

## **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

As the attendance quorum was not reached at the Extraordinary General Meeting of 20 April 2021, the shareholders, Directors and Statutory Auditor are invited to attend an additional Extraordinary General Meeting that will be held on **Tuesday 11 May 2021** following the Ordinary General Meeting starting at 15:00 CET, at **Belliardstraat / rue Belliard 40 box 11 in 1040 Brussels** before Ms Catherine GILLARDIN, Notary public in Brussels.

Given that the federal measures to combat the Covid-19 virus 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 General 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/investors/shareholder-information/>).

The Extraordinary General Meeting that will be held on **Tuesday 11 May 2021** following the Ordinary General Meeting starting at 15:00 CET has the following agenda:

### **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.

\*  
\*                      \*

### Information for the shareholders

#### *I. Approval of the proposed resolutions of the agenda*

As the required attendance quorum was not reached at the Extraordinary General Meeting of 20 April 2021, the present General Meeting may validly deliberate and decide upon all the aforementioned proposed resolutions, irrespective of the number of shares present or represented.

The resolution with respect to the amendment of the Articles of Association, mentioned under item 1 of the agenda, requires a majority of at least three quarters of the votes cast to be adopted. The proposed resolution under item 2 of the agenda may be adopted by simple majority. In both cases, abstentions are not counted neither in the numerator nor in the denominator.

#### *II. Admission requirements*

Shareholders who wish to participate in and vote at the General Meeting of 11 May 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 **27 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 11 May 2021. Only individuals who are shareholders on the registration date can participate in, vote or be represented at the General Meeting of 11 May 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 II.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 11 May 2021 or to be represented at that Meeting, have to notify their intention at the latest on **5 May 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](mailto:shareholders@aedifica.eu)), or
- electronically to ABN AMRO Bank N.V./S.A. via [www.abnamro.com/evoting](http://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](http://www.abnamro.com/intermediary)).

Holders of dematerialised shares must attach the certificate referred to in point II.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](http://www.abnamro.com/intermediary). In that case, the authorised account holders and settlement institutions are requested to include the full address details of the relevant ultimate beneficial holders in order to allow for an efficient verification of the shareholders on the registration date.

## **III. 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 his participation in accordance with point II.2 above (whether or not through the authorised account holder or settlement institution) will receive an e-mail from ABN AMRO with a link to login via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) 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 registered for the General 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](http://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 11 May 2021 via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) as from 14:00 hours (CET) until the commencement of the Ordinary General Meeting at 15:00 hours (CET), which precedes the Extraordinary General Meeting. You must log in and complete the admission procedure for the General Meeting before 15:00 hours (CET). After this time registration is no longer possible. If you want to participate in both the Ordinary and Extraordinary General Meeting, you have to go through the admission procedure for both meetings separately and complete it before 15:00 hours (CET), whereby you act for each of the meetings via a separate tab which you leave open simultaneously. After the Ordinary General Meeting (started in one tab), the Extraordinary General Meeting will start automatically and without any interruption (in the other tab). You then do not have to log in again for the Extraordinary General Meeting.

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/investors/shareholder-information/>.



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 II 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](mailto:shareholders@aedifica.eu)). The voting form has to be received by the Company on **5 May 2021** at the latest.

The validly completed and signed voting form submitted to the General Meeting of 20 April 2021 remains valid for the General Meeting of 11 May 2021 provided that the required formalities with respect to the registration and notification of participation in the General Meeting of 11 May 2021 are fulfilled in time.

## **3. Proxy**

Each shareholder who has complied with the procedure of registration and notification of participation mentioned in point II 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 **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](mailto: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](http://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 **5 May 2021** at the latest.

The validly completed and signed proxy form submitted for the General Meeting of 20 April 2021 remains valid for the General Meeting of 11 May 2021 provided that the required formalities with respect to the registration and notification of participation in the General Meeting of 11 May 2021 are fulfilled in time.

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.

## **IV. 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 **5 May 2021**, by ordinary letter (to Belliardstraat/rue Belliard 40 box 11, 1040 Brussels) or by e-mail



(to [shareholders@aedifica.eu](mailto: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.

#### **V. 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 (Belliarstraat/rue Belliard 40 box 11 at 1040 Brussels) during regular business hours on business days. This information is also available on <https://aedifica.eu/investors/shareholder-information/> and on the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)).

#### **VI. 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 General 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](mailto:dataprotection@aedifica.eu).

The Board of Directors.