

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)
Rue Belliard / Belliardstraat 40, 1040 Brussels
RLE Brussels: 0877.248.501

The shareholders, directors and statutory auditor are invited to attend the Annual General Meeting that will be held on Tuesday **23 October 2018 at 15:00 CET** at hotel **The Dominican, Leopoldstraat / rue Léopold 9** in **1000 Brussels**. The Annual General Meeting has the following agenda:

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 2018
2. Presentation of the report of the statutory auditor on the statutory annual accounts closed per 30 June 2018 and of the report of the statutory auditor on the consolidated annual accounts closed per 30 June 2018
3. Statement by the nomination and remuneration committee regarding the remuneration report that constitutes a specific part of the corporate governance statement
4. Presentation of the consolidated annual accounts closed per 30 June 2018
5. Approval of the statutory annual accounts closed per 30 June 2018 and allocation of financial results
Proposal to approve the statutory annual accounts closed per 30 June 2018, including the allocation of the results proposed therein. Accordingly, proposal to distribute a gross dividend of €2.50 per share (coupon no.19) 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 2018.
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 2018.
9. Renewal of directors' mandates
Proposal to renew, subject to approval by the Financial Services and Markets Authority ("FSMA"), the mandates of the following directors, with immediate effect:
 - *Mr Stefaan GIELENS, as executive director, until the end of the annual general meeting to be held in 2021;*
 - *Mr Serge WIBAUT, as independent non-executive director as defined in article 526ter of the Belgian Companies Code ("BCC"), until the end of the annual general meeting to be held in 2021;*



- Ms Katrien KESTELOOT, as independent non-executive director as defined in article 526ter BCC, until the end of the annual general meeting to be held in 2021;
- Ms Elisabeth MAY-ROBERTI, as independent non-executive director as defined in article 526ter BCC, until the end of the annual general meeting to be held in 2021.

According to the information available to the company, Mr Serge Wibaut, Ms Katrien Kesteloot and Ms Elisabeth May-Roberti still meet all independence criteria set out in article 526ter of the Belgian Companies Code and the applicable standards of corporate governance.

10. Approval of the “Long Term Incentive Plan” set out in the 2017/2018 Annual Financial Report. Approval to grant the right to the members of the management committee to acquire permanently, under this plan, shares for a gross amount of respectively €175,000 (CEO) and €300,000 (for all other members of the management committee combined) during the 2018/2019 financial year

Proposal to approve the “Long Term Incentive Plan” set out in the 2017/2018 Annual Financial Report. Proposal to approve granting the right to the members of the management committee to acquire permanently, under this plan, shares for a gross amount of respectively € 175,000 (CEO) and €300,000 (for all other members of the management committee combined) during the 2018/2019 financial year, in accordance with provision 7.13 of the Corporate Governance Code 2009 and with article 520ter BCC.

11. 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 14 May 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 two credit agreements of 15 May 2018 between the company and ING Belgium NV/SA, which are 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 amendment of 15 May 2018 to the credit agreement of 3 February 2017 between the company and Triodos Bank NV, 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 25 May 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 multilateral credit agreement of 29 June 2018 between the company and banks of the BPCE group (i.e. Natixis, Caisse d'Épargne et de Prévoyance Hauts De France, Caisse d'Épargne et de Prévoyance de Bourgogne Franche-Comté, Caisse d'Épargne et de Prévoyance de Rhône Alpes, Caisse d'Épargne et de Prévoyance Grand Est Europe, Caisse d'Épargne Loire Drôme Ardèche, Caisse d'Épargne et de Prévoyance d'Auvergne et du Limousin, Banque Populaire Bourgogne Franche Comté, Banque Populaire Val de France and Banque Populaire Alsace Lorraine Champagne), which is subject to a possible early repayment in the event of a change of control over the company.

12. Miscellaneous