

AEDIFICA

limited liability company (*naamloze vennootschap / société anonyme*)
public regulated real estate company under Belgian law
(*openbare geregementeerde 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**”)

The shareholders, Directors and Statutory Auditor are invited to attend the Ordinary General Meeting that will be held on **9 May 2023 at 15:00 hours (CEST)** at **hotel Hilton Brussels Grand Place, Europakruispunt 3 / Carrefour de l’Europe 3, 1000 Brussels**. The Ordinary General Meeting has the following agenda:

1. Acknowledgement of the annual report on the statutory and consolidated financial year closed per 31 December 2022

This being merely an acknowledgement, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.

2. Acknowledgement of the report of the Statutory Auditor on the statutory annual accounts closed per 31 December 2022 and of the report of the Statutory Auditor on the consolidated annual accounts closed per 31 December 2022

This being merely an acknowledgement, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.

3. Acknowledgement of the consolidated annual accounts closed per 31 December 2022

This being merely an acknowledgement, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.

4. Acknowledgement and approval of the statutory annual accounts closed per 31 December 2022 and allocation of financial results

Proposal to approve the statutory annual accounts closed per 31 December 2022, including the allocation of the results proposed therein. Accordingly, proposal to distribute to the shareholders a gross dividend of €3.70 per share (divided as follows between coupon no. 30: €1.8145 (already detached on 24 June 2022 after closing of the markets) and coupon no 31: €1.8855 (to be detached pursuant to this general meeting)) with payment date on or around 16 May 2023.

5. Acknowledgement and approval of the remuneration report that constitutes a specific part of the corporate governance statement



Proposal to approve the remuneration report that constitutes a specific part of the corporate governance statement.

6. Discharge to the Company's Directors

Proposal to grant discharge, by means of a separate vote, to each of the Company's (current and former) Directors for the performance of their mandate during the financial year closed per 31 December 2022.

7. Discharge to the Company's Statutory Auditor

Proposal to grant discharge to the Company's Statutory Auditor for the performance of its mandate during the financial year closed per 31 December 2022.

8. Renewal of Director-mandates

8.1. Proposal to, upon proposal of the Nomination and Remuneration Committee, by means of a separate vote, renew the mandate as Director of the following persons with immediate effect:

- Ms Marleen Willekens, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2026;
- Mr Pertti Huuskonen, as non-executive independent Director, until the end of the ordinary general meeting to be held in 2026;
- Mr Luc Plasman, as non-executive independent Director, until the end of the ordinary general meeting to be held in 2026;
- Mr Sven Bogaerts, as executive Director, until the end of the ordinary general meeting to be held in 2026;
- Ms Ingrid Daerden, as executive Director, until the end of the ordinary general meeting to be held in 2026;
- Mr Charles-Antoine van Aelst, as executive Director, until the end of the ordinary general meeting to be held in 2026;

The curriculum vitae of the proposed Directors is available on <https://aedifica.eu/aedifica/corporate-governance/>. In accordance with Article 14, §4, 3rd io 1st section of the Law of 12 May 2014 on regulated real estate companies, the Company has previously notified the FSMA of each of these reappointments.

Given their professional competence (as shown by their curriculum) and contribution to the proper functioning of the Board of Directors and its committees, the Board of Directors proposes to renew the mandate of the aforementioned Directors. In the opinion of the Board of Directors, the aforementioned non-executive directors continue to meet the independence criteria defined by Article 7:87, §1 of the Code of Companies and Associations and Article 3.5 of the Belgian Corporate Governance Code 2020.

8.2. Proposal to remunerate the mandate of Mr Pertti Huuskonen, Mr Luc Plasman and Ms Marleen Willekens in accordance with the remuneration policy. The mandate of Mr Sven Bogaerts, Ms Ingrid Daerden and Mr Charles-Antoine van Aelst as executive Directors will not be separately remunerated.

9. Approval of change of control clauses in the credit agreements and debt instruments binding the Company:

Proposal to, in accordance with Article 7:151 of the Code of Companies and Associations, approve, and ratify if necessary, all provisions, incorporated in the following credit agreements, which provide for a



possible early repayment, and/or an immediate suspension of the use, of the credit in the event of change of control over the Company:

- Credit agreement between the Company and Belfius Bank NV/SA dated 31 March 2022 for a credit amount of €30 million;
- Credit agreements between the Company and KBC Belgium NV/SA dated 7 April 2022 for a credit amount of (i) €40 million and (ii) €35 million;
- Credit agreement between the Company and Intesa Sanpaolo S.p.A., Amsterdam branch, dated 8 June 2022 for a credit amount of €100 million;
- Credit agreement between the Company and ING Belgium NV/SA dated 14 June 2022 for a credit amount of £60 million;
- Credit agreement between the Company and Bank Of China (EUROPE) S.A. dated 1 July 2022 for a credit amount of £50 million;
- Credit agreements between the Company and BNP Paribas Fortis NV/SA dated 6 July 2022 for a credit amount of (i) €30 million and (ii) £50 million;
- Credit agreement between the Company and ABN Amro Bank N.V. dated 28 July 2022 for a credit amount of €50 million;
- Credit agreements between the Company and ING Belgium NV/SA dated 22 November 2022 for a credit amount of (i) €37.5 million and (ii) €12.5 million;
- The Company's guarantees towards the European Investment Bank, in favour of Hoivatilat Oyj (a wholly-owned subsidiary of the Company) for the fulfilment of the latter's payment obligations under the credit agreements it entered into with the European Investment Bank on 21 May 2018 and 20 June 2019 and subsequently and most recently amended on 28 February 2023, for a credit amount of (i) €20 million and (ii) €30 million.
- Credit agreement between the Company and KBC Belgium N.V. dated 30 January 2023 for a credit amount of €40 million.

10. Miscellaneous

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Information for the shareholders

I. Approval of proposed resolutions on the agenda

The proposed resolutions referred to in the agenda can be adopted by ordinary majority of the votes cast at the Meeting, irrespective of the number of securities represented, whereby abstentions are not counted neither in the numerator nor in the denominator.

II. Amendment of the agenda

Shareholders who individually or jointly hold at least 3 % of the capital, have the right to place items on the agenda of the General Meeting and to submit proposed resolutions with respect to the items included or to be included on the agenda. The text of the items to be placed on the agenda and related proposals for decision and/or the text of the additional/alternative proposals for decision have to be received by the Company at the latest on **17 April**



2023, by ordinary letter (to the registered office of the company: Belliardstraat / rue Belliard 40 box 11, 1040 Brussels) or by e-mail (to: shareholders@aedifica.eu).

As the case may be, the Company will publish an amended agenda, an amended proxy form and an amended form for vote by correspondence at the latest on **24 April 2023** on its website.

For more information about the aforementioned rights and how they are exercised, as well as on the impact of amendments to the agenda on proxy forms and votes by correspondence already received, please refer to the Company's website (<https://aedifica.eu/investors/shareholder-information/>).

III. Admission formalities

Shareholders who wish to participate in and vote at the General Meeting of 10 May 2022 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 shares in the 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 **25 April 2023 at midnight (Belgian time)** (the “**registration date**”), the shareholder was in possession of the number of shares for which the shareholder intends to participate in or to be represented at the General Meeting of 9 May 2023. Only individuals who are shareholders on the registration date can participate in, vote or be represented at the General Meeting of 9 May 2023, 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. However, 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 III.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 9 May 2023 or to be represented at that meeting, have to notify their intention at the latest on **3 May 2023** 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), or
- electronically to ABN AMRO Bank N.V./S.A. via 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).

Holders of dematerialised shares must attach the certificate referred to in point III.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. In that case, the authorized



account holders and settlement institutions are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the registration date in an efficient manner.

IV. Participation

1. 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 III. 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). The voting form has to be received by the Company on **3 May 2023** at the latest.

2. Proxy

Each shareholder who has complied with the procedure described above in point III., regarding registration and notification of participation may be represented at the General Meeting by a proxy holder. Except in the cases provided for in Article 7.143 §1, second paragraph of the Belgian Code of Companies and Associations, a shareholder may appoint only one person as proxy. 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/>). (A copy of) the signed proxy form has to be received by the Company on **3 May 2023** 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, an electronic proxy is available to the shareholders who have registered electronically, by using the ABN AMRO platform (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 **3 May 2023** at the latest.

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.

3. Physical presence

Provided that shareholders or proxy holders prove their identity, and representatives of legal persons submit the documents proving their identity and their power of representation, at the latest immediately before the start of the General Meeting, they may participate in person in the General Meeting at the place where the General Meeting takes place. Failing this, participation in the General Meeting may be refused.

Furthermore, the Covid-19 governmental rules applicable on the date of the General Meeting must be respected. Depending on the evolution of the health situation and the applicable governmental 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.

V. (Written) questions

The shareholders can address written questions (i) to the Directors with respect to the reports of the Board of Directors and the items on the agenda of this General Meeting, and (ii) to the Statutory Auditor with respect to the reports of the Statutory Auditor. These questions have to be received by the Company at the latest on **3 May 2023**,



by ordinary letter (to the registered office Belliardstraat / rue Belliard box 11, 1040 Brussels) or by e-mail (to: shareholders@aedifica.eu). More detailed information on this right, and more generally, the shareholders' right to ask questions (during the General Meeting), can be found on the website of the Company, at: <https://aedifica.eu/investors/shareholder-information/>.

VI. 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 (Belliardstraat / rue Belliard 40 box 11, 1040 Brussels) on business days, during normal business hours. This information is also available on <https://aedifica.eu/investors/shareholder-information/> and on the ABN AMRO platform (www.abnamro.com/evoting).

VII. Data Protection

The Company is responsible for processing personal data received from security holders and proxy holders within the framework of the Ordinary 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 Ordinary 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 Ordinary General Meeting, the management of the attendance and voting procedure, and for the analysis of the composition of the participants in the 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.

The Board of Directors.