

AEDIFICA

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

**RUE BELLIARD / BELLIARDSTRAAT 40 (BOX 11)
1040 BRUSSELS**

R.L.E. BRUSSELS 0877.248.501

**AGENDA OF THE ORDINARY GENERAL MEETING
TO BE HELD ON 22 OCTOBER 2019 AT 15:00 CET
AT *THE DOMINICAN HOTEL*
IN 1000 BRUSSELS, RUE LÉOPOLD / LEOPOLDSTRAAT 9**

Before proceeding to the agenda: opening statements by the chairman of the board of directors and by the CEO, with the subsequent possibility to ask questions

1. Presentation of the annual report on the statutory and consolidated financial year ended 30 June 2019
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 30 June 2019 and of the report of the statutory auditor on the consolidated annual accounts closed per 30 June 2019
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. Statement by the nomination and remuneration committee regarding the remuneration report that constitutes a specific part of the corporate governance statement
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. Presentation of the consolidated annual accounts closed per 30 June 2019
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.
5. Approval of the statutory annual accounts closed per 30 June 2019 and allocation of financial results
Proposal to approve the statutory annual accounts closed per 30 June 2019, including the allocation of the results proposed therein. Accordingly, proposal to distribute a gross dividend of EUR 2.80 per share (divided as follows between coupon no. 21: EUR 2.38 and coupon no. 22: EUR 0.42) 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 to the company's directors
Proposal to grant discharge to the company's directors for the performance of their mandate during the financial year closed per 30 June 2019.
8. 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 30 June 2019.
9. Renewal of directors' mandates
Proposal to renew with immediate effect, the mandate of Mr Jean Franken, as independent non-executive director as defined in article 526ter of the Belgian Companies Code ("BCC"), until the end of the ordinary general meeting to be held in 2022.
According to the information available to the company, Mr Jean Franken still meets all independence criteria set out in article 526ter BCC and the applicable standards of corporate governance.
Proposal to remunerate Mr Jean Franken in the same way as the other non-executive directors.
10. Approval of the "Long Term Incentive Plan" set out in the Annual Financial Report 2018/2019. Approval to grant the right to the members of the management committee to acquire definitively, under this plan, during the financial year 2019/2020, shares for a gross amount of respectively EUR 234,000 (CEO) and EUR 509,000 (for all other members of the management committee combined) (with a lock-up period of two years)
Proposal to approve the "Long Term Incentive Plan" set out in the Annual Financial Report 2018/2019. Proposal to approve the granting of the right to the members of the management committee to acquire definitively, under this plan, during the financial year 2019/2020, shares for a gross amount of respectively EUR 234,000 (CEO) and EUR 509,000 (for all other members of the management committee combined) (with a lock-up period of two years).
11. Remuneration of the chairman of the audit committee and the members of the audit committee
Proposal to change, on proposal of the nomination and remuneration committee, as from 1 July 2019, the remuneration of the chairman of the audit committee and the members of the audit committee as follows:
1° an increase of the fixed annual remuneration from EUR 25,000 to EUR 30,000, excluding VAT, for the chairman of the audit committee; and
2° an additional fixed annual remuneration of EUR 5,000, excluding VAT, for each other member of the audit committee, (insofar as it concerns a non-executive director).
The attendance fees and other fixed annual remunerations set by the ordinary general meeting of 28 October 2016 remain unchanged.
12. Approval of change of control clauses in the credit agreements binding 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 21 December 2018 between the company and Belfius Banque NV/SA, which is subject to a possible early repayment 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 556 BCC, all provisions of the credit agreement of 21 December 2018 between the company and Banque Européenne du Crédit Mutuel SAS (BECM), which is subject to a possible early repayment 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 556 BCC, all provisions of the credit agreement of 21 December 2018 between the company, JP Morgan Securities PLC and ING Belgium NV/SA, which is subject to a possible early repayment 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 556 BCC, all provisions of the credit agreement of 29 March 2019 between the company and ABN Amro Bank NV/SA, which is subject to a possible early repayment 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 556 BCC, all provisions of the medium term note of 17 December 2018 issued under the treasury notes programme, which is subject to a possible early repayment in the event of a change of control over the company.

13. Approval of the annual accounts of the limited liability company "VSP", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the limited liability company "VSP", for the period from 1 January 2018 until 30 June 2018 (including).

14. Approval of the annual accounts of the private limited liability company "VSP Kasterlee", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the private limited liability company "VSP Kasterlee", for the period from 1 January 2018 until 30 June 2018 (including).

15. Approval of the annual accounts of the limited liability company "Het Seniorenhof", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the limited liability company "Het Seniorenhof", for the period from 1 January 2018 until 30 June 2018 (including).

16. Approval of the annual accounts of the limited liability company "Compagnie Immobilière Beerzelhof", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the limited liability company "Compagnie Immobilière Beerzelhof", for the period from 1 January 2018 until 30 June 2018 (including).

17. Approval of the annual accounts of the limited liability company "Avorum", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the limited liability company "Avorum", for the period from 1 January 2018 until 30 June 2018 (including).

18. Approval of the annual accounts of the limited liability company "Coham", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the limited liability company "Coham", for the period from 1 January 2018 until 30 June 2018 (including).

19. Approval of the annual accounts of the private limited liability company "Residentie Sorgvliet", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the private limited liability company "Residentie Sorgvliet", for the period from 1 January 2018 until 30 June 2018 (including).

20. Approval of the annual accounts of the private limited liability company "WZC Arcadia", absorbed by a transaction assimilated to a merger by Aedifica on 13 November 2018, with effect from 1 July 2018, for the period from 1 January 2018 until 30 June 2018 (including)

Proposal to approve the annual accounts of the private limited liability company "WZC Arcadia", for the period from 1 January 2018 until 30 June 2018 (including).



21. Discharge of the directors of the limited liability company “VSP”
Proposal to grant discharge to the directors of the limited liability company “VSP” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
22. Discharge of the managers of the private limited liability company “VSP Kasterlee”
Proposal to grant discharge to the managers of the private limited liability company “VSP Kasterlee” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
23. Discharge of the directors of the limited liability company “Het Seniorenhof”
Proposal to grant discharge to the directors of the limited liability company “Het Seniorenhof” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
24. Discharge of the directors of the limited liability company “Compagnie Immobilière Beerzelhof”
Proposal to grant discharge to the directors of the limited liability company “Compagnie Immobilière Beerzelhof” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
25. Discharge of the directors of the limited liability company “Avorum”
Proposal to grant discharge to the directors of the limited liability company “Avorum” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
26. Discharge of the directors of the limited liability company “Coham”
Proposal to grant discharge to the directors of the limited liability company “Coham” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
27. Discharge of the managers of the private limited liability company “Residentie Sorgvliet”
Proposal to grant discharge to the managers of the private limited liability company “Residentie Sorgvliet” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
28. Discharge of the managers of the private limited liability company “WZC Arcadia”
Proposal to grant discharge to the managers of the private limited liability company “WZC Arcadia” for the exercise of their mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
29. Discharge of the statutory auditor of the limited liability company “VSP”
Proposal to grant discharge to the statutory auditor of the limited liability company “VSP” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
30. Discharge of the statutory auditor of the private limited liability company “VSP Kasterlee”
Proposal to grant discharge to the statutory auditor of the private limited liability company “VSP Kasterlee” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
31. Discharge of the statutory auditor of the limited liability company “Het Seniorenhof”
Proposal to grant discharge to the statutory auditor of the limited liability company “Het Seniorenhof” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.



32. Discharge of the statutory auditor of the limited liability company “Compagnie Immobilière Beerzelhof”
Proposal to grant discharge to the statutory auditor of the limited liability company “Compagnie Immobilière Beerzelhof” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
33. Discharge of the statutory auditor of the limited liability company “Avorum”
Proposal to grant discharge to the statutory auditor of the limited liability company “Avorum” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
34. Discharge of the statutory auditor of the limited liability company “Coham”
Proposal to grant discharge to the statutory auditor of the limited liability company “Coham” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
35. Discharge of the statutory auditor of the private limited liability company “Residentie Sorgvliet”
Proposal to grant discharge to the statutory auditor of the private limited liability company “Residentie Sorgvliet” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
36. Discharge of the statutory auditor of the private limited liability company “WZC Arcadia”
Proposal to grant discharge to the statutory auditor of the private limited liability company “WZC Arcadia” for the exercise of its mandate for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018.
37. Miscellaneous