

**VOTE BY CORRESPONDENCE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF 20 MAY 2020**

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

Aedifica NV/SA
Attn Legal Department
Belliardstraat / Rue Belliard 40 (box 11)
1040 Brussels

Voting 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,

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,

votes as follows, by correspondence, regarding the following proposed resolutions at the extraordinary general meeting of shareholders of the Company 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 (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 intend to vote in favour of the proposal under agenda item 2 (a), it is recommended that you also vote in favour of the following agenda item 2 (b).

If you vote in favour of agenda item 2 (a) and do not vote for agenda item 2 (b), you will be deemed to have voted in favour of the proposal under 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 Delete as appropriate.

³ Delete as appropriate.



2.2. Renewal of the authorised capital:			
<p>(a) Proposal to authorise the board of directors to increase the capital by a maximum amount of:</p> <p>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,</p> <p>2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend,</p> <p>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,</p> <p>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</p> <p>and to amend article 6.4. of the Articles of Association accordingly.</p>	YES	NO	ABSTAIN
<p>(b) Proposal to authorise the board of directors to increase the capital by a maximum amount of:</p> <p>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,</p> <p>2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend,</p> <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</p> <p>and to amend article 6.4. of the Articles of Association accordingly.</p>	YES	NO	ABSTAIN



3. AMENDMENT OF THE FINANCIAL YEAR AND REMUNERATION OF THE STATUTORY AUDITOR			
3.1. Proposal to extend the current financial year that started on 1 st July 2019 until 31 December 2020 and to begin each subsequent financial year on 1 st January of each year and end on 31 December of each year, and consequently amend the Articles of Association accordingly.	YES	NO	ABSTAIN
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.	YES	NO	ABSTAIN
4. INTRODUCTION OF A TRANSPARENCY TRESHOLD PROVIDED BY THE ARTICLES OF ASSOCIATION OF 3%			
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.	YES	NO	ABSTAIN
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			
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.	YES	NO	ABSTAIN
6. APPOINTMENT OF DIRECTORS			
6.1. Appointment of:	YES	NO	ABSTAIN
- Mr Pertti Huuskonen, as non-executive independent director as defined in Article 7:87 of the Code of companies and associations			
- 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			



- 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 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 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

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Shareholders who vote by duly returning this form can no longer vote in person or by proxy at the extraordinary general meeting for the number of shares mentioned above.



If the extraordinary general meeting is unable to validly deliberate or if it is adjourned for any reason whatsoever, this form for vote by correspondence remains valid for each subsequent meeting with the same agenda. However, this only applies in so far as the undersigned has complied in due time with the required participation and voting formalities for subsequent meetings.

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 form for vote by correspondence on its website. In such case, the Company strongly recommends to use the updated form for vote by correspondence. If a form for vote by correspondence was provided to the Company with respect to the initial agenda and no updated form for vote by correspondence would be received (in time) by the Company for the amended agenda, the forms for vote by correspondence which have been validly notified to the Company before the publication of the revised agenda, will remain valid for the agenda items mentioned in the agenda. Notwithstanding the foregoing, the votes cast on this form with respect to the items included in the agenda for which new proposed resolutions have been submitted will be null and void.

Done at _____, on _____ 2020.

..... (*name and first name / corporate name and legal form*)

..... (*signature*)

Shareholders who wish to vote by correspondence have to comply with the procedure relating to registration and confirmation of participation as described in the convocation notice and attach the requested documents as annexes to this form.