

**PROXY  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 20 APRIL 2021**

(A copy of) this duly completed, dated and signed proxy form must 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](mailto:shareholders@aedifica.eu))

In addition, shareholders may also use an electronic proxy by using the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) where the shareholder can issue a proxy with voting instructions to the Company. The electronic proxy has to be received by ABN AMRO Bank N.V./S.A. on **14 April 2021** at the latest.

Proxy forms received late or failing to comply with the required formalities will be rejected.

The undersigned (the "**Principal**"),

**Legal entity:**

Corporate name and legal form:	
Seat:	
Company number:	
Validly represented by <sup>1</sup> :	1.  2.

**Natural person:**

Name and first name:	
Address:	

<sup>1</sup> 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.



Owner of \_\_\_\_\_ registered shares (in full property / in usufruct / in bare property)<sup>2</sup> and \_\_\_\_\_ dematerialised shares (in full property / in usufruct / in bare property)<sup>3</sup> 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 (hereafter, “**Aedifica**” or the “**Company**”), **appoints hereby the secretary of the Company as special proxy holder with right of substitution**

to whom the Principal grants all powers to represent the latter at the Extraordinary General Meeting of shareholders of “AEDIFICA”, to be held at 1040 Brussels, Belliardstraat / rue Belliard 40 box 11, on 20 April 2021 at 14:00 CET, before Notary public Ms Catherine GILLARDIN, geassocieerde Notaris / Notaire associé in Brussels, and to vote on the Principal’s behalf in accordance with the voting intentions indicated below.

As mentioned in the convocation notice, given the current Covid-19 situation it is not possible to issue a proxy to another person than the secretary of the Company.

The proxy holder is expressly permitted to:

- attend the Extraordinary General Meeting;
- to constitute and compose the bureau of the General Meeting;
- to participate in the deliberations and to vote on each proposal on the agenda;
- to that end, to sign all items, minutes, attendance lists and other documents, to subdelegate powers and in general to take all useful or necessary steps.

Since you designate the secretary of the Company or any other person designated by the Company in case of an impediment to act as special proxy holder, there is a conflict of interest in the meaning of Article 7:143, §4 of the Belgian Code of companies and associations (“BCCA”). Consequently, the proxy holder shall only be allowed to vote on the condition that he has been provided with specific voting instructions for each agenda item. Please circle your specific voting instruction for each agenda item.

In case new items or proposals for resolution are put on the agenda pursuant to Article 7:130 BCCA (see convocation notice for more information), the Company will make available an updated proxy form on its website. In such case, the Company strongly recommends to use the updated proxy form. If a proxy was provided to the Company with respect to the initial agenda and no updated proxy form would be received (in time) by the Company for the amended agenda, the secretary of the Company, as proxy holder, shall carry out the voting instructions as stated on the initial proxy; if new items were added to the agenda to be discussed, the secretary of the Company shall, in the absence of instruction from the shareholder, abstain from voting on these new items.

This proxy is also valid for any other General Meeting that might be convened with the same agenda. However, this only applies in so far as the Principal has complied in due time with the required participation and voting formalities for subsequent meetings.

In that context, it is specified that this proxy is therefore also valid for the second extraordinary General Meeting to be held on 11 May 2021, with the same agenda, following the Ordinary General Meeting of the Company starting at 15:00 CET in the event that the required attendance quorum is not reached at the Extraordinary General Meeting of 20 April 2021, and provided that the required formalities to participate and vote are fulfilled in time.

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<sup>2</sup> Delete as appropriate.

<sup>3</sup> Delete as appropriate.



The proxy holder shall exercise the voting right of the Principal as follows (see agenda as published in the *Belgian State Gazette, De Tijd* and *L'Echo* and on the website <https://aedifica.eu/investors/shareholder-information/>). (Please circle your choice):

\_\_\_\_\_

**Attention:**

The vote under agenda item 1.2 (b) will only be taken if the preceding agenda item 1.2 (a) is not accepted. If you instruct the proxy holder to accept the proposal under agenda item 1.2 (a) at the General Meeting of the Company, it is recommended that you also give voting instruction to accept the proposal under this agenda item for the agenda item 1.2 (b) that follows.

If you instruct the proxy holder only for agenda item 1.2 (a) to accept the proposal under this agenda item at the General Meeting of the Company and do not give any voting instructions for the other agenda item 1.2 (b), you will be deemed to have also given voting instructions to accept this proposal for agenda item 1.2 (b).

1. RENEWAL OF THE AUTHORISED CAPITAL			
1.1. Acknowledgement of the special report of the Board of Directors established pursuant to Article 7:199 of the BCCA.	NO VOTE REQUIRED		
1.2. Renewal of the authorised capital:			
(a) Proposal to authorise the Board of Directors to increase the capital by a maximum amount of: <b>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</b> by the shareholders of the Company, <b>2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend,</b> <b>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</b> within the limits set out by the law, <b>4) 10% of the amount of the capital for a. capital increases by contribution in kind, or b. any other kind of capital increase</b> 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)	YES	NO	ABSTAIN



and to amend article 6.4. of the Articles of Association accordingly.			
(b) Proposal to authorise the Board of Directors to increase the capital by a maximum amount of: <b>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</b> by the shareholders of the Company, <b>2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend,</b> <b>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</b> 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) and to amend article 6.4. of the Articles of Association accordingly.	YES	NO	ABSTAIN
<b>2. SPECIAL POWERS – COORDINATION OF ARTICLES OF ASSOCIATION</b>			
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

Done at \_\_\_\_\_, on \_\_\_\_\_ 2021.

For the Principal,

Signed<sup>4</sup>

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

<sup>4</sup> Signature to be preceded by the handwritten text “good for proxy”.