 and the allocation of profits.	The general meeting approves the financial statements closed on 30th December 2014. The general meeting decides to allocate the profits from the past financial year in the manner proposed by the statutory manager whereby a gross dividend of €1.30 per share is paid out.
4	Approval of the remuneration report.	The general meeting approves the remuneration report in relation to the financial year closed on 30th December 2014.

¹ Parking available near the congress center in Q-Park Lamot, located at Guldenstraat 18, 2800 Mechelen.

5	Approval of the statutory financial statements and allocation of the profits of the acquired company Century Center Parking NV, relating to the period between 19th June 2013 and 7th November 2014.	The general meeting approves the statutory financial statements of the acquired company Century Center Parking NV, including the allocation of profits, relating to the period between 19th June 2013 and 7th November 2014.
6	Granting of discharge to the statutory manager, the permanent representative of the statutory manager and the statutory auditor.	The general meeting grants, by separate vote, discharge to the statutory manager, the permanent representative of the statutory manager and the statutory auditor regarding the duties performed by them during the financial year closed on 30th December 2014.
7	Granting of discharge to the former directors and permanent representatives of the acquired company Century Center Parking NV in relation to the exercise of their mandate during the period between 19th June 2013 and 7th November 2014.	The general meeting grants discharge to the former directors of the acquired company Century Center Parking NV and their permanent representatives regarding their mandate during the period between 19th June 2013 and 7th November 2014.
8	Questions from the shareholders to the directors concerning their reports or the agenda points and questions to the statutory auditor concerning his reports.	No vote required.

Admission to the General Meeting

1) Registration

In accordance with article 29 of the articles of association and article 536 of the Companies Code, the right to participate in the General Meeting and to exercise the voting right is granted by the account registration of the shareholder's bearer shares on the 14th day prior to the General Meeting at 24:00 hours ("registration date"), namely on **5 May 2015 at 24:00 hours** either by their registration in the Company's register of bearer shares, or by their registration on the accounts of an authorised account keeper or a settlement institution, without prejudice to the number of shares in the shareholder's possession on the day of the General Meeting. Only persons who are shareholders of the company on this registration date are entitled to participate in and vote at the General Meeting.

2) Notification of the intention to attend the General Meeting

Holders of registered shares

Holders of registered shares wishing to participate in the General Meeting must notify the company of their intention to participate in the meeting by sending an ordinary letter to the company's registered offices (Leopold de Waelplaats 8/1, 2000 Antwerp), a fax to number +32 3 369 94 24 or an email to info@qrf.be. This notification must take place no later than the **6th day before the date of the General Meeting**. In order to be admitted to the General Meeting of 19 May 2015 it is necessary that as a registered shareholder you notify the company hereof and **no later than Wednesday, 13 May 2015**.

Holders of dematerialized shares

Holders of dematerialized shares wishing to participate in the General Meeting must submit a certificate issued by their financial intermediary or the authorized account keeper or settlement institution, which



shows how many dematerialized shares were presented or in the shareholder's name were registered in its accounts on the Registration Date and for which the shareholder has declared that he wishes to participate in the General Meeting. This deposition must take place at the company's registered office (Leopold de Waelplaats 8/1, 2000 Antwerp) or at ING (Marnixlaan 24, 1000 Brussel), no later than the sixth day before the date of the General Meeting, which is no later than 13 May 2015.

Proxy

Each shareholder may be represented at the General Meeting by a proxy-holder who may or may not be a shareholder. Unless it is permitted by Belgian law that different representatives are appointed, a shareholder may only appoint one person as proxy-holder.

You may always be represented by a representative by using the proxy form on the company's website (www.qrf.be). The name of the proxy-holder can be filled in or left blank. If the name of the proxy-holder has not been filled in, the General Meeting secretariat will fill it in. The proxy must be signed by the shareholder (or if it concerns a legal entity by its duly authorised representative) and the proxy must be deposited no later than the 6th day before the date of the General Meeting, which is **13 May 2015** at the registered office of the company (Leopold de Waelplaats 8/1, 2000 Antwerp) or sent by fax to number +32 3 369 94 24 or by email sent to info@qrf.be.

Possibility of adding new items to the agenda

One or more shareholders, who together hold at least 3% of the share capital, may have items to be discussed added to the agenda of the General Meeting and submit proposals for decision in relation to the items for discussion on the agenda.

These requests must be sent to the company's registered office (Leopold de Waelplaats 8/1, 2000 Antwerp) or by email to info@qrf.be no later than 27 April 2015. If applicable, the supplemented agenda will be made known no later than 4 May 2015. More detailed information on the conditions to make use of this possibility can be found on the website (www.qrf.be).

Right to ask questions

Shareholders can exercise their right to ask questions in writing as well as during the General Meeting. As soon as the convocation to the General Meeting has been published, the shareholders may pose questions in writing insofar as they comply with the formalities referred to here above under "Admission to the General Meeting". Written questions must be received no later than the 6th day before the General Meeting, which is no later than **13 May 2015** at the company's registered office by ordinary letter or by email sent to info@qrf.be.

Documents put at the disposal

Each shareholder, showing the proof of their title and as soon as the convocation to the General Meeting is published may receive a copy of the following documents free of charge at the company's registered office:

- the documents which will be submitted to the General Meetings;
- the agenda of the General Meetings which also contains a proposal for motion or a comment from the manager under the articles of association; and
- the form which can be used to vote by proxy.

These documents can also be found on the website www.qrf.be under "Investor Relations – Documents General Meetings".

Qrf Management NV

Manager under the Articles of Association Qrf Comm. VA