

CRESCENT NV

(voorheen Option)
GENOTEERDE NAAMLOZE VENNOOTSCHAP
GASTON GEENSLAAN 14
3001 LEUVEN
BTW BE 0429.375.448 - RPR LEUVEN

ANNUAL GENERAL SHAREHOLDERS' MEETING OF CRESCENT NV FRIDAY MAY 29, 2020, 10AM

The Board of Directors has the honor to invite the Shareholders to the Annual General Meeting of CRESCENT NV to be held at the registered office of the Company (Gaston Geenslaan 14, 3001 LEUVEN), on **Friday May 29, 2020 om 10am**.

In the light of the COVID-19 pandemic, and the government measures taken as a result thereof, the Shareholders will not be able to physically attend the Shareholders' Meeting. The Shareholders have the right to vote remotely or by proxy for the number of shares they hold on the Registration Date (May 15, 2020 at midnight, Belgian time) and for which they have indicated their intention to exercise their voting right (at the latest on May 23rd, 2020), regardless of the number of shares they hold on the day of the Meeting.

On this date the total number of shares and voting rights of the Company amounts to 1,604,939,345 shares.

AGENDA FOR THE ANNUAL GENERAL MEETING HOLDING PROPOSED RESOLUTIONS

- 1. Opening of the Meeting with explanation about the modified *modus operandi* of the Meeting in view of the exceptional COVID-19 circumstances.**
- 2. Presentation of the reports of the Board of Directors and the Auditor of CRESCENT NV regarding the annual accounts for financial year 2019.**
- 3. Presentation of the statutory and consolidated annual accounts for financial year 2019.**
- 4. Discussion and approval of annual accounts with regard to financial year 2019 + appropriation of the result.**
Proposed resolution: *"The General Meeting approves the annual accounts for financial year 2019 and the proposed allocation of the result."*
- 5. Discharge of the Directors**
Proposed resolution: *"The General Meeting grants discharge from liability to the Directors of CRESCENT NV for the exercise of their mandate as Director of the Company during financial year 2019."*
- 6. Discharge of the Auditor**
Proposed resolution: *"The General Meeting grants discharge to the Auditor for the exercise of his mandate during financial year 2019."*
- 7. Proxies**
Proposed resolution: *"The General Meeting gives a special proxy to each director of the Company, as well as to Mr. Edwin BEX (the "Proxy Holder"), acting individually and with the right of substitution, to represent CRESCENT NV with regard to the fulfilment of the*

filing and publication obligations contained in Articles 2:8 and 2:14 of the Belgian Companies and Associations Code. This power of attorney means that the Proxy Holder can perform all necessary and useful actions related to these filing and publication obligations.”

8. Closing of the Meeting

CONDITIONS OF ADMISSION TO THE ANNUAL GENERAL MEETING

DISCLAIMER: Due to the health crisis caused by the outbreak of the Coronavirus COVID-19, CRESCENT NV is unable to organize a physical General Meeting on May 29, 2020.

Pursuant to this, and in accordance with the Royal Decree of April 9, 2020, which guarantees the continuity of the General Meetings during a period of “social distancing”, Shareholders are requested to exercise their rights before the General Meeting as follows:

- > by remote voting; or
- > by giving a power of attorney to the person designated by the Board of Directors, being Mr Edwin BEX (CFO)

> Which conditions do you need to satisfy to participate in and to vote at the General Meeting ?

Only persons who are shareholders on May 15, 2020 (24h, Belgian time) (“registration date”) are entitled to participate in and vote at the General Meeting

Do you own registered shares ?

You must be registered in the company’s share register on May 15, 2020 (24h, Belgian time) for minimum the number of shares with which you wish to participate in the general meeting.

In addition, you must confirm your participation to us in writing (by e-mail: corp@opticsrescent.com) no later than May 23, 2020, indicating the number of shares with which you wish to participate in the meeting. It is sufficient to submit your signed proxy or voting letter as confirmation of participation.

Do you own dematerialised shares ?

The shares with which you wish to participate at the General Meeting must be registered in your securities account on May 15, 2020 (24h, Belgian time).

You must request your financial institution (bank, recognised account holder or settlement institution) to: **(a)** provide a certificate stating the number of shares you own on May 15, 2020 (24h, Belgian time) and with which you wish to participate at the general meeting; and **(b)** send this certificate by May 23, 2020 at the latest by e-mail to corp@opticsrescent.com.

In addition, you must confirm your participation no later than May 23, 2020 (24h, Belgian time), indicating the number of shares with which you wish to participate in the meeting. You can ask your financial institution to confirm your participation to CRESCENT NV simultaneously with the confirmation of your registration. You can also notify us in writing (by e-mail corp@opticsrescent.com). It is sufficient to submit your signed proxy or voting letter as confirmation of participation.

› **Do you wish to be represented at the General Meeting ?**

If you meet the aforementioned conditions to participate in and vote at the General Meeting, you may arrange to be represented at the General Meeting by a single proxy holder. For this purpose you may use the proxy form available on our website (www.opticrescent.com – About-Investor – Shareholders – Shareholders’ Meetings). Or you can request this form from us via email (corp@opticrescent.com). This form also serves as confirmation of participation. You need to send us your signed proxy by email. We need to receive your proxy on **May 23, 2020 at the latest**.

We would like to remind you that any appointment of a proxy holder must be effected in accordance with Belgian law, in particular with regard to conflicts of interest and the keeping of a register with voting instructions. Since the proposed proxy holder is potentially subject to the conflict of interest rules set forth in article 7:143, §4 of the Belgian Companies and Associations Code, you must indicate specific voting instructions for each of the proposed resolutions.

› **Do you wish to vote by correspondence in advance of the General Meeting ?**

If you meet the aforementioned conditions to participate in and vote at the General Meeting, you may cast your vote by correspondence in advance of the meeting. For this purpose you may use the voting form available on our website (www.opticrescent.com – About-Investor – Shareholders – Shareholders’ Meetings). Or you can request this form from us via email. This form also serves as confirmation of participation. You need to send us your signed voting letter by e-mail (corp@opticrescent.com). We need to receive your voting letter on **May 23, 2020 at the latest**.

We would like to remind you that to validly cast your vote by correspondence, you must clearly indicate your voting choice or your abstention in the letter.

› **Which conditions do you need to satisfy to add items to the agenda of the General Meeting ?**

If you hold, alone or jointly with other shareholders, **at least 3% of the company’s share capital**, you may request to add items to the agenda of the General Meeting and file resolution proposals in relation to items on or to be added to the agenda. You need to hold this minimum share percentage alone or jointly with other shareholders **on the date of your request** and on **May 15, 2020** (24h, Belgian time). This can be demonstrated by submitting a certificate of registration of the relevant shares in the Company’s share register, or a certificate issued by a financial institution certifying that the relevant number of dematerialized shares is registered in the name of such shareholder(s) in their account.

You must submit your requests in writing (by e-mail), adding, as the case may be, the text of the new agenda items and the relating resolution proposals or the text of the resolution proposals to be added to the agenda. We need to receive your request on **May 7, 2020 at the latest**. The request should also contain an email address on which we may confirm receipt of your requests. As the case may be, we will publish a revised agenda, proxy and voting form at the latest on **May 14, 2020** (on our website, in the Belgian official journal and in the press).

The proxies that we have received in advance of the publication of the revised agenda will remain valid, but your proxy holder may deviate from your instructions with regard to new resolution proposals on existing agenda items if the execution of such instructions could jeopardize your interests. Your proxy holder must inform you hereof. Your proxy must state whether your proxy holder is authorized to vote on the new agenda items, or whether he/she should abstain with regard to the new agenda items.

The voting forms that we have received in advance of the publication of the revised agenda will remain valid for the existing agenda items. If a new resolution proposal is filed on an existing agenda item, the vote cast by correspondence in respect of such agenda item will be disregarded.

› **Do you wish to ask a question ?**

You are entitled to submit questions to the directors and the auditor regarding their report or items on the agenda but solely in writing. If you meet the aforementioned conditions to participate in and vote at the General Meeting, your questions will be answered provided any communication of information or facts in response to such questions does not prejudice the company or breaches any confidentiality undertakings entered into by the Company, its directors or the auditor.

We need to receive your written questions on **May 23, 2020 at the latest** (by email).

The written questions and answers will be published on our website at the latest on **June 13, 2020**, as an attachment to the meeting minutes.

› **Where can you find all information on this General Meeting ?**

All information relating to this General Meeting is available on our website (www.opticrescent.com – About-Investor – Shareholders – Shareholders' Meetings).

› **How can you contact us ?**

For the submission of forms and written requests, and for practical questions, please contact us via email: corp@opticrescent.com, to the attention of Mr. Edwin BEX.

The Board of Directors thanks you in advance for your cooperation - April 24, 2020