

**PROXY
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 30 JULY 2021**

(A copy of) this duly completed, dated and signed proxy form must be received by the Company on **24 July 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 **24 July 2021** at the latest.

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

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

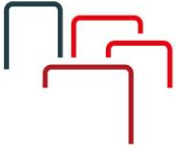
Legal entity:

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 as special proxy holder with right of substitution:**

Name and first name: _____

Address: _____

(Please note that in case you appoint a member of the board of directors/executive committee of “AEDIFICA”, or any employee or other person that is related to “AEDIFICA” as special proxy holder, that person will be deemed, on the basis of the law, to have a conflict of interest for the exercise of the voting right and shall therefore only be allowed to vote when having been provided with specific voting instructions for each agenda item.)

Considering the exceptional measures regarding the COVID-19 crisis, we kindly recommend you to exercise your voting rights through vote by correspondence (see separate form) or by proxy to the Company. In the latter case, please mention hereabove “proxy holder of the company” as the name of the special proxy holder.

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 30 July 2021 at 11:00 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.

In order to be admitted to the general meeting, the proxy holders need to provide proof of their identity, and the representatives or special proxy holders of legal entities must attach to the present proxy form the supporting documents establishing their power of representation, or submit such documents at the latest directly prior to the start of the meeting. In the absence thereof, the undersigned declares and certifies to Aedifica NV to have the necessary power of attorney to sign this form on behalf of the shareholder.

The proxy holder is expressly permitted to:

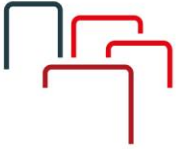
- attend the Extraordinary General Meeting;
- to constitute and compose the bureau of the General Meeting;
- to participate in the deliberations and to vote on each proposal on the agenda;
- to that end, to sign all items, minutes, attendance lists and other documents, to subdelegate powers and in general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

If no voting intention has been expressed, *the proxy holder shall vote in favour of the resolution*, or in case the proxy holder has deleted the foregoing phrase (“*the proxy holder shall vote in favour of the resolution*”), the proxy holder shall vote in the best interests of the shareholder, based on the deliberations. In case of a potential conflict of interest in the meaning of Article 7:143, §4 of the Code of companies and associations, the proxy holder shall only be allowed to vote when having been provided with specific voting instructions for each agenda item.

In case new items or proposals for resolution are put on the agenda pursuant to Article 7:130 of the Code of companies and associations (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

² Delete as appropriate.

³ Delete as appropriate.



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 following rules will apply:

- the proxies which have been validly notified to the Company before the publication of the revised agenda, remain valid for the agenda items for which they were given.
- in case the revised agenda includes one or more new proposed resolutions for items that were initially mentioned on the agenda, the proxy holder can deviate from the instructions given by the Principal if the execution of such instructions would damage the latter's interests. In that case, the proxy holder must inform the Principal thereof.
- if the revised agenda includes one or more new items (that were not mentioned in the initial agenda), the Principal must indicate in the (initial) proxy form whether or not the proxy holder is authorized to vote on these new items or whether he/she should abstain (by ticking the appropriate box below):
 - the Principal gives instruction to the proxy holder to refrain from voting on the new items and the attendant proposed resolutions that would be included in the agenda of the general meeting;
 - the Principal authorizes the proxy holder to vote on the new items and attendant proposed resolutions that would be included in the agenda of the general meeting, as deemed appropriate, taking into account the Principal's interests.

If the Principal has not ticked either of these boxes or if the Principal has checked both boxes, the proxy holder must abstain from voting on the new agenda items and the attendant proposed resolutions that would be included in the agenda of the general meeting.

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 17 August 2021, with the same agenda, in the event that the required attendance quorum is not reached at the Extraordinary General Meeting of 30 July 2021, and provided that the required formalities to participate and vote are fulfilled in time.

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:

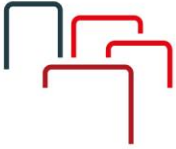
The vote under agenda item 1.2 (b) will only be taken if the preceding agenda item 1.2 (a) is not accepted. If you instruct the proxy holder to accept the proposal under agenda item 1.2 (a) at the General Meeting of the Company, it is recommended that you also give voting instruction to accept the proposal 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: 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 by the shareholders of the Company, 2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend, 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 within the limits set out by the law, 4) 10% of the amount of the capital 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) and to amend article 6.4. of the Articles of Association accordingly.	YES	NO	ABSTAIN
(b) Proposal to authorise the Board of Directors to increase the capital by a maximum amount of: 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 by the shareholders of the Company, 2) 50% of the amount of the capital for capital increases in the framework of the distribution of an optional dividend,	YES	NO	ABSTAIN



<p>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 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.</p>			
<p>2. MODIFICATION OF ARTICLE 23 OF THE ARTICLES OF ASSOCIATION</p>			
<p>Proposal 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.</p>	<p>YES</p>	<p>NO</p>	<p>ABSTAIN</p>
<p>3. SPECIAL POWERS – COORDINATION OF ARTICLES OF ASSOCIATION</p>			
<p>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.</p>	<p>YES</p>	<p>NO</p>	<p>ABSTAIN</p>

Done at _____, on _____ 2021.

For the Principal,

Signed⁴

Name

Name

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