

AEDIFICA

Public limited liability company
Public regulated real estate company under Belgian law
Avenue Louise 331-333, 1050 Brussels
RLE Brussels: 0877.248.501

Since the legally required attendance quorum was not reached at the Extraordinary General Meeting of 27 November 2015, the shareholders are invited to attend a new Extraordinary General Meeting that will be held at the NH Hotel Grand Sablon, rue Bodenbroek 2, 1000 Brussels, on **14 December 2015 at 10:00 AM** in front of Catherine GILLARDIN, associated public notary with office in Brussels, with the following agenda:

A/ RENEWAL OF THE AUTHORISATION PERMITTING USE OF THE AUTHORISED CAPITAL

1. Acknowledgement of the special report of the Board of Directors drawn up in accordance with section 604 of the Belgian Companies Code.
2. Proposal, subject to prior approval by the FSMA, to replace the authorisation granted to the Board of Directors by the Extraordinary General Meeting of 29 June 2011 (i.e. an authorised capital in the amount of €180,000,000.00, of which an amount of €2,457,603.34 remains available as of 27 October 2015) by a new authorisation (valid for a five-year period as from the publication of the decisions in the appendices to the Belgian State Gazette) to increase the share capital in accordance with section 603 et seq. of the Belgian Companies Code, in one or more times, with a maximum amount of €74,230,000.00, and this in accordance with Article 6.4 of the Articles of Association.
3. Proposal to amend Article 6.4 of the Articles of Association, both in the Dutch and French version, to bring it into conformity with the aforementioned proposal.

The Board of Directors invites you to approve the authorisation and the amendment of the articles of association under Point A/.

B/ SPECIAL POWERS OF ATTORNEY – UPDATE OF THE ARTICLES OF ASSOCIATION

Proposal to grant the acting public notary all necessary powers with a view to filing and publishing the deed, and to update the Articles of Association in light of the decisions adopted, and this both in French and in Dutch.

The Board of Directors invites you to approve this proposal.

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Aedifica

Public limited liability company (“Société anonyme” / “Naamloze vennootschap”)
Public regulated real estate company under Belgian law
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INFORMATION FOR THE SHAREHOLDERS

I. Approval of resolutions on the agenda

Since the legally required attendance quorum was not reached at the Extraordinary General Meeting of 27 November 2015, this new General Meeting will decide on all abovementioned resolutions, whatever the number of shareholders present or represented.

In order to be adopted, the proposal to amend the Articles of Association requires a vote of a majority of three quarters of the votes cast at the General Meeting and the other proposal can be adopted with an ordinary majority of the votes cast at the General Meeting.

II. Admission formalities

Shareholders wishing to participate and to vote at the General Meeting of 14 December 2015 or to be represented at the meeting, must comply with the following two conditions, in accordance with Article 21 of the Articles of Association:

1. Registration of the shares in the shareholder's name

On the basis of the evidence provided in application of the registration procedure described below, the Company must be able to determine that the shareholder was, as of **30 November 2015, at midnight (Belgian time)** (the "**record date**"), in the possession of the number of shares with which he intends to participate or for which he intends to be represented at the General Meeting of 14 December 2015. Only the persons who are shareholders on the record date are entitled to participate in and vote at the General Meeting of 14 December 2015, regardless of the number of shares they hold on the day of the General Meeting.

The registration procedure is as follows:

For holders of registered shares the number of shares with which they can participate in the General Meeting is taken from the share register of the Company. If the holders of registered shares wish to participate in the General Meeting with less shares than the number of shares registered in the share register of the Company, they can notify this in the confirmation mentioned under point II.2.

Holders of dematerialised shares must request a certificate delivered by their registered account holder(s) or settlement institution holding the account(s) on which their dematerialised shares are registered. This certificate must confirm that the number of shares with which they intend to participate at the General Meeting, are registered in their name in their account(s) on the record date.

2. Confirmation of participation in the General Meeting

In addition, the shareholders intending to participate in the General Meeting of 14 December 2015 or to be represented at the meeting must notify their intention to do so by **8 December 2015** at the latest, as follows:

Owners of registered shares by ordinary mail, fax or e-mail sent to the Company's registered office, Avenue Louise 331-333, 1050 Brussels, F: 02/626.07.71, E: shareholders@aedifica.be.

Owners of dematerialised shares through the deposit of the certificate abovementioned under point II.1 at one of the following three places:

- the registered office of the Company, Avenue Louise 331-333, 1050 Brussels; or
- KBC BANK, Avenue du Port 2, 1080 Brussels, or one of its branches, agencies or offices; or
- BANK DEGROOF, Rue de l'Industrie 44, 1040 Brussels.



III. Proxy

Each shareholder can be represented at the General Meeting by a proxy holder. Except when Belgian law allows the appointment of multiple proxy holders, a shareholder can only appoint one person as its proxy holder. A proxy holder must be appointed by using the Company's proxy form made available on its website (www.aedifica.be/en/general-meetings-2015). The signed original proxy form for the General Meeting of 27 November 2015 is also valid for the General Meeting of 14 December 2015. (A copy of) the signed original proxy form must reach the Company by **8 December 2015** at the latest by ordinary mail, fax or e-mail at the Company's registered office, Avenue Louise 331-333, 1050 Brussels, F: 02/626.07.71, E: shareholders@aedifica.be. The original proxy form, a copy of which was sent to the Company by fax or e-mail, must be delivered by the proxy holder to the company ultimately at the time of the General Meeting. Any appointment of a proxy holder must be made in accordance with the applicable Belgian law, in particular as regards conflicts of interest and the keeping of a register.

IV. Written questions

Shareholders can ask questions in writing to the Company's Directors regarding their report and the items on the agenda of this General Meeting, and to the Statutory Auditor regarding his reports. These questions must reach the Company by **8 December 2015** at the latest by ordinary mail, fax or e-mail, at the registered office of the Company, Avenue Louise 331-333, 1050 Brussels, F: 02/626.07.71, E: shareholders@aedifica.be. More detailed information on this right is available on the Company's website: (www.aedifica.be/en/shareholders-rights).

V. Availability of documents

All documents relating to the General Meeting that must mandatorily be made available to the shareholders, can be obtained by the shareholders at the Company's registered office (Avenue Louise 331-333, 1050 Brussels) during normal office hours on business days.

The Board of Directors.

The English version of this press release constitutes a free translation of the Dutch language text and is made for information purposes only. In case of inconsistency with the Dutch version or inaccuracy of the English translation, the Dutch text shall prevail.