



**PROXY
ORDINARY GENERAL MEETING OF 22 OCTOBER 2019**

This duly completed, dated and signed proxy form must be received by the company on **16 October 2019** at the latest,

- by ordinary letter (to the registered seat of the company: rue Belliard/Belliardstraat 40 (box 11), 1040 Brussels); or
- by e-mail (to: shareholders@aedifica.eu)

In case of communication by e-mail, the original proxy form signed on paper must be handed over to the company at the latest at the time of the general meeting.

Proxy forms received late or failing to comply with the required formalities will be rejected.

The undersigned (the “Principal”),

Legal entity:

Corporate name and legal form:	
Registered seat:	
Company number:	
Validly represented by ¹ :	1. 2.

Natural person:

Name and first name:	
Address:	

Owner of _____ shares (in full property / in usufruct / in bare property)² of the limited liability company “**AEDIFICA**”, a public regulated real estate company under Belgian law, with registered office at 1040 Brussels, rue Belliard/Belliardstraat 40 (box11), RLE Brussels 0877.248.501 (hereafter “**Aedifica**” or the “**Company**”), **appoints hereby as special proxy holder with right of substitution:**

¹ In case of signature on behalf of a legal entity, please specify name, first name and title of natural person(s) and provide supporting documentation confirming representation powers. In the absence thereof, the undersigned declares and certifies to Aedifica NV to have the necessary power of attorney to sign this form on behalf of the shareholder.

² Delete as appropriate.



Name and first name: _____

Address: _____

(Please note that in case you appoint a member of the Board of Directors/Management Committee of "AEDIFICA", or any employee or other person that is related to "AEDIFICA", that person will be deemed, on the basis of the law, to have a conflict of interest for the exercise of the voting right and shall therefore only be allowed to vote when having been provided with specific voting instructions for each agenda item.)

to whom the Principal grants all powers to represent the latter at the ordinary general meeting of shareholders of "AEDIFICA", to be held at *The Dominican* hotel in 1000 Brussels, rue Léopold/Leopoldstraat 9, on 22 October 2019 at 15:00 CET and to vote on the Principal's behalf in accordance with the voting intentions indicated below.

In order to be admitted to the general meeting, the proxy holders need to provide proof of their identity, and the representatives or special proxy holders of legal entities must attach to the present proxy form the supporting documents establishing their power of representation, or submit such documents at the latest directly prior to the start of the meeting. In the absence thereof, the undersigned declares and certifies to Aedifica NV to have the necessary power of attorney to sign this form on behalf of the shareholder.

The proxy holder is expressly permitted to:

- attend the ordinary general meeting;
- to constitute and compose the bureau of the general meeting;
- to participate in the deliberations and to vote on each proposal on the agenda;
- to that end, to sign all items, minutes, attendance lists and other documents, to subdelegate powers and in general to take all useful or necessary steps.

If no voting intention has been expressed, *the proxy holder shall vote in favour of the resolution*, or in case the proxy holder has deleted the foregoing phrase ("*the proxy holder shall vote in favour of the resolution*"), the proxy holder shall vote in the best interests of the shareholder, based on the deliberations. In case of a potential conflict of interest in the meaning of article 547*bis*, §4 of the Belgian Companies Code, the proxy holder shall only be allowed to vote when having been provided with specific voting instructions for each agenda item.

In case new items or proposals for resolution are put on the agenda pursuant to article 533*ter* of the Belgian Companies Code (see convocation notice for more information), the Company will make available an updated proxy form on its website. In such case, the Company strongly recommends to use the updated proxy form. If a proxy was provided to the Company with respect to the initial agenda and no updated proxy form would be received (in time) by the Company for the amended agenda, the following rules will apply:

- the proxies that have been validly notified to the Company before the publication of the revised agenda, remain valid for the agenda items for which they were given.
- in case the revised agenda includes one or more new proposed resolutions for items that were initially mentioned on the agenda, the proxy holder can deviate from the instructions given by the Principal if the execution of such instructions would damage the latter's interests. In that case, the proxy holder must inform the Principal thereof.
- if the revised agenda includes one or more new items (that were not mentioned in the initial agenda), the Principal must indicate in the (initial) proxy form whether or not the proxy holder is authorized to vote on these new items or whether he/she should abstain (by ticking the appropriate box below):



- the Principal gives instruction to the proxy holder to refrain from voting on the new items and the attendant proposed resolutions that would be included in the agenda of the general meeting;
- the Principal authorizes the proxy holder to vote on the new items and attendant proposed resolutions that would be included in the agenda of the general meeting, as deemed appropriate, taking into account the Principal's interests.

If the Principal has not ticked either of these boxes or if the Principal has ticked both boxes, the proxy holder must abstain from voting on the new agenda items and the attendant proposed resolutions that would be included in the agenda of the general meeting.

This proxy is also valid for any other general meeting that might be convened with the same agenda. However, this only applies in so far as the Principal has complied in due time with the required participation and voting formalities for subsequent meetings.

The proxy holder shall exercise the voting right of the Principal as follows (see agenda as annex and as published in the *Belgian State Gazette*, *L'Echo* and *De Tijd* and on the website <http://www.aedifica.eu/en/general-meetings-2019>):

1. Presentation of the annual report	NO VOTE REQUIRED		
2. Presentation of the reports of the statutory auditor	NO VOTE REQUIRED		
3. Statement of the remuneration report	NO VOTE REQUIRED		
4. Presentation of the consolidated annual accounts	NO VOTE REQUIRED		
5. Approval of the statutory annual accounts closed per 30 June 2019 and allocation of financial results	YES	NO	ABSTAIN
Approval of the distribution of 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)	YES	NO	ABSTAIN
6. Approval of the remuneration report	YES	NO	ABSTAIN
7. Discharge to Mr Serge Wibaut	YES	NO	ABSTAIN
Discharge to Mr Stefaan Gielens	YES	NO	ABSTAIN
Discharge to Ms Adeline Simont	YES	NO	ABSTAIN
Discharge to Mr Jean Franken	YES	NO	ABSTAIN
Discharge to Mr Eric Hohl	YES	NO	ABSTAIN
Discharge to Ms Katrien Kesteloot	YES	NO	ABSTAIN
Discharge to Ms Elisabeth May-Roberti	YES	NO	ABSTAIN
Discharge to Mr Luc Plasman	YES	NO	ABSTAIN
Discharge to Ms Marleen Willekens	YES	NO	ABSTAIN
8. Discharge to <i>Ernst & Young Réviseurs d'Entreprises SC s.f.d. SCRL</i> , represented by Mr Joeri Klaykens	YES	NO	ABSTAIN
9. Renewal mandate Mr Jean Franken as independent non-executive director, as defined in article 526ter Belgian Companies Code	YES	NO	ABSTAIN
Remuneration of Mr Jean Franken in the same way as the other non-executive directors	YES	NO	ABSTAIN
10. Approval of the "Long Term Incentive Plan" for the members of the management committee (CEO and other members of the management committee)	YES	NO	ABSTAIN



Approval to grant the right to the members of the management committee to acquire definitively, under the “ <i>Long Term Incentive Plan</i> ”, 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 2 years)	YES	NO	ABSTAIN
11. Approval to grant, as from 1 July 2019, an increase of the fixed annual remuneration from EUR 25,000 to EUR 30,000, excluding VAT, to the chairman of the audit committee	YES	NO	ABSTAIN
Approval to grant, as from 1 July 2019, an additional fixed annual remuneration of EUR 5,000, excluding VAT, to each other member of the audit committee, (insofar as it concerns a non-executive director)	YES	NO	ABSTAIN
12. Approval of change of control clauses in the credit agreement with <i>Belvius Banque NV/SA</i> of 21 December 2018	YES	NO	ABSTAIN
Approval of change of control clauses in the two credit agreements with <i>Banque Européenne du Crédit Mutuel SAS (BECM)</i> of 21 December 2018	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with <i>JP Morgan Securities PLC</i> and <i>ING Belgium NV/SA</i> of 21 December 2018	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with <i>ABN Amro Bank NV/SA</i> of 29 March 2019	YES	NO	ABSTAIN
Approval of change of control clauses in the <i>medium term note</i> of 17 December 2018 issued under the treasury notes programme	YES	NO	ABSTAIN
13. Approval annual accounts of VSP for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN
14. Approval annual accounts of VSP Kasterlee for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN
15. Approval annual accounts of Het Seniorenhof for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN
16. Approval annual accounts of Compagnie Immobilière Beerzelhof for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN
17. Approval annual accounts of Avorum for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN
18. Approval annual accounts of Coham for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN
19. Approval annual accounts of Residentie Sorgvliet for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN
20. Approval annual accounts of WZC Arcadia for the period from 1 January 2018 until 30 June 2018 (including)	YES	NO	ABSTAIN



21. Discharge of the directors VSP for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Ms Sarah Everaert	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Jean Kotarakos (from 1 January 2018 until 28 March 2018)	YES	NO	ABSTAIN
22. Discharge of the managers VSP Kasterlee for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Ms Laurence Gacoin (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Ms Sarah Everaert (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Mr Sven Bogaerts (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
23. Discharge of the directors Het Seniorenhof for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Ms Sarah Everaert	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Jean Kotarakos (from 1 January 2018 until 28 March 2018)	YES	NO	ABSTAIN
24. Discharge of the directors Compagnie Immobilière Beerzelhof for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Ms Sarah Everaert	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Jean Kotarakos (from 1 January 2018 until 28 March 2018)	YES	NO	ABSTAIN



25. Discharge of the directors Avorum for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Ms Sarah Everaert	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Jean Kotarakos (from 1 January 2018 until 28 March 2018)	YES	NO	ABSTAIN
26. Discharge of the directors Coham for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Ms Sarah Everaert	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Jean Kotarakos (from 1 January 2018 until 28 March 2018)	YES	NO	ABSTAIN
27. Discharge of the managers Residentie Sorgvliet for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Ms Laurence Gacoin (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Ms Sarah Everaert (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Mr Sven Bogaerts (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
28. Discharge of the managers WZC Arcadia for the period from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018):			
- Aedifica NV/SA	YES	NO	ABSTAIN
- Ms Laurence Gacoin (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Ms Sarah Everaert (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN



- Mr Charles-Antoine Van Aelst (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
- Mr Sven Bogaerts (from 26 June 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
29. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor VSP from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
30. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor VSP Kasterlee from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
31. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor Het Seniorenhof from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
32. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor Compagnie Immobilière Beerzelhof from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
33. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor Avorum from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
34. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor Coham from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
35. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor Residentie Sorgvliet from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
36. Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises represented by Mr Joeri Klaykens (statutory auditor WZC Arcadia from 1 January 2018 until 30 June 2018 (including), and, insofar as required, from 1 July 2018 until 13 November 2018)	YES	NO	ABSTAIN
37. Miscellaneous	NO VOTE REQUIRED		



Done in _____, on _____ 2019.

For the Principal,

Signed³

Name

Name

³ Signature to be preceded by the handwritten text "good for proxy".