

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 **Tuesday 20 April 2021 at 14:00 CET at 1040 Brussels, Belliardstraat / rue Belliard 40 box 11** before Ms Catherine GILLARDIN, Notary public in Brussels (and in case of lack of quorum, a second Extraordinary General Meeting will be held on 11 May 2021 following the Ordinary General Meeting starting at 15:00 CET at the place and in the way indicated in the convocation). The Extraordinary General Meeting has the following agenda:

Given that the federal measures to combat the Covid-19 virus (currently in force until 1 April 2021) prohibit physical meetings, the Board of Directors is concerned that it will not be able to organise a physical General Meeting.

In that event, shareholders can only participate and vote at this General Meeting via live webcast (in accordance with the procedure set out in this convocation). In addition, shareholders can also exercise their voting rights at the Extraordinary General Meeting through voting by correspondence or by giving an (electronic) proxy to the Company in accordance with the modalities set out in this convocation.

In the event that in the period between the time of this convocation and the date of the General Meeting, the applicable Covid-19 governmental measures would become less restrictive and physical meetings would be permitted again, then the Company will further communicate about this as appropriate, without prejudice to the right to participate in the meeting and/or to vote on the items on the agenda in accordance with the previous possibilities.

Prior to the Extraordinary General Meeting, shareholders have the opportunity to submit written questions to the Company in accordance with the modalities set out in this convocation. There is also a possibility to ask questions during the live webcast of the Extraordinary General Meeting, as described in Aedifica's Policy regarding the Virtual General Meeting of shareholders (available on <https://aedifica.eu/>).

1. RENEWAL OF THE AUTHORISED CAPITAL

1.1 Acknowledgement of the special report of the Board of the Directors established pursuant to Article 7:199 of the Belgian Code of companies and associations ("BCCA") regarding the renewal of the authorised capital, in which the special circumstances under which the authorised capital can be used and the intended aims thereof are described.

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



1.2 Proposal to renew the existing authorisation regarding the authorised capital and to replace it with an extended authorisation granted to 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 in accordance with the resolution passed.

(a) Proposal to authorise the Board of Directors to increase the capital, on the dates and in accordance with the terms and conditions as will be determined by the Board of Directors, in one or more instalments by a maximum amount of:

- 1) 50% of the amount of the capital on the date of the Extraordinary General Meeting of 20 April [*or, in case of lack of quorum 11 May*] 2021, 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) 50% of the amount of the capital on the date of the Extraordinary General Meeting of 20 April [*or, in case of lack of quorum 11 May*] 2021, 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) 10% of the amount of the capital on the date of the Extraordinary General Meeting of 20 April [*or, in case of lack of quorum 11 May*] 2021, as the case may be, rounded down to the euro cent, 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, provided that the Board of Directors may only increase the capital in accordance with this point 3) insofar as and to the extent that the cumulative amount of the capital increases, executed in accordance with this point over a period of 12 months, does not exceed 10% of the capital amount at the moment of the decision to increase the capital, and
- 4) 10% of the amount of the capital on the date of the Extraordinary General Meeting of 20 April [*or, in case of lack of quorum 11 May*] 2021, as the case may be, rounded down to the euro cent, 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 has approved the authorisation (in other words, the sum of the capital increases in application of the proposed authorisations cannot exceed the amount of the capital on the date of the Extraordinary General Meeting that has approved the authorisation).

Explanation

As set out in the special report of the Board of Directors established pursuant to Article 7:199 BCCA, the Board of Directors proposes to renew the current sub-authorisations 1) and 2) unchanged and to split the sub-authorisation 3) (the authorisation to increase the capital by (i) contribution in kind, (ii) contribution in cash without the possibility for the shareholders of the Company to exercise the preferential right or priority allocation right, or (iii) any other kind of capital increase) into two separate sub-authorisations.



In this way, for the period for which the authorisation is granted and within the limits of the proposed sub-authorisations, the Company will be able to further expand its real estate portfolio through contributions of real estate in its capital, and at the same time it will be able to react quickly to fluctuations on the capital markets and, if necessary, to strengthen its equity quickly and efficiently (with a view, amongst others, to reducing the (legally limited to 65%) debt ratio) by increasing its capital by way of a contribution in cash without any preferential subscription right or priority allocation right for the shareholders (in particular by means of an “accelerated bookbuilding” (an accelerated private placement with composition of an order book)), without the use of one sub-authorisation affecting the other.

(b) If the proposal under 1.2 (a) is not approved, proposal to authorise the Board of Directors to increase the capital, on the dates and in accordance with the terms and conditions as will be determined by the Board of Directors, in one or more instalments by a maximum amount of:

- 1) 50% of the amount of the capital on the date of the Extraordinary General Meeting of 20 April [*or, in case of lack of quorum 11 May*] 2021, 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) 50% of the amount of the capital on the date of the Extraordinary General Meeting of 20 April [*or, in case of lack of quorum 11 May*] 2021, as the case may be, rounded down to the euro cent, for capital increases in the framework of the distribution of an optional dividend, and
- 3) 10% of the amount of the capital on the date of the Extraordinary General Meeting of 20 April [*or, in case of lack of quorum 11 May*] 2021, as the case may be, 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 authorised capital can never be increased by an amount higher than the capital on the date of the Extraordinary General Meeting that has approved the authorisation (in other words, the sum of the capital increases in application of the proposed authorisations cannot exceed the amount of the capital on the date of the Extraordinary General Meeting that has approved the authorisation).

Explanation

This is a simple renewal of the existing authorization, without changes.

These proposed authorisations will be granted for a period of five years calculated from the publication of the decision of the Extraordinary General Meeting approving the proposed authorisations in the annexes to the Belgian Official Gazette. From that date, the existing authorisations granted by the Extraordinary General Meeting of 8 June 2020 will lapse and the proposed authorisations will take their place. For the avoidance of doubt, should the proposed authorisations not be approved, the existing authorisations will continue to apply.



The FSMA has approved the proposed amendments to the Articles of Association. This proposed resolution is subject to a special majority of at least three-quarters of the votes cast.

2. 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.

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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 resolution with respect to the change of the Articles of Association mentioned under item 1 of the agenda, requires a quorum of at least half of the existing shares, and a majority of at least three quarters of the votes cast, whereby abstentions are not counted neither in the numerator nor in the denominator.

In the event the required quorum is not reached at the General Meeting of 20 April 2021, a second General Meeting will be held on **11 May 2021** following the Ordinary General Meeting starting at 15:00 CET at the place and in the way indicated in the convocation, with the same agenda and before the same Notary. At this second General Meeting, the afore-mentioned proposed resolution under item 1 of the agenda may be adopted with a majority of three quarters of the votes cast at the meeting, and the proposed resolution under item 2 of the agenda 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 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 **29 March 2021**, by ordinary letter (to 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, an amended proxy form and an amended form for vote by correspondence at the latest on **2 April 2021**. Proxies and forms for vote by correspondence 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 (<https://aedifica.eu/investors/shareholder-information/>).



III. Admission requirements

Shareholders who wish to participate in and vote at the General Meeting of 20 April 2021, or wish to be represented, have to comply with the following two conditions, in accordance with article 20 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 **6 April 2021 at midnight (24:00 CET)** (the “**registration date**”), the shareholder was in possession of the number of shares for which the shareholder intends to participate in or be represented at the General Meeting of 20 April 2021. Only individuals who are shareholders on the registration date can participate in, vote or be represented at the General Meeting of 20 April 2021, 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 those registered in the Company’s share register, they can indicate this in the notification 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. Notification of participation in the General Meeting

Additionally, holders of registered shares and of dematerialised shares who intend to participate in the General Meeting of 20 April 2021 or to be represented at that meeting, have to notify their intention at the latest on **14 April 2021** as follows:

- by ordinary letter to the Company (Belliardstraat/rue Belliard 40 box 11, 1040 Brussels), or
- by e-mail to the Company (shareholders@aedifica.eu), or
- electronically to ABN AMRO Bank N.V./S.A. via www.abnamro.com/evoting (in the case of dematerialised shares, with the intervention of a financial intermediary acting on instruction of the shareholder – via www.abnamro.com/intermediary).

Holders of dematerialised shares must attach the certificate referred to in point III.1 to the notification. In the event of an electronic notification to ABN AMRO Bank N.V./S.A., the authorized account holder or settlement institution must provide such certificate electronically via www.abnamro.com/intermediary. In that case, the authorized account holders and settlement institutions are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the registration date in an efficient manner.

IV. Participation

1. Virtual with possibility to vote

Shareholders can participate in the General Meeting and cast their vote during the Meeting via live webcast.



Participation to the webcast takes place via the following procedure:

- Each shareholder who has notified their participation in accordance with point III.2 above (whether or not through the authorized account holder or settlement institution) will receive an e-mail with a link via www.abnamro.com/evoting to login to the Aedifica online voting platform.
- After successful login and confirmation of the login via two-factor authentication (by SMS verification), the shareholder is automatically logged into the Meeting. Once registered for the webcast, the shareholder will receive an invitation and reminder for the webcast. Further instructions may be provided via www.abnamro.com/evoting and/or the Aedifica online voting platform.

You will be able to log in for virtual admission to the General Meeting on 20 April 2021 via www.abnamro.com/evoting from 13:00 hours (CET) until the commencement of the meeting at 14:00 hours (CET). You must log in and complete the admission procedure for the meeting before 14:00 hours (CET). After this time registration is no longer possible.

Minimum requirements to the devices and systems that can be used for virtual participation as well as an overview of Q&A's regarding online voting can be found at <https://aedifica.eu/>.

Virtual participation entails certain risks, as described in Aedifica's Policy regarding the Virtual General Meeting of shareholders. If you wish to avoid such risks you should exercise your voting rights by means of an (electronic) proxy to the Company or through voting by correspondence.

2. Vote by correspondence

In accordance with article 22 of the Articles of Association, shareholders may vote by correspondence. The vote must be cast on the voting form drawn up by the Company for this purpose and made available on the website of the Company (<https://aedifica.eu/investors/shareholder-information/>). Shareholders are requested to follow the instructions given on the voting form. The voting form must be validly signed by the shareholder. In addition, shareholders who wish to vote by correspondence will have to comply with the procedure of registration and notification of participation mentioned in point III above. The voting form must be notified to the Company by ordinary letter (to Belliardstraat/rue Belliard 40 box 11, 1040 Brussels) or by e-mail (to shareholders@aedifica.eu). The voting form has to be received by the Company on **14 April 2021** at the latest.

3. Proxy

Each shareholder who has complied with the procedure of registration and notification of participation mentioned in point III above, may be represented during the General Meeting by the Company. When appointing a proxy holder, a shareholder should use the proxy form that is made available on the website of the Company (<https://aedifica.eu/investors/shareholder-information/>). Taking into account the exceptional Covid-19 situation, shareholders who wish to vote by proxy are obliged to give a proxy to the secretary of the Company or any other person designated by the Company in case of an impediment. (A copy of) the signed proxy form has to be received by the Company on **14 April 2021** at the latest, by ordinary letter (to Belliardstraat/rue Belliard 40 box 11, 1040 Brussels) or by e-mail (to shareholders@aedifica.eu).

In addition, an electronic proxy is available to the shareholders who have registered electronically, by using the ABN AMRO platform (www.abnamro.com/evoting) where the shareholder can issue a proxy with voting



instructions to the Company via an electronic form. The electronic proxy has to be received by ABN AMRO Bank N.V./S.A. on **14 April 2021** at the latest.

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 report 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 **14 April 2021**, by ordinary letter (to 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: <https://aedifica.eu/investors/shareholder-information/>. There is also a possibility for shareholders participating in the General Meeting by live webcast to submit questions during the Extraordinary General Meeting, as described in Aedifica's Policy regarding the Virtual General Meeting of shareholders.

VI. Availability of documents

All documents with respect to the General Meeting that are required by law to be made available to the shareholders, can be obtained by the shareholders as of today at the 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 <https://aedifica.eu/> and on the ABN AMRO platform (www.abnamro.com/evoting).

VII. Data Protection

The Company is responsible for processing personal data received from security holders and proxy holders within the framework of the Extraordinary General Meeting in accordance with the applicable data protection legislation. The processing of such personal data shall be carried out on the basis of the necessity for the performance of the company agreement or a legal obligation imposed on the Company, whichever basis applies. The processing shall take place for the purpose of analysing and managing the attendance and voting procedure relating to the Extraordinary General Meeting and this in accordance with the applicable legislation and the Privacy Policy of the Company. These personal data will be transferred to ABN AMRO Bank N.V./S.A. and its partners for the purpose of providing assistance in the organisation of the Extraordinary General Meeting, the management of the attendance and voting procedure, and for the analysis of the composition of the participants in the Meeting. The personal data will not be kept longer than necessary in view of the aforementioned purpose and will consequently be deleted in accordance with the Company's Privacy Policy.

Security holders and proxy holders can find the Company's Privacy Policy on the Company's website. This Privacy Policy contains detailed information regarding the processing of personal data of, amongst others, security holders and proxy holders. Security holders and proxy holders have the right to access, correct or remove their personal data, to restrict processing, to object to processing and the right to data portability, to the extent they have these rights under the applicable law, as well as the right to file a complaint with the competent data protection authority.

Security holders and proxy holders may validate their rights in relation to their personal data provided to the Company by contacting the Company's Compliance Officer at dataprotection@aedifica.eu.

The Board of Directors.