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AEDIFICA

**PUBLIC REGULATED REAL ESTATE COMPANY
UNDER BELGIAN LAW
LIMITED LIABILITY COMPANY**

**LOUIZALAAN / AVENUE LOUISE 331-333
1050 BRUSSELS**

R.L.E. BRUSSELS 0877.248.501

**AGENDA OF THE ANNUAL GENERAL MEETING
THAT WILL BE HELD ON 27 OCTOBER 2017 AT 15:00 CET
IN THE DOMINICAN, 1000 BRUSSELS,
LEOPOLDSTRAAT / RUE LEOPOLD 9**

1. Presentation of the annual report on the statutory and consolidated financial year closed on 30 June 2017
Since this concerns a pure presentation, no resolution needs to be made by the general meeting. Consequently, no proposed resolution is included in this convocation concerning this agenda item.
2. Presentation of the report of the statutory auditor on the statutory annual accounts closed on 30 June 2017 and of the report of the statutory auditor on the consolidated annual accounts closed on 30 June 2017
Since this concerns a pure presentation, no resolution needs to be made by the general meeting. Consequently, no proposed resolution is included in this convocation concerning this agenda item.
3. Explanation by the nomination and remuneration committee of the remuneration report that constitutes a specific part of the corporate governance statement
Since this concerns a pure presentation, no resolution needs to be made by the general meeting. Consequently, no proposed resolution is included in this convocation concerning this agenda item.
4. Presentation of the consolidated annual accounts closed on 30 June 2017
Since this concerns a pure presentation, no resolution needs to be made by the general meeting. Consequently, no proposed resolution is included in this convocation concerning this agenda item.



5. Approval of the statutory annual accounts closed on 30 June 2017 and the processing of the results
Proposal to approve the statutory annual accounts closed on 30 June 2017, including the processing of the results as proposed therein. Accordingly, proposal to distribute a gross dividend of EUR 2.25 per share (divided as follows between coupon No. 17: EUR 1.66 and coupon No. 18: EUR 0.59) to the shareholders.
6. 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.
7. Discharge of the directors of the company
Proposal to grant discharge to the directors of the company for the exercise of their mandate for the financial year closed on 30 June 2017.
8. Discharge of the statutory auditor of the company
Proposal to grant discharge to the statutory auditor for the exercise of its mandate for the financial year closed on 30 June 2017.
9. Renewal of the director's mandates
Proposal to renew, subject to the approval by the Financial Services and Markets Authority ("FSMA"), with immediate effect, the director's mandate of the following directors:
 - Ms. Adeline SIMONT, as non-executive director, until the end of the annual general meeting of 2020;
 - Mr. Eric HOHL, as non-executive director, until the end of the annual general meeting of 2020.
10. Election of new directors
Proposal to elect, subject to the approval by the FSMA, with immediate effect, the following directors:
 - Ms. Marleen WILLEKENS, as non-executive director in the meaning of article 526ter of the Belgian Companies Code ("BCC"), until the end of the annual general meeting of 2020;
 - Mr. Luc PLASMAN, as non-executive director in the meaning of article 526ter BCC, until the end of the annual general meeting of 2020.
11. Election of a new statutory auditor and determination of the remuneration
Proposal to elect, subject to the approval by the FSMA, with immediate effect, Ernst & Young Bedrijfsrevisoren/Réviseurs d'Entreprises, represented by Joeri Klaykens, with offices located at De Kleetlaan 2 at 1831 Diegem, as statutory auditor of the company until the end of the annual general meeting of 2020.
Proposal to determine the remuneration of the statutory auditor at EUR 38.000 per year, excluding VAT and expenses, to be indexed annually in view of the evolution of the health index.
12. Approval of the "long term incentive plan" described in the annual financial report 2016/2017. Approval of the allocation of the right for the members of the management committee to acquire definitely, each separately, in the framework of this plan, shares for a gross amount of respectively EUR 120,000 (CEO), EUR 100,000 (CFO), EUR 50,000 (COO), EUR 50,000 (CLO) and EUR 40,000 (for each other member of the management committee) for the financial year 2017/2018
Proposal to approve the "long term incentive plan" described in the annual financial report 2016/2017.
Proposal to approve the allocation of the right for the members of the management committee to acquire



definitely, each separately, in the framework of this plan, shares for a gross amount of respectively EUR 120,000 (CEO), EUR 100,000 (CFO), EUR 50,000 (COO), EUR 50,000 (CLO) and EUR 40,000 (for each other member of the management committee) for the financial year 2017/2018, in accordance with provision 7.13 of the Corporate Governance Code 2009 and with article 520ter BCC.

13. Approval of the change of control clauses in the credit agreements that bind the company
Proposal to approve, and in so far as necessary, to ratify, in accordance with article 556 BCC, all provisions of the two credit agreements of 20 September 2016 and of the credit agreement of 14 February 2017 between the company and NV/SA ING Belgium which provide in a possible acceleration of maturity of the repayment in case of a change of control over the company.
Proposal to approve, and in so far as necessary, to ratify, in accordance with article 556 BCC, all provisions of the two credit agreements of 24 October 2016 between the company and NV/SA BNP Paribas (that entered into force on 31 October 2016) that provide in a possible acceleration of maturity of repayment in case of a change of control over the company.
Proposal to approve, and in so far as necessary, to ratify, in accordance with article 556 BCC, all provisions of the credit agreement of 3 February 2017 between the company and NV Triodos Bank that provide in a possible acceleration of maturity of the repayment in case of a change of control over the company.
Proposal to approve and, in so far as necessary, to ratify in accordance with article 556 BCC, all provisions of the credit agreement of 24 February 2017 between the company and NV/SA BNP Paribas Fortis that provide in a possible acceleration of maturity of the repayment in case of a change of control over the company.
14. Approval of the annual accounts of the limited liability company “Vinkenbosch”, absorbed by Aedifica on 28 October 2016, for the period from 1 January 2016 until 30 June 2016 (including)
Proposal to approve the annual accounts of the limited liability company “Vinkenbosch”, absorbed by Aedifica on 28 October 2016, for the period from 1 January 2016 until 30 June 2016 (including).
15. Discharge of the directors of the limited liability company “Vinkenbosch”
Proposal to grant discharge to the directors of the limited liability company “Vinkenbosch” for the exercise of their mandate for the period from 1 January 2016 until 30 June 2016 (including), and, in sofar as required, from 1 July 2016 until 28 October 2016.
16. Discharge of the statutory auditor of the limited liability company “Vinkenbosch”
Proposal to grant discharge to the statutory auditor of the limited liability company “Vinkenbosch” for the exercise of its mandate for the period from 1 January 2016 until 30 June 2016 (including), and, in sofar as required, from 1 July 2016 until 28 October 2016.
17. Approval of the annual accounts of the private limited liability company “Heydeveld”, absorbed by Aedifica on 28 October 2016, for the period from 1 January 2016 until 30 June 2016 (including)
Proposal to approve the annual accounts of the private limited liability company “Heydeveld”, for the period from 1 January 2016 until 30 June 2016 (including).
18. Discharge of the manager of the private limited liability company “Heydeveld”
Proposal to grant discharge to the manager of the private limited liability company “Heydeveld” for the exercise of its mandate for the period from 1 January 2016 until 30 June 2016 (including), and, in sofar as required, from 1 July 2016 until 28 October 2016.



19. Discharge of the statutory auditor of the private limited liability company “Heydeveld”

Proposal to grant discharge to the statutory auditor of the private limited liability company “Heydeveld” for the exercise of its mandate for the period from 1 January 2016 until 30 June 2016 (including), and, insofar as required, from 1 July 2016 until 28 October 2016.

20. Miscellaneous