



limited liability company (naamloze vennootschap/société anonyme), public regulated real estate company under Belgian law (openbare gereguleerde vastgoed-vennootschap naar Belgisch recht / société immobilière réglementée publique de droit belge) Louizalaan/Avenue Louise 331-333, 1050 Brussels RLE Brussels: 0877.248.501

The shareholders, directors and statutory auditor are invited to attend the annual general meeting that will be held on Friday **27 October 2017 at 15:00 CET** in **The Dominican, Leopoldstraat/Rue Léopold 9, 1000 Brussels**. The annual general meeting has the following agenda:

1. Presentation of the annual report on the statutory and consolidated financial year closed on 30 June 2017
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
3. Explanation by the nomination and remuneration committee of the remuneration report that constitutes a specific part of the corporate governance statement
4. Presentation of the consolidated annual accounts closed on 30 June 2017
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 so far 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 so far 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 so far 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, in so far as required, from 1 July 2016 until 28 October 2016.*
  20. Miscellaneous

## INFORMATION FOR THE SHAREHOLDERS

### I. Approval of the proposed resolutions of the agenda

The proposed resolutions referred to in the agenda can be adopted by ordinary majority of the votes casted at the meeting, irrespective of the number of securities represented.

### II. Amendment of the agenda

Shareholders who individually or jointly hold at least 3% of the share 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 **5 October 2017**, by ordinary letter (to the registered seat: Louizalaan/Avenue Louise 331-333, 1050 Brussels), or by e-mail (to: [shareholders@aedifica.be](mailto:shareholders@aedifica.be)). As the case may be, the company will publish at the latest on **12 October 2017** an amended agenda and amended proxy form. Proxies received by the company before issuance of the amended agenda remain valid for the items already covered in the agenda. For more information about the aforementioned rights and the mode of practise, reference is made to the website of the company (<http://www.aedifica.be/en/shareholders-rights>).

### III. Admission formalities

Shareholders that wish to participate to, and vote at, the general meeting of 27 October 2017, or wish to have themselves represented, have to comply with the following two conditions, in accordance with article 21 of the articles of association:

### 1. Registration of the shares in 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 **13 October 2017, midnight (Belgian time) (the "registration date")**, the shareholder was in possession of the number of shares for which he intends to participate to the general meeting of 27 October 2017, or for which he intends to have himself represented at that meeting. Only the persons that are shareholder on the registration date, can participate to, vote at or have themselves represented at, the general meeting of 27 October 2017, irrespective of the number of shares that they have at the day of the general meeting.

The registration procedure is as follows:

For the holders of registered shares, the registration of the number of shares for which they intend to participate to the general meeting of the company, in the share register of the company on the registration date, is sufficient. If the holders of registered shares wish to participate to the general meeting with less shares than registered in the share register of the company, they can indicate this in the confirmation 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 demonstrate that the number of shares for which they intend to participate to the general meeting, is registered on their account(s) on the registration date.

### 2. Confirmation participation to the general meeting

Additionally, the shareholders that intend to participate to the general meeting of 27 October 2017 or have themselves represented at that meeting, have to notify that intention at the latest on **21 October 2017**, as follows:

The owners of registered shares by ordinary letter (to the registered seat: Louizalaan/Avenue Louise 331-333, 1050 Brussels), or by e-mail (to: [shareholders@aedifica.be](mailto:shareholders@aedifica.be)).

The owners of dematerialised shares by deposition of the certificate referred to in point III.1 above on one of the following three places:

- at the registered seat of the company, at 1050 Brussels, Louizalaan/Avenue Louise 331-333, or
- with KBC BANK, at 1080 Brussels, Havenlaan/Avenue du Port 2, or with its business establishments, agencies or offices, or
- with BANK DEGROEF PETERCAM, at 1040 Brussels, Industriestraat/Rue de l'Industrie 44.

### IV. Proxy

Each shareholder that has complied with the in point III above mentioned procedure of registration and of confirmation of participation, may be represented during the general meeting by a proxyholder. Each shareholder can appoint only one shareholder, 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 (<http://www.aedifica.be/en/general-meetings-2017>). (A copy of) the signed original proxy form has to be received by the company on **21 October 2017** at the latest, by ordinary letter (to the registered seat: Louizalaan/Avenue Louise 331-333, 1050 Brussels), or by e-mail (to: [shareholders@aedifica.be](mailto:shareholders@aedifica.be)). The original proxy form signed on paper, of which a copy was provided to the company by e-mail, must be handed over to the company at the latest on the moment of the general meeting. Each appointment of a proxy holder has to occur in accordance with the applicable Belgian legislation, in particular the conflicts of interest rules and rules on the maintenance of a register.

### V. Written questions

The shareholders can address written questions (i) with respect to the reports of the board of directors and the items on the agenda of this general meeting to the directors, and (ii) with respect to the reports of the statutory auditor to the statutory auditor. These questions have to be received by the company at the latest on **21 October 2017**, by ordinary letter (to the registered seat: Louizalaan/Avenue Louise 331-333, 1050 Brussels), or by e-mail (to: [shareholders@aedifica.be](mailto:shareholders@aedifica.be)). More detailed information about this right can be found on the website of the company: <http://www.aedifica.be/en/shareholders-rights>.

### VI. Availability of documents

All documents with respect to the general meeting which have to be made available to the shareholders pursuant to the law, can as of today be obtained by the shareholders at the registered office of the company (Louizalaan/Avenue Louise 331-333 at 1050 Brussels) during the normal business hours on business days. This information is also available on [www.aedifica.be](http://www.aedifica.be).

The board of directors.