

AEDIFICA

Public limited liability company
Public regulated real estate company under Belgian Law
Belliardstraat / Rue Belliard 40 box 11, 1040 Brussels
Company registration no. 0877.248.501 – RLE Brussels
(the “**Company**”)

AGENDA

**OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD
IN 1040 BRUSSELS AT BELLIARDSTRAAT / RUE BELLIARD 40 BOX 11
ON 30 JULY 2021 AT 11.00 CET**

**If the quorum is not met, a second Extraordinary General Meeting will be held
on 17 August 2021 at 08.00 CET**

Given the current circumstances and the measures in place to prevent the spread of the Covid-19 virus, Aedifica asks its shareholders to show understanding for this exceptional context and requests its shareholders to exercise their voting rights through vote by correspondence or by (electronic) proxy to the Company in accordance with the modalities set out in this convocation.

Additionally, shareholders have also the opportunity to submit written questions to the Company in accordance with the modalities set out in this convocation.

Depending on the evolution of the health situation and the applicable measures at the time of the meeting, Aedifica reserves the right to change the terms of participation by means of an announcement in the form of a press release and via its website.

Preliminary note

On 15 June 2021 Aedifica has made use of the authorization regarding the authorized capital granted by the General Meeting of 11 May 2021 to increase its capital by way of an accelerated bookbuilding in order to finance the execution of the committed investment program and to strengthen its balance sheet.

As a result of that transaction, not only the available room for capital increases in cash without the possibility for the shareholders to exercise the preferential subscription right or the priority allocation right is nearly completely exhausted, but also the available room for capital increases by way of contribution in kind (since both types of capital increases share currently the same authorisation).

While a capital increase in cash without the possibility for the shareholders to exercise the preferential subscription right or the priority allocation right is by law only permitted for an amount of 10% of the capital over a period of 12 months (and thus only permitting a new capital increase by way of an accelerated bookbuilding as from 15 June 2022), it is of key importance for the Company to have the capacity to proceed at any time to contributions in kind as a (cost-)efficient

manner to further extent its real estate portfolio. The Company therefore proposes to renew the current authorization regarding the authorized capital as follows:

- Proposal 1.2a
 - o Renewal of the current sub-authorisations 1) and 2), unchanged
 - o 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, each limited to 10% of the capital.

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.

- Proposal 1.2b
 - o Renewal of the current sub-authorisations 1), 2) and 3) unchanged

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, subject to prior approval of the FSMA, 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 30 July [or, in case of lack of quorum 17 August] 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 30 July [*or, in case of lack of quorum 17 August*] 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 30 July [*or, in case of lack of quorum 17 August*] 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 30 July [*or, in case of lack of quorum 17 August*] 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).

- (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 30 July [*or, in case of lack of quorum 17 August*] 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 30 July [*or, in case of lack of quorum 17 August*] 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 30 July [*or, in case of lack of quorum 17 August*] 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).

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 11 May 2021 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.

2. MODIFICATION OF ARTICLE 23 OF THE ARTICLES OF ASSOCIATION

Proposal, subject to prior approval of the FSMA, to change the last sentence of article 23 of the Articles of Association with respect to the composition of the bureau, by adding the word “present” after “directors” so that it is stipulated that the other directors present will complete the bureau of the general meeting.

A coordinated version of the Articles of Association, including this proposed modification of article 23, is available on the Company's website <https://aedifica.eu/investors/shareholder-information/>.

3. 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.