



AEDIFICA

limited liability company (naamloze vennootschap / société anonyme),
public regulated real estate company under Belgian law
(openbare gereguleerde vastgoedvennootschap
naar Belgisch recht / société immobilière réglementée publique de droit belge)
Belliardstraat / rue Belliard 40 (box 11), 1040 Brussels
RLE Brussels: 0877.248.501

The shareholders, Directors and Statutory Auditor are invited to attend the Extraordinary General Meeting that will be held on **Friday 4 October 2019 at 8:30 CET at Belliardstraat / rue Belliard 40 (box 11), 1040 Brussels** before Ms Catherine GILLARDIN, Notary public in Brussels (and in case of lack of quorum, a second Extraordinary General Meeting at hotel *The Dominican*, Leopoldstraat / rue Léopold 9, 1000 Brussels on 22 October 2019 following the Ordinary General Meeting starting at 15h). The Extraordinary General Meeting has the following agenda:

A/ RENEWAL OF THE AUTHORISED CAPITAL

1. Acknowledgement of the special report of the board of the directors established pursuant to Article 604 of the Belgian Companies Code regarding the renewal of the authorised capital, in which the special circumstances are described under which the authorized capital can be used and the intended aims thereof.

As this agenda item is for information only, no proposed resolution is included.

2. Proposal, subject to prior approval of the FSMA, to replace the authorisation granted to the board of directors by the extraordinary shareholders' meeting of 28 October 2016 for a renewable term of five years calculated from the publication of the present decision in the Annexes to the Belgian Official Gazette, and to authorize the board of directors to increase the capital in one or more instalments under the conditions set out in the aforementioned special report and to amend article 6.4. of the Articles of Association ("Authorised capital") accordingly.

The board of directors invites you to approve the authorisation by way of separate vote on each of the agenda items (a), (b) and (c), whereby voting on sub agenda items (ii), (iii), (iv) or (v) will only take place if the sub agenda item that immediately precedes is not accepted.

- (a) Proposal to grant the board of directors an authorisation to proceed to 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,



- i. principally, to increase the share capital by a maximum amount equal to 100% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly,
 - ii. in the event the extraordinary shareholders' meeting does not approve the proposal under (a) i., to increase the share capital by a maximum amount equal to 75% of the amount of the capital and to amend article 6.4. of the Articles of Association accordingly,
 - iii. in the event the extraordinary shareholders' meeting does not approve the proposals under (a) i. and (a) ii., to increase the share capital by a maximum amount equal to 50% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly.
 - (b) Proposal to grant the board of directors an authorisation to proceed to capital increases in the framework of the distribution of an optional dividend,
 - i. principally, to increase the share capital by a maximum amount equal to 75% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly,
 - ii. in the event the extraordinary shareholders' meeting does not approve the proposal under (b) i., to increase the share capital by a maximum amount equal to 50% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly,
 - iii. in the event the extraordinary shareholders' meeting does not approve the proposals under (b) i. and (b) ii., to increase the share capital by a maximum amount equal to 20% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly.
 - (c) Proposal to grant the board of directors an authorisation to proceed to 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,
 - i. principally, to increase the share capital by a maximum amount equal to 50% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly,
 - ii. in the event the extraordinary shareholders' meeting does not approve the proposal under (c) i., to increase the share capital by a maximum amount equal to 40% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly,
 - iii. in the event the extraordinary shareholders' meeting does not approve the proposals under (c) i. and (c) ii., to increase the share capital by a maximum amount equal to 30% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly,
 - iv. in the event the extraordinary shareholders' meeting does not approve the proposal under (c) i., (c) ii. and (c) iii., to increase the share capital by a maximum amount equal to 20% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly,
 - v. in the event the extraordinary shareholders' meeting does not approve the proposal under (c) i., (c) ii., (c) iii. and (c) iv., to increase the share capital by a maximum amount equal to 10% of the amount of the capital¹ and to amend article 6.4. of the Articles of Association accordingly.
3. Proposal to amend article 6.4. of the Articles of Association ("Issued capital"), to reconcile the text with the abovementioned proposals and the aforementioned report, as follows:

¹ On the date of the extraordinary shareholders' meeting which approves the authorization, as the case may be, rounded down to the euro cent.



- (a) replace the first paragraph entirely as follows:

“The board of directors is authorised to increase the capital in one or more instalments by a maximum amount of:

1° [[to be completed: [percentage]% of the amount of the capital on the date of the extraordinary shareholders’ meeting of 4 October [or, in case of lack of quorum at the first meeting: 22 October] 2019, as the case may be, rounded down to the euro cent] 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° [[to be completed: [percentage]% of the amount of the capital on the date of the extraordinary shareholders’ meeting of 4 October [or, in case of lack of quorum at the first meeting: 22 October] 2019, as the case may be, rounded down to the euro cent] for capital increases in the framework of the distribution of an optional dividend,]

3° [[to be completed: [percentage]% of the amount of the capital on the date of the extraordinary shareholders’ meeting of 4 October [or, in case of lack of quorum at the first meeting: 22 October] 2019, rounded down to the euro cent] 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 authorized capital can never be increased by an amount that exceeds the legal maximum amount of the capital of € [[to be completed: amount of the capital on the date of the extraordinary shareholders’ meeting of 4 October [or, in case of lack of quorum at the first meeting: 22 October] 2019], on the dates and in accordance with the terms and conditions as will be determined by the board of directors.”

The percentages and the resulting amounts will be completed in article 6.4. of the Articles of Association according to the result of the voting on the proposals under agenda items 2 (a), 2 (b) and 2 (c).

- (b) in the second paragraph, replacing the words *“the extraordinary shareholders’ meeting of 28 October 2016”* by the words *“the extraordinary shareholders’ meeting of 4 October [or, in case of lack of quorum at the first meeting: 22 October] 2019”*,
- (c) replace the fourth paragraph entirely as follows: *“The capital increases that are thus decided by the board of directors may be subscribed to in cash, in kind, or by means of mixed contribution, or by incorporation of reserves, including profits carried forward and issue premiums as well as all equity components under Aedifica’s statutory IFRS financial statements (drawn up in accordance with the regulations applicable to the regulated real estate companies) which are subject to conversion into capital, with or without the creation of new securities. These capital increases can also be realized through the issue of convertible bonds, subscription rights or bonds repayable in shares or other securities which may give rise to the creation of the same securities.”*



(d) replace the fifth paragraph entirely as follows:

“Any issue premiums will be shown in one or more separate accounts under equity in the liabilities on the balance sheet. The board of directors is free to decide to place any issue premiums, possibly after deduction of an amount at most equal to the costs of the capital increase in the meaning of the applicable IFRS-rules, on an unavailable account, which will provide a guarantee for third parties in the same manner as the capital and which can only be reduced or abolished by means of a resolution of the general meeting deciding in accordance with the quorum and majority requirements for an amendment of the Articles of Association, except in the case of the conversion into capital.”

B/ AMENDMENT TO THE ARTICLES OF ASSOCIATION FURTHER TO THE REVIEWED ACT OF 12 MAY 2014 GOVERNING REGULATED REAL ESTATE COMPANIES
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1. Proposal to, subject to the prior approval of the FSMA, in implementation of the Act of 2 May 2019 amending the Act of 12 May 2014 governing regulated real estate companies, and in the context of the proposed new authorisation of the authorised capital:

(a) replace article 6.3. (a), first paragraph of the Articles of Association by: *“In case of a capital increase by means of a cash contribution pursuant to a resolution of the shareholders’ meeting or in the context of the authorised capital as provided for in article 6.4., and without prejudice to the application of the mandatory provisions of the applicable company law, the preferential subscription right of the shareholders may only be restricted or cancelled to the extent that the existing shareholders are granted a priority allocation right when new securities are allocated. As the case may be, this priority allocation right must comply with the following conditions as set out in the RREC legislation.”*

(b) add after the first paragraph in article 6.3. (a) of the Articles of Association, a second paragraph with the following text: *“Without prejudice to the application of the mandatory provisions of the applicable company law, the priority allocation right, in any case, does not have to be granted, in case of a contribution in cash subject to the following conditions:*
1° the capital increase is executed within the limits of the authorised capital;
2° the cumulative amount of the capital increases, executed in accordance with this paragraph, over a period of 12 months, do not exceed 10% of the capital amount at the moment of the decision to increase the capital.”

(c) replace in article 6.3. (a) the last sentence of the Articles of Association entirely as follows: *“Without prejudice to the mandatory provisions of the applicable company law, the priority allocation right does not have to be granted in case of a cash contribution with restriction or cancellation of the preferential subscription right, in addition to a contribution in kind in the framework of the distribution of an optional dividend, provided that this is actually made payable to all shareholders.”*

(d) replace article 6.4., penultimate paragraph, with exception of the last two sentences, entirely as follows: *“The board of directors is authorised to restrict or cancel the preferential subscription right of shareholders, even in favor of one or more specific persons other than employees of the company or of one of its subsidiaries, provided that, to the extent required by the RREC legislation, a priority*



allocation right is granted to the existing shareholders when the new securities are allocated. Where applicable, this priority allocation right must comply with the conditions that are laid down in the RREC legislation and in article 6.3. (a) of the Articles of Association. In any event, it does not need to be granted in those cases of contribution in cash described in article 6.3. (a) paragraph 2 and paragraph 3 of the Articles of Association.”.

A coordinated version of the aforementioned proposed amendments to the Articles of Association is made available to the shareholders for information purposes on the Aedifica website, at: <https://www.aedifica.eu/en/general-meetings-2019>.

The Board of Directors invites you to adopt this proposal for the amendment of the Articles of Association.

C/ 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.

The Board of Directors invites you to adopt this proposal.

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Information for the shareholders

I. Approval of the proposed resolutions of the agenda

It is specified that in order to be adopted, the resolutions with respect to the change of the Articles of Association mentioned under items A. and B. of the agenda, require a quorum of at least half of the existing shares, and a majority of at least three quarters of the votes that participate in the voting.

In the event the required quorum is not reached at the General Meeting of 4 October 2019, a second General Meeting will be held on **22 October 2019**, following the Ordinary General Meeting starting at 15 CET at hotel **The Dominican, Leopoldstraat / rue Léopold 9, 1000 Brussels**, with the same agenda and before the same Notary. At this second General Meeting, the afore-mentioned proposed resolutions (resolutions under items A. and B. of the agenda) may be adopted with a majority of three quarters of the votes cast at the meeting, and the other proposed resolution C. may be adopted by simple majority, regardless of the number of shares present or 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 **12 September 2019**, by ordinary letter (to the registered seat: Belliardstraat/rue Belliard



40 (box 11), 1040 Brussels) or by e-mail (to: shareholders@aedifica.eu). As the case may be, the company will publish an amended agenda and amended proxy form at the latest on **19 September 2019**. Proxies received by the company before notification of the amended agenda remain valid for the items already covered therein. For more information about the aforementioned rights and their exercise, reference is made to the website of the company (<http://www.aedifica.eu/en/shareholders-rights>).

III. Admission requirements

Shareholders who wish to participate in and vote at the General Meeting of 4 October 2019, or wish to be 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 **20 September 2019 at midnight (Belgian time)** (the “**registration date**”), the shareholder was in possession of the number of shares for which the shareholder intends to participate in, or to be represented at the General Meeting of 4 October 2019. Only individuals who are shareholders on the registration date can participate in, vote or be represented at the General Meeting of 4 October 2019, irrespective of the number of shares in their possession at the day of the General Meeting.

The registration procedure is as follows:

For the holders of registered shares, the registration on the registration date of the number of shares for which they intend to participate in the General Meeting of the company in the share register of the company, is sufficient. If the holders of registered shares wish to participate in 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 attest that the number of shares for which they intend to participate in the General Meeting is registered on their account(s) on the registration date.

2. Confirmation of participation in the General Meeting

Additionally, shareholders who intend to participate in the General Meeting of 4 October 2019 or to be represented at that meeting, have to notify their intention at the latest on **28 September 2019** as follows:

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

The owners of dematerialised shares by deposit of the certificate referred to in point III.1 above at one of the following three locations:

- at the registered seat of the company, at 1040 Brussels, Belliardstraat/rue Belliard 40 (box 11); or
- with KBC Bank, at 1080 Brussels, Havenlaan/Avenue du Port 2, or with its business establishments, agencies or offices; or
- with Bank Degroof Petercam, at 1040 Brussels, Industriestraat/Rue de l'Industrie 44.



IV. Proxy

Each shareholder who has complied with the procedure of registration and confirmation of participation mentioned in point III above, may be represented during the General Meeting by a proxy holder. Each shareholder can appoint only one individual as proxy holder, 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.eu/en/general-meetings-2019>). (A copy of) the signed original proxy form has to be received by the company on **28 September 2019** at the latest, by ordinary letter (to the registered seat: Belliardstraat/rue Belliard 40 (box 11), 1040 Brussels) or by e-mail (to: shareholders@aedifica.eu). The original signed paper proxy form of which a copy was provided to the company must be handed over to the company at the latest at the time of the General Meeting. Each appointment of a proxy holder has to be carried out in accordance with the applicable Belgian legislation, in particular on conflicts of interest and the keeping of a register.

V. Written questions

The shareholders can address written questions with respect to the reports of the board of directors and the items on the agenda of this General Meeting to the directors. These questions have to be received by the company at the latest on **28 September 2019**, by ordinary letter (to the registered seat: Belliardstraat/rue Belliard 40 (box 11), 1040 Brussels) or by e-mail (to: shareholders@aedifica.eu). More detailed information can be found on the website of the company, at: <http://www.aedifica.eu/en/shareholders-rights>.

VI. Availability of documents

All documents with respect to the General Meeting required by law to be made available to the shareholders, can be obtained by the shareholders as of today at the registered office of the company (Belliardstraat/rue Belliard 40 (box 11) at 1040 Brussels) during regular business hours on business days. This information is also available on www.aedifica.be.

The Board of Directors.