

AEDIFICA

limited liability company (*naamloze vennootschap / société anonyme*)
public regulated real estate company under Belgian law
(*openbare gereguleerde vastgoedvennootschap*
naar Belgisch recht / société immobilière réglementée publique de droit belge)
Belliardstraat / rue Belliard 40 box 11, 1040 Brussels
RLE Brussels: 0877.248.501
(the “**Company**”)

The shareholders, Directors and Statutory Auditor are invited to attend the Ordinary General Meeting that will be held on **10 May 2022 at 15:00 CET at hotel Hilton Brussels Grand Place, Europakruispunt 3 / Carrefour de l’Europe 3, 1000 Brussels**. The Ordinary General Meeting has the following agenda:

1. Presentation of the annual report on the statutory and consolidated financial year closed per 31 December 2021

This being purely a presentation, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.
2. Presentation of the report of the Statutory Auditor on the statutory annual accounts closed per 31 December 2021 and of the report of the Statutory Auditor on the consolidated annual accounts closed per 31 December 2021

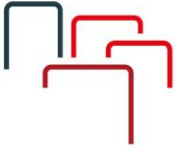
This being purely a presentation, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.
3. Presentation of the consolidated annual accounts closed per 31 December 2021

This being purely a presentation, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.
4. Approval of the statutory annual accounts closed per 31 December 2021 and allocation of financial results

Proposal to approve the statutory annual accounts closed per 31 December 2021, including the allocation of the results proposed therein. Accordingly, proposal to distribute to the shareholders a gross dividend of 3.40 euro per share (divided as follows between coupon no. 28: €1.5370 and coupon no 29: €1.8630).
5. Approval of the remuneration report that constitutes a specific part of the corporate governance statement

Proposal to approve the remuneration report that constitutes a specific part of the corporate governance statement.
6. Discharge to the Company’s Directors

Proposal to grant discharge, by means of a separate vote, to the Company’s (current and former) Directors for the performance of their mandate during the financial year closed per 31 December 2021.
7. Discharge to the Company’s Statutory Auditor



Proposal to grant discharge to the Company's Statutory Auditor for the performance of its mandate during the financial year closed per 31 December 2021.

8. Appointment of Directors

Proposal to appoint, upon proposal of the Nomination and Remuneration Committee, subject to the approval by the FSMA, by means of a separate vote, with immediate effect, the following Directors:

- Ms Waldburg, as non-executive independent Director, until the end of the Ordinary General Meeting of 2025;

Ms Henrike Waldburg is Head of Investment Management Global at Union Investment Real Estate GmbH, one of the largest real estate investment managers in Europe. In that capacity she has responsibility for Union Investment's transactions in the Americas and Asia Pacific and all retail transactions in Europe. Ms Waldburg will add to the Board over 20 years of solid investment management experience and expertise in Germany, Europe, USA and Asia-Pacific, gained in her tenure with Union Investment and previous positions at Ernst & Young and Arthur Andersen. She is a Fellow of the Royal Institution of Chartered Surveyors, executive board member of the European Council of Shopping Places and member of the Board of Advisors of IRE|BS Immobilienakademie GmbH (International Real Estate Business School, University of Regensburg, Germany).

According to the Board of Directors, this candidate Director meets the independence criteria set out in article 7:87 of the Belgian Code of companies and associations and article 3.5 of the Belgian Corporate Governance Code 2020;

- Mr Raoul Thomassen, as executive Director, until the end of the Ordinary General Meeting of 2025;

Mr Thomassen is since 1 March 2020 Chief Operating Officer (COO) and member of the Executive Committee of Aedifica. Contrary to the other members of the Executive Committee Mr Thomassen was not yet appointed as Director. The Board of Directors believes that in a one-tier governance model the key position of COO should also be represented at Board level

The complete curriculum vitae of the proposed Directors is available on <https://aedifica.eu/investors/shareholder-information/>.

Proposal to remunerate Ms Waldburg in the same way as the other non-executive Directors within the framework of the remuneration policy. The mandate of the executive Director will not be separately remunerated.

9. Approval of change of control clauses in the credit agreements and debt instruments binding the Company

Proposal to approve and in so far as necessary to ratify, in accordance with article 7:151 BCCA, all provisions of the credit agreement of 8 June 2021 between the Company and KBC Bank NV/SA, which are subject to a possible early repayment and/or an immediate suspension of the use of the credit in the event of a change of control over the Company.

Proposal to approve and in so far as necessary to ratify, in accordance with article 7:151 BCCA, all provisions of the credit agreements of 23 June 2021 between the Company and BNP Paribas Fortis NV/SA, which are subject to a possible early repayment and/or an immediate suspension of the use of the credit in the event of a change of control over the Company.

Proposal to approve and in so far as necessary to ratify, in accordance with article 7:151 BCCA, all provisions of the credit agreement of 12 July 2021 between the Company and Belfius Bank NV/SA, which



are subject to a possible early repayment and/or an immediate suspension of the use of the credit in the event of a change of control over the Company.

Proposal to approve and in so far as necessary to ratify, in accordance with article 7:151 BCCA, all provisions of the credit agreement of 15 July 2021 between the Company and ING Belgium NV/SA, which are subject to a possible early repayment and/or an immediate suspension of the use of the credit in the event of a change of control over the Company.

Proposal to approve and in so far as necessary to ratify, in accordance with article 7:151 BCCA, all provisions of the credit agreements of 27 July 2021 and of the credit agreements of 22 November 2021 between the Company and ABN AMRO Bank NV/SA, which are subject to a possible early repayment and/or an immediate suspension of the use of the credit in the event of a change of control over the Company.

Proposal to approve and in so far as necessary to ratify, in accordance with article 7:151 BCCA, the provisions under Condition 6(c) of the terms and conditions of the Sustainable Notes issued by the Company on 9 September 2021 and all other provisions of the Sustainable Notes which are subject to a possible early repayment of the debt instruments in the event of a change of control over the Company.

10. Approval of the annual accounts of *stamWall BV/SRL* and *Familiehof BV/SRL*, each absorbed by a transaction assimilated by a merger by the Company on 9 November 2021, with effect from 1st July 2021, for the period from 1st January 2021 until 30 June 2021 (including)

Proposal to approve, by means of a separate vote, the annual accounts of the *stamWall BV/SRL* and *Familiehof BV/SRL*, for the period from 1st January 2021 until 30 June 2021 (including).

11. Discharge of the directors of *stamWall BV/SRL* and *Familiehof BV/SRL*

Proposal to grant discharge, by means of a separate vote, to the directors of the *stamWall BV/SRL* and *Familiehof BV/SRL*, for the exercise of their mandate for the period from 1st January 2021 until 30 June 2021 (including), and, insofar as required, from 1st July 2021 until 9 November 2021.

12. Discharge of the Statutory Auditor of *stamWall BV/SRL* and *Familiehof BV/SRL*

Proposal to grant discharge, by means of a separate vote, to the Statutory Auditor of *stamWall BV/SRL* and *Familiehof BV/SRL*, for the exercise of its mandate for the period from 1st January 2021 until 30 June 2021 (including), and, insofar as required, from 1st July 2021 until 9 November 2021.

13. Miscellaneous

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Information for the shareholders

I. Approval of proposed resolutions on the agenda

The proposed resolutions referred to in the agenda can be adopted by ordinary majority of the votes cast at the Meeting, irrespective of the number of securities represented, whereby abstentions are not counted neither in the numerator nor in the denominator.

II. Amendment of the agenda

Shareholders who individually or jointly hold at least 3 % of the capital, have the right to place items on the agenda of the General Meeting and to submit proposed resolutions with respect to items included or to be included in the agenda. The items to be placed on the agenda and/or the proposed resolutions have to be received by the Company at the latest on **18 April 2022**, by ordinary letter (to: Belliardstraat / rue Belliard 40 box 11, 1040 Brussels)



or by e-mail (to: shareholders@aedifica.eu). As the case may be, the Company will publish an amended agenda, an amended proxy form and an amended form for vote by correspondence at the latest on **25 April 2022**. Proxies and forms for vote by correspondence received by the Company before notification of the amended agenda remain valid for the items already covered therein. For more information about the aforementioned rights and their exercise, reference is made to the website of the Company (<https://aedifica.eu/investors/shareholder-information/>).

III. Admission formalities

Shareholders who wish to participate in and vote at the General Meeting of 10 May 2022 or wish to be represented, have to comply with the following two conditions, in accordance with article 20 of the Articles of Association:

1. Registration of shares in the name of the shareholder

On the basis of the evidence submitted in application of the registration procedure described below, the Company must be able to establish that, on **26 April 2022 at midnight (24:00 CET)** (the “**registration date**”), the shareholder was in possession of the number of shares for which the shareholder intends to participate in or to be represented at the General Meeting of 10 May 2022. Only individuals who are shareholders on the registration date can participate in, vote or be represented at the General Meeting of 10 May 2022, irrespective of the number of shares in their possession at the day of the General Meeting.

The registration procedure is as follows:

For the holders of registered shares, the registration on the registration date of the number of shares for which they intend to participate in the General Meeting of the Company in the share register of the Company, is sufficient. If the holders of registered shares wish to participate in the General Meeting with less shares than those registered in the Company’s share register, they can indicate this in the notification referred to in point III.2 below.

The holders of dematerialised shares must request a certificate issued by their authorized account holder(s) or settlement institution that hold(s) the account(s) on which their dematerialised shares are held. This certificate must attest that the number of shares for which they intend to participate in the General Meeting is registered on their account(s) on the registration date.

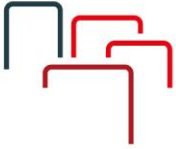
2. Notification of participation in the General Meeting

Additionally, holders of registered shares and of dematerialised shares who intend to participate in the General Meeting of 10 May 2022 or to be represented at that meeting, have to notify their intention at the latest on **4 May 2022** as follows:

- by ordinary letter to the Company (Belliardstraat / rue Belliard 40 box 11, 1040 Brussels), or
- by e-mail to the Company (shareholders@aedifica.eu), or
- electronically to ABN AMRO Bank N.V./S.A. via www.abnamro.com/evoting (in the case of dematerialised shares, with the intervention of a financial intermediary acting on instruction of the shareholder – via www.abnamro.com/intermediary).

Holders of dematerialised shares must attach the certificate referred to in point III.1 to the notification. In the event of an electronic notification to ABN AMRO Bank N.V./S.A., the authorized account holder or settlement institution must provide such certificate electronically via www.abnamro.com/intermediary. In that case, the authorized account holders and settlement institutions are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the registration date in an efficient manner.

IV. Participation



1. Vote by correspondence

In accordance with article 22 of the Articles of Association, shareholders may vote by correspondence. The vote must be cast on the voting form drawn up by the Company for this purpose and made available on the website of the Company (<https://aedifica.eu/investors/shareholder-information/>). Shareholders are requested to follow the instructions given on the voting form. The voting form must be validly signed by the shareholder. In addition, shareholders who wish to vote by correspondence will have to comply with the procedure of registration and notification of participation mentioned in point III. above. The voting form must be notified to the Company by ordinary letter (to Belliardstraat / rue Belliard 40 box 11, 1040 Brussels) or by e-mail (to shareholders@aedifica.eu). The voting form has to be received by the Company on **4 May 2022** at the latest.

2. Proxy

Each shareholder who has complied with the procedure of registration and notification of participation mentioned in point III. above, may be represented at the General Meeting by a proxy holder. Each shareholder can appoint only one individual as proxy holder, save where Belgian law permits the appointment of several proxy holders. When appointing a proxy holder, a shareholder should use the proxy form that is made available on the website of the Company (<https://aedifica.eu/investors/shareholder-information/>). (A copy of) the signed proxy form has to be received by the Company on **4 May 2022** at the latest, by ordinary letter (to Belliardstraat / rue Belliard 40 box 11, 1040 Brussels) or by e-mail (to shareholders@aedifica.eu).

In addition, an electronic proxy is available to the shareholders who have registered electronically, by using the ABN AMRO platform (www.abnamro.com/evoting) where the shareholder can issue a proxy with voting instructions to the Company via an electronic form. The electronic proxy has to be received by ABN AMRO Bank N.V./S.A. on **4 May 2022** at the latest.

Each appointment of a proxy holder has to be carried out in accordance with the applicable Belgian legislation, in particular on conflicts of interest and the keeping of a register.

3. Physical presence

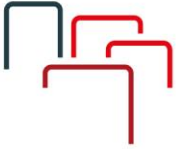
Subject to compliance with the Covid-19 governmental rules applicable on the date of the General Meeting, shareholders may participate in the General Meeting in person at the venue of the General Meeting. Depending on the evolution of the health situation and the applicable governmental measures at the time of the meeting, Aedifica reserves the right to change the terms of participation by means of an announcement in the form of a press release and via its website.

V. Written questions

The shareholders can address written questions (i) to the Directors with respect to the reports of the Board of Directors and the items on the agenda of this General Meeting, and (ii) to the Statutory Auditor with respect to the reports of the Statutory Auditor. These questions have to be received by the Company at the latest on **4 May 2022**, by ordinary letter (to Belliardstraat / rue Belliard box 11, 1040 Brussels) or by e-mail (to: shareholders@aedifica.eu). More detailed information can be found on the website of the Company, at: <https://aedifica.eu/investors/shareholder-information/>.

VI. Availability of documents

All documents with respect to the General Meeting that are required by law to be made available to the shareholders, can be obtained by the shareholders as of today at the office of the Company (Belliardstraat / rue Belliard 40 box 11, 1040 Brussels) during regular business hours on business days. This information is also available on www.aedifica.eu and on the ABN AMRO platform (www.abnamro.com/evoting).



VII. Data Protection

The Company is responsible for processing personal data received from security holders and proxy holders within the framework of the Ordinary General Meeting in accordance with the applicable data protection legislation. The processing of such personal data shall be carried out on the basis of the necessity for the performance of the company agreement or a legal obligation imposed on the Company, whichever basis applies. The processing shall take place for the purpose of analysing and managing the attendance and voting procedure relating to the Ordinary General Meeting and this in accordance with the applicable legislation and the Privacy Policy of the Company. These personal data will be transferred to ABN AMRO Bank N.V./S.A. and its partners for the purpose of providing assistance in the organisation of the Ordinary General Meeting, the management of the attendance and voting procedure, and for the analysis of the composition of the participants in the Meeting. The personal data will not be kept longer than necessary in view of the aforementioned purpose and will consequently be deleted in accordance with the Company's Privacy Policy.

Security holders and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of personal data of, amongst others, security holders and proxy holders. Security holders and proxy holders have the right to access, correct or remove their personal data, to restrict processing, to object to processing and the right to data portability, to the extent they have these rights under the applicable law, as well as the right to file a complaint with the competent data protection authority.

Security holders and proxy holders may validate their rights in relation to their personal data provided to the Company by contacting the Company's Compliance Officer at dataprotection@aedifica.eu.

The Board of Directors.