

**PROXY
ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11 MAY 2021**

(A copy of) this duly completed, dated and signed proxy form must be received by the Company on **5 May 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, shareholders may also use an electronic proxy by using the ABN AMRO platform (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 **5 May 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 ¹ :	1. 2.

Natural person:

Name and first name:	
Address:	

¹ 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)² and _____ dematerialised shares (in full property / in usufruct / in bare property)³ 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 Ordinary General Meeting of shareholders of “AEDIFICA”, to be held at 1040 Brussels, Belliardstraat / rue Belliard 40 box 11, on 11 May 2021 at 15:00 CET 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 Ordinary 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.

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):

1. Presentation of the annual report.	NO VOTE REQUIRED		
2. Presentation of the reports of the Statutory Auditor.	NO VOTE REQUIRED		
3. Presentation of the consolidated annual accounts.	NO VOTE REQUIRED		
4. Approval of the statutory annual accounts closed per 31 December 2020 and allocation of financial results.	YES	NO	ABSTAIN

² Delete as appropriate.

³ Delete as appropriate.



Approval of the distribution of a gross dividend of €4.60 per share: an interim dividend of €3.00 gross per share (divided as follows between coupon no. 23: €2.48 and coupon no. 24: €0.52) for the period from 1 July 2019 to 30 June 2020 inclusive has already been distributed and a distribution of a final gross dividend of €1.60 per share (divided as follows between coupon no. 26: €1.03 and coupon no 27: €0.57) for the period from 1 July 2020 to 31 December 2020 inclusive.	YES	NO	ABSTAIN
5. Approval of the remuneration report.	YES	NO	ABSTAIN
6. Approval of the remuneration policy.	YES	NO	ABSTAIN
7. Discharge to Mr Serge Wibaut.	YES	NO	ABSTAIN
Discharge to Mr Stefaan Gielens.	YES	NO	ABSTAIN
Discharge to Mr Jean Franken.	YES	NO	ABSTAIN
Discharge to Ms Katrien Kesteloot.	YES	NO	ABSTAIN
Discharge to Ms Elisabeth May-Roberti.	YES	NO	ABSTAIN
Discharge to Mr Luc Plasman.	YES	NO	ABSTAIN
Discharge to Ms Marleen Willekens.	YES	NO	ABSTAIN
Discharge to Mr Pertti Huuskonen for the period from 8 June 2020 to 31 December 2020 inclusive.	YES	NO	ABSTAIN
Discharge to Mr Sven Bogaerts for the period from 8 June 2020 to 31 December 2020 inclusive.	YES	NO	ABSTAIN
Discharge to Ms Ingrid Daerden for the period from 8 June 2020 to 31 December 2020 inclusive.	YES	NO	ABSTAIN
Discharge to Mr Charles-Antoine Van Aelst for the period from 8 June 2020 to 31 December 2020 inclusive.	YES	NO	ABSTAIN
Discharge to Ms Adeline Simont for the period from 1 July 2019 to 26 October 2020.	YES	NO	ABSTAIN
Discharge to Mr Eric Hohl for the period from 1 July 2019 to 26 October 2020.	YES	NO	ABSTAIN
Discharge to Ms Laurence Gacoin for the period from 8 June 2020 to 31 October 2020 inclusive.	YES	NO	ABSTAIN
8. Discharge to Ernst & Young Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL represented by Mr Joeri Klaykens.	YES	NO	ABSTAIN
9. Renewal mandate Mr Stefaan Gielens as executive Director	YES	NO	ABSTAIN
Renewal mandate Mr Serge Wibaut as non-executive independent Director as defined in Article 7:87 BCCA.	YES	NO	ABSTAIN
Renewal mandate Ms Katrien Kesteloot as non-executive independent Director as defined in Article 7:87 BCCA.	YES	NO	ABSTAIN
Renewal mandate Ms Elisabeth May-Roberti as non-executive independent Director as defined in Article 7:87 BCCA.	YES	NO	ABSTAIN



Remuneration of Mr Serge Wibaut, Ms Katrien Kesteloot and Ms Elisabeth May-Roberti in the way proposed under item 11 of the agenda. The mandate of Mr Stefaan Gielens will not be remunerated.	YES	NO	ABSTAIN
10. Election of Ernst & Young Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL represented by Mr Joeri Klaykens as Statutory Auditor.	YES	NO	ABSTAIN
Determination of the remuneration of the Statutory Auditor at €55,000 per year, excluding VAT and expenses, to be indexed annually in view of the evolution of the health index.	YES	NO	ABSTAIN
11. Approval, based on a benchmark study carried out by Willis Towers Watson (as explained in more detail in the agenda), to grant, as from 1 January 2021, an increase of the fixed annual remuneration by €40,000 for the chairperson of the Board of Directors.	YES	NO	ABSTAIN
Approval, based on a benchmark study carried out by Willis Towers Watson (as explained in more detail in the agenda), to grant, as from 1 January 2021, an increase of the fixed annual remuneration by €20,000 for each other non-executive Director.	YES	NO	ABSTAIN
12. Approval of change of control clauses in the credit agreement with Belfius Bank NV/SA of 18 May 2020.	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with Société Générale of 31 August 2020.	YES	NO	ABSTAIN
Approval of change of control clauses in the Note Purchase Agreement of 17 February 2021 and the debt instruments issued as a result thereof on 3 March 2021 with the holders of such debt instruments.	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreements with Hoivatilat and OP Corporate Bank of 5 March 2021.	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with ABN AMRO Bank of 12 March 2021.	YES	NO	ABSTAIN
13. Discharge of the Directors Hof Van Bremdael NV/SA from 1 January 2020 to 29 June 2020:	YES	NO	ABSTAIN
- Aedifica NV/SA			
- Mr Sven Bogaerts	YES	NO	ABSTAIN
- Ms Ingrid Daerden	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
- Ms Laurence Gacoin	YES	NO	ABSTAIN



14. Discharge of Ernst & Young Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL represented by Mr Joeri Klaykens (Statutory Auditor Hof Van Bremdael NV/SA from 1 January 2020 to 29 June 2020)	YES	NO	ABSTAIN
15. Miscellaneous	NO VOTE REQUIRED		

Done at _____, on _____ 2021.

For the Principal,

Signed⁴

Name

Name

⁴ Signature to be preceded by the handwritten text "good for proxy".