

**PROXY
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 20 MAY 2020**

This duly completed, dated and signed proxy form must be received by the company on **14 May 2020** at the latest,

- by ordinary letter (to the seat of the company: Belliardstraat / Rue Belliard 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.

Aedifica takes into account the exceptional measures regarding Covid-19. May we ask you to additionally mention your e-mail address and telephone number so that we can contact you – if necessary – with regard to the organisation of the general meeting.

E-mail address:	
Telephone number:	

The undersigned (the “Principal”),

Legal entity:

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

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/SA to have the necessary power of attorney to sign this form on behalf of the shareholder.



Natural person:

Name and first name:	
Address:	

Owner of _____ registered shares (in full property / in usufruct / in bare property)² and _____ dematerialised shares (in full property / in usufruct / in bare property)³ of the limited liability company “**AEDIFICA**”, a public regulated real estate company under Belgian law, with office at 1040 Brussels, Belliardstraat / Rue Belliard 40 (box 11), RLE Brussels 0877.248.501 (hereafter, “**Aedifica**” or the “**Company**”), **appoints hereby as special proxy holder with right of substitution:**

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” as special proxy holder, 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.)

Considering the exceptional measures regarding COVID-19, we recommend that if you wish to appoint a special proxy holder, you appoint a special proxy holder of the company. If applicable, please mention above "proxy holder of the company" as the name of the special proxy holder.

to whom the Principal grants all powers to represent the latter at the extraordinary general meeting of shareholders of “AEDIFICA”, to be held at the office of the Company at 1040 Brussels, Belliardstraat / Rue Belliard 40 (box 11), on 20 May 2020 at 10:30 CET, before Notary public Ms Catherine GILLARDIN, geassocieerde Notaris / Notaire associé in Brussels, 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 extraordinary 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.

² Delete as appropriate.

³ Delete as appropriate.



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 7:143, §4 of the Code of companies and associations, 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 7:130 of the Code of companies and associations (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 which 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 checked 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 published in the *Belgian State Gazette*, *L’Echo* and *De Tijd* and on the website <https://www.aedifica.be/en/general-meetings-2020>). (Please circle your choice)

Attention:

The vote under agenda item 2 (b) will only be taken if the preceding agenda item 2 (a) is not accepted. If you instruct the proxy holder to accept the proposal under agenda item 2 (a) at the general meeting of the Company, it is recommended that you also give voting instruction to accept the proposal under this agenda item for the agenda item 2 (b) that follows.

If you instruct the proxy holder only for agenda item 2 (a) to accept the proposal under this agenda item at the general meeting of the Company and do not give any voting instructions for the other agenda item 2 (b), you will be deemed to have also given voting instructions to accept this proposal for agenda item 2 (b).



1. RENEWAL OF AUTHORISATION TO ACQUIRE, ACCEPT AS PLEDGE AND ALIENATE OWN SHARES			
Proposal to replace the existing authorisation to acquire, accept as pledge and alienate own shares with a new authorisation to the board of directors for a new period of 5 years, and to amend accordingly article 6.2 of the Articles of Association.	YES	NO	ABSTAIN
2. RENEWAL OF THE AUTHORISED CAPITAL			
2.1. Acknowledgement of the special report of the board of the directors established pursuant to Article 7:199 of the Code of companies and associations.	NO VOTE REQUIRED		
2.2. Renewal of the authorised capital:			
(a) Proposal to authorise the board of directors to increase the capital by a maximum amount of: 1) 50% of the amount of the capital for capital increases by contribution in cash whereby the possibility is provided for the exercise of the preferential subscription right or the priority allocation right by the shareholders of the Company, 2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend, 3) 10% of the amount of the capital for capital increases by contribution in cash without the possibility for the shareholders of the Company to exercise the preferential right or priority allocation right within the limits set out by the law, 4) 10% of the amount of the capital for a. capital increases by contribution in kind, or b. any other kind of capital increase provided that the capital within the context of the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting that approves the authorisation and to amend article 6.4. of the Articles of Association accordingly.	YES	NO	ABSTAIN
(b) Proposal to authorise the board of directors to increase the capital by a maximum amount of: 1) 50% of the amount of the capital for capital increases by contribution in cash whereby the possibility is provided for the exercise of the preferential subscription right or the priority allocation right by the shareholders of the Company, 2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend,	YES	NO	ABSTAIN



<p>3) 10% of the amount of the capital for a. capital increases by contribution in kind, b. capital increases by contribution in cash without the possibility for the shareholders of the Company to exercise the preferential right or priority allocation right, or c. any other kind of capital increase provided that the capital within the context of the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting that approves the authorisation and to amend article 6.4. of the Articles of Association accordingly.</p>			
<p>3. AMENDMENT OF THE FINANCIAL YEAR AND REMUNERATION OF THE STATUTORY AUDITOR</p>			
<p>3.1. Proposal to extend the current financial year that started on 1st July 2019 until 31 December 2020 and to begin each subsequent financial year on 1st January of each year and end on 31 December of each year, and consequently amend the Articles of Association accordingly.</p>	<p>YES</p>	<p>NO</p>	<p>ABSTAIN</p>
<p>3.2. Proposal, if proposal 3.1 is approved, to set the additional one-off fee payable to the statutory auditor, Ernst & Young Bedrijfsrevisoren/Réviseurs d'Entreprises CVBA/SCRL, represented by Mr Joeri Klaykens, with offices located at De Kleetlaan 2, 1831 Diegem, as a result of the extension of the financial year at EUR 17,500, excluding VAT and expenses.</p>	<p>YES</p>	<p>NO</p>	<p>ABSTAIN</p>
<p>4. INTRODUCTION OF A TRANSPARENCY TRESHOLD PROVIDED BY THE ARTICLES OF ASSOCIATION OF 3%</p>			
<p>Proposal to introduce a transparency threshold provided by the Articles of Association of 3% and to amend the Articles of Association accordingly in accordance with the resolution passed.</p>	<p>YES</p>	<p>NO</p>	<p>ABSTAIN</p>
<p>5. AMENDMENT TO THE ARTICLES OF ASSOCIATION FURTHER TO THE IMPLEMENTATION OF THE CODE OF COMPANIES AND ASSOCIATIONS, AS WELL AS TO TAKE INTO ACCOUNT THE OTHER DECISIONS TAKEN</p>			
<p>Proposal, in order to align with the aforementioned proposals and the provisions of the Code of companies and associations, to replace the current text of the Articles of Association with a new text. This new text, as well as an explanatory note on the proposed amendments and the current version of the Articles of Association indicating the amendments, are available on the company's website.</p>	<p>YES</p>	<p>NO</p>	<p>ABSTAIN</p>
<p>6. APPOINTMENT OF DIRECTORS</p>			
<p>6.1. Appointment of: - Mr Pertti Huuskonen, as non-executive independent director as defined in Article 7:87 of the Code of companies and associations</p>	<p>YES</p>	<p>NO</p>	<p>ABSTAIN</p>



- Mr Sven Bogaerts, as executive director	YES	NO	ABSTAIN
- Ms Ingrid Daerden, as executive director	YES	NO	ABSTAIN
- Ms Laurence Gacoin, as executive director	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst, as executive director	YES	NO	ABSTAIN
Remuneration of Mr Pertti Huuskonen in the same way as the other non-executive directors. The mandates of the executive directors will not be remunerated.	YES	NO	ABSTAIN
6.2. Renewal of the mandate of:	YES	NO	ABSTAIN
- Ms Marleen Willekens, as non-executive independent director as defined in Article 7:87 of the Code of companies and associations	YES	NO	ABSTAIN
- Mr Luc Plasman, as non-executive independent director as defined in Article 7:87 of the Code of companies and associations	YES	NO	ABSTAIN
Remuneration of Ms Marleen Willekens in the same way as the other non-executive directors.	YES	NO	ABSTAIN
Remuneration of Mr Luc Plasman in the same way as the other non-executive directors.	YES	NO	ABSTAIN
7. APPROVAL OF THE CHANGE OF CONTROL CLAUSES IN THE CREDIT AGREEMENTS BINDING THE COMPANY			
Approval of change of control clauses in the credit agreement with <i>BNP Paribas Fortis NV/SA</i> of 31 October 2019.	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with <i>BNP Paribas Fortis NV/SA, JP Morgan Securities PLC</i> en <i>ING Belgium NV/SA</i> of 31 October 2019.	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with <i>KBC Bank NV/SA</i> of 12 November 2019.	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with <i>BNP Paribas Niederlassung Deutschland</i> of 12 November 2019.	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with <i>Société Générale</i> of 13 March 2020.	YES	NO	ABSTAIN
8. APPROVAL OF THE ANNUAL ACCOUNTS OF RESIDENCE DE LA PAIX NV/SA, VERLIEN BVBA/SPRL AND BUITENHEIDE BVBA/SPRL, EACH ABSORBED BY A TRANSACTION ASSIMILATED TO A MERGER BY THE COMPANY ON 19 DECEMBER 2019, WITH EFFECT FROM 1ST JULY 2019, FOR THE PERIOD FROM 1ST JANUARY 2019 UNTIL 30 JUNE 2019 (INCLUDING)			
Approval annual accounts of Résidence de la Paix from 1 st January 2019 until 30 June 2019 (including).	YES	NO	ABSTAIN
Approval annual accounts of Verlien from 1 st January 2019 until 30 June 2019 (including).	YES	NO	ABSTAIN
Approval annual accounts of Buitenheide from 1 st January 2019 until 30 June 2019 (including).	YES	NO	ABSTAIN
9. DISCHARGE OF THE DIRECTORS OF RESIDENCE DE LA PAIX NV/SA, VERLIEN BVBA/SPRL AND BUITENHEIDE BVBA/SPRL			
Discharge of the directors Résidence de la Paix for the period from 1 st January 2019 until	YES	NO	ABSTAIN



30 June 2019 (including), and, insofar as required, from 1 st July 2019 until 19 December 2019): - Aedifica NV/SA			
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Sven Bogaerts	YES	NO	ABSTAIN
- Ms Ingrid Daerden	YES	NO	ABSTAIN
Discharge of the managers Verlien for the period from 1 st January 2019 until 30 June 2019 (including), and, insofar as required, from 1 st July 2019 until 19 December 2019): - Aedifica NV/SA	YES	NO	ABSTAIN
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Sven Bogaerts	YES	NO	ABSTAIN
- Ms Ingrid Daerden	YES	NO	ABSTAIN
Discharge of the managers Buitenheide for the period from 1 st January 2019 until 30 June 2019 (including), and, insofar as required, from 1 st July 2019 until 19 December 2019): - Aedifica NV/SA	YES	NO	ABSTAIN
- Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Mr Sven Bogaerts	YES	NO	ABSTAIN
- Ms Ingrid Daerden	YES	NO	ABSTAIN
10.DISCHARGE OF THE STATUTORY AUDITOR OF RESIDENCE DE LA PAIX NV/SA, VERLIEN BVBA/SPRL AND BUITENHEIDE BVBA/SPRL			
Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises CVBA/SCRL represented by Mr Joeri Klaykens (statutory auditor Résidence de la Paix from 1 st January 2019 until 30 June 2019 (including), and, insofar as required, from 1 st July 2019 until 19 December 2019)	YES	NO	ABSTAIN
Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises CVBA/SCRL represented by Mr Joeri Klaykens (statutory auditor Verlien from 1 st January 2019 until 30 June 2019 (including), and, insofar as required, from 1 st July 2019 until 19 December 2019)	YES	NO	ABSTAIN
Discharge of Ernst & Young Bedrijfsrevisoren /Réviseurs d'Entreprises CVBA/SCRL represented by Mr Joeri Klaykens (statutory auditor Buitenheide from 1 st January 2019 until 30 June 2019 (including), and, insofar as required, from 1 st July 2019 until 19 December 2019)	YES	NO	ABSTAIN



11.SPECIAL POWERS – COORDINATION OF ARTICLES OF ASSOCIATION

Proposal to confer all the necessary powers to the acting notary public in view of the filing and publication of the deed as well as the coordination of the Articles of Association in accordance with the adopted resolutions.

YES

NO

ABSTAIN

Done at _____, on _____ 2020.

For the Principal,

Signed⁴

Name

Name

⁴ Signature to be preceded by the handwritten text “good for proxy”.