

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
(the “**Company**”)

AGENDA

**OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD
IN 1040 BRUSSELS AT BELLARDSTRAAT / RUE BELLARD 40 BOX 11
ON 28 JULY 2022 AT 8:30 CET**

**If the quorum is not met, a second Extraordinary General Meeting will be held
on 25 August 2022 following the Ordinary General Meeting starting at 8:30 CET**

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| 1. RENEWAL OF THE AUTHORISED CAPITAL |
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- 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 provide in a new authorisation to be 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.

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 28 July [*or, in case of lack of quorum 25 August*] 2022, 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) 20% of the amount of the capital on the date of the Extraordinary General Meeting of 28 July [*or, in case of lack of quorum 25 August*] 2022, 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 28 July [or, in case of lack of quorum 25 August] 2022, 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 two 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 19 April 2022 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 Board of Directors invites the shareholders to approve this proposal for resolution with the understanding that each of the points 1), 2) and 3) will be voted on separately.

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| 2. SPECIAL POWERS – COORDINATION OF ARTICLES OF ASSOCIATION |
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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.