

**PROXY
ORDINARY GENERAL MEETING OF 10 MAY 2022**

(A copy of this) this duly completed, dated and signed proxy form must be received by the Company on **4 May 2022** at the latest,

- by ordinary letter (to rue Belliard/Belliardstraat 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 **4 May 2022** 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:	

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, rue

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.

² Delete as appropriate.

³ Delete as appropriate.



Belliard/Belliardstraat 40 (box11), 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 a 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.)

to whom the Principal grants all powers to represent the latter at the Ordinary General Meeting of shareholders of “AEDIFICA”, to be held at hotel Hilton Brussels Grand Place, Europakruispunt 3 / Carrefour de l'Europe 3, 1000 Brussels, on 10 May 2022 at 15:00 CET, to deliberate on the agenda 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 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 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 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 that 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;



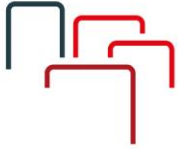
- ☐ the Principal authorizes the proxy holder to vote on the new items and attendant proposed resolutions that would be included in the agenda of the General Meeting, as deemed appropriate, taking into account the Principal's interests.

If the Principal has not ticked either of these boxes or if the Principal has ticked 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.

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

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 2021 and allocation of financial results	YES	NO	ABSTAIN
Approval of the distribution of a gross dividend of EUR 3.40 per share (divided as follows between coupon no. 28: EUR 1.5370 and coupon no. 29: EUR 1.8630)	YES	NO	ABSTAIN
5. Approval of the remuneration report	YES	NO	ABSTAIN
6. Discharge to Mr Serge Wibaut	YES	NO	ABSTAIN
Discharge to Mr Stefaan Gielens	YES	NO	ABSTAIN
Discharge to Ms Ingrid Daerden	YES	NO	ABSTAIN
Discharge to Mr Jean Franken	YES	NO	ABSTAIN
Discharge to Mr Sven Bogaerts	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 Charles-Antoine van Aelst	YES	NO	ABSTAIN
Discharge to Mr Pertti Huuskonen	YES	NO	ABSTAIN
7. Discharge to <i>EY Bedrijfsrevisoren BV/SRL</i> , represented by Mr Joeri Klaykens	YES	NO	ABSTAIN
8. Appointment of:	YES	NO	ABSTAIN
- Ms Henrike Waldburg as non-executive independent director			
- Mr Raoul Thomassen, as executive director	YES	NO	ABSTAIN
Remuneration of Ms Waldburg in the same way as the other non-executive directors within the framework of the remuneration policy. The mandate of the executive director will not be separately remunerated.	YES	NO	ABSTAIN
9. Approval of change of control clauses in the credit agreement with <i>KBC Bank NV/SA</i> of 8 June 2021	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreements with <i>BNP Paribas Fortis NV/SA</i> of 23 June 2021	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreement with <i>Belfius Bank NV/SA</i> of 12 July 2021	YES	NO	ABSTAIN



Approval of change of control clauses in the credit agreement with <i>ING Belgium NV/SA</i> of 15 July 2021	YES	NO	ABSTAIN
Approval of change of control clauses in the credit agreements with <i>ABN AMRO Bank NV/SA</i> of 27 July 2021 and 22 November 2021	YES	NO	ABSTAIN
Approval of the change of control provisions under Condition 6(c) of the terms and conditions of the Sustainable Notes issued by the Company on 9 September 2021	YES	NO	ABSTAIN
10. Approval annual accounts of <i>stamWall BV/SRL</i> for the period from 1 January 2021 until 30 June 2021 (including)	YES	NO	ABSTAIN
Approval annual accounts of <i>Familiehof BV/SRL</i> for the period from 1 January 2021 until 30 June 2021 (including)	YES	NO	ABSTAIN
11. Discharge of the directors <i>stamWall BV/SRL</i> for the period from 1 January 2021 until 30 June 2021 (including), and, insofar as required, from 1 July 2021 until 9 November 2021):			
- Aedifica NV/SA, represented by its permanent representative Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Ingrid Daerden	YES	NO	ABSTAIN
- Mr Sven Bogaerts	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
Discharge of the directors of <i>Familiehof BV/SRL</i> for the period from 1 January 2021 until 30 June 2021 (including), and, insofar as required, from 1 July 2021 until 9 November 2021):			
- Aedifica NV/SA, represented by its permanent representative Mr Stefaan Gielens	YES	NO	ABSTAIN
- Ms Ingrid Daerden	YES	NO	ABSTAIN
- Mr Sven Bogaerts	YES	NO	ABSTAIN
- Mr Charles-Antoine Van Aelst	YES	NO	ABSTAIN
12. Discharge of <i>BST Réviseurs d'Entreprises BV/SRL</i> , represented by Mr Vincent Dumont (statutory auditor <i>stamWall</i> from 1 January 2021 until 30 June 2021 (including), and, insofar as required, from 1 July 2021 until 9 November 2021)	YES	NO	ABSTAIN
Discharge of <i>EY Bedrijfsrevisoren BV/SRL</i> , represented by Mr Joeri Klaykens (statutory auditor <i>Familiehof</i> from 1 January 2021 until 30 June 2021 (including), and, insofar as required, from 1 July 2021 until 9 November 2021)	YES	NO	ABSTAIN
13. Miscellaneous	NO VOTE REQUIRED		

Done in _____, on _____ 2022.

For the Principal,

Signed⁴

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



Name

Name