

**PROXY  
ORDINARY GENERAL MEETING OF 9 MAY 2023**

(A copy of this) this duly completed, dated and signed proxy form must be received by the Company on **3 May 2023** at the latest,

- by ordinary letter (to rue Belliard/Belliardstraat 40 (box 11), 1040 Brussels); or
- by e-mail (to: [shareholders@aedifica.eu](mailto:shareholders@aedifica.eu)).

In addition, Shareholders can also use an electronic proxy by using ABN AMRO's platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) where the shareholder can issue a proxy with voting instructions to the Company. The electronic proxy must be received by ABN AMRO Bank N.V. no later than 3 May 2023.

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 (name and function) <sup>1</sup> :	1.  2.

**Natural person:**

Name and first name:	
Address:	

Owner of \_\_\_\_\_ registered shares (in full property / in usufruct / in bare property)<sup>2</sup> and \_\_\_\_\_ dematerialised shares (in full property / in usufruct / in bare property)<sup>3</sup> of the limited liability company **"AEDIFICA"**, a public regulated real estate company under Belgian law, with office at 1040 Brussels, rue

<sup>1</sup> 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.

<sup>2</sup> Delete as appropriate.

<sup>3</sup> Delete as appropriate.



Belliard/Belliardstraat 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 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 9 May 2023 at 15:00 hours (CEST), to deliberate on the agenda and to vote on the Principal's behalf in accordance with the voting instructions 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.

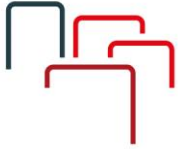
The proxy holder is expressly permitted to:

- 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 instruction has been expressed, *the proxy holder shall vote in favour of the resolution*, or in case the Principal 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 ((for more detailed information in this regard, please refer to the Company's website (<https://aedifica.eu/investors/shareholder-information/>), the Company will make available an updated proxy form on its website no later than 24 April 2023. In such case, the Company strongly recommends using the updated proxy form. If a proxy was provided to the Company with respect to the initial agenda and no updated proxy form in respect of the amended agenda would be received (in time) by the Company, 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):

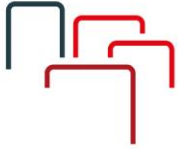


- ☐ the Principal gives instruction to the proxy holder to refrain from voting on the new items and the attendant proposed resolutions that would be included in the agenda of the General Meeting;
- ☐ the Principal authorizes the proxy holder to vote on the new items and attendant proposed resolutions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

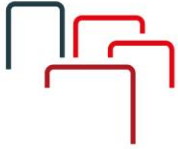
If the Principal has not ticked either of these boxes or if the Principal has ticked both boxes, the proxy holder must abstain from voting on the new agenda items and the attendant proposed resolutions that would be included in the agenda of the General Meeting.

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. Acknowledgement of the annual report	NO VOTE REQUIRED		
2. Acknowledgement of the report of the Statutory Auditor	NO VOTE REQUIRED		
3. Acknowledgement of the consolidated annual accounts	NO VOTE REQUIRED		
4. Acknowledgement and approval of the statutory annual accounts closed per 31 December 2022 and allocation of financial results	YES	NO	ABSTAIN
Approval distribution of a gross dividend of €3,70 per share (divided as follows between coupon no. 30: €1.8145 and coupon no 31: €1.8855).	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. 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	YES	ABSTAIN
Discharge to Mr. Charles-Antoine van Aelst	YES	NO	ABSTAIN
Discharge to Mr. Pertti Huuskonen	YES	NO	ABSTAIN
Discharge to Ms. Henrike Waldburg	YES	NO	ABSTAIN
Discharge to Mr. Raoul Thomassen	YES	NO	ABSTAIN
7. Discharge to EY Bedrijfsrevisoren BV/SRL, represented by Mr. Joeri Klaykens	YES	NO	ABSTAIN
8. Renewal of Director mandates			
8.1 Proposal to renew the mandate as Director of the following persons:			
– Ms Marleen Willekens, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2026;	YES	NO	ABSTAIN
– Mr Pertti Huuskonen, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2026;	YES	NO	ABSTAIN
– Mr Luc Plasman, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2026;	YES	NO	ABSTAIN
– Mr Sven Bogaerts, as executive Director, until the end of the Ordinary General Meeting to be held in 2026;	YES	NO	ABSTAIN



– Ms Ingrid Daerden, as executive Director, until the end of the Ordinary General Meeting to be held in 2026;	YES	NO	ABSTAIN
– Mr Charles-Antoine van Aelst, as executive Director, until the end of the Ordinary General Meeting to be held in 2026.	YES	NO	ABSTAIN
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.	YES	NO	ABSTAIN
9. Approval of change of control clauses in the following credit agreements and debt instruments binding the Company:			
– Credit agreement between the Company and Belfius Bank NV/SA dated 31 March 2022 for a credit amount of €30 million;	YES	NO	ABSTAIN
– 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;	YES	NO	ABSTAIN
– Credit agreement between the Company and Intesa Sanpaolo S.p.A., Amsterdam branch, dated 8 June 2022 for a credit amount of €100 million;	YES	NO	ABSTAIN
– Credit agreement between the Company and ING Belgium NV/SA dated 14 June 2022 for a credit amount of €60 million;	YES	NO	ABSTAIN
– Credit agreement between the Company and Bank Of China (EUROPE) S.A. dated 1 July 2022 for a credit amount of £50 million;	YES	NO	ABSTAIN
– 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;	YES	NO	ABSTAIN
– Credit agreement between the Company and ABN Amro Bank N.V. dated 28 July 2022 for a credit amount of €50 million;	YES	NO	ABSTAIN



– 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;	YES	NO	ABSTAIN
– 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;	YES	NO	ABSTAIN
– Credit agreement between the Company and KBC Belgium N.V. dated 30 January 2023 for a credit amount of €40 million.	YES	NO	ABSTAIN
10. Miscellaneous	NO VOTE REQUIRED		

Done in \_\_\_\_\_, on \_\_\_\_\_ 2023.

*For the Principal,*

Signed<sup>4</sup>

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

Name and first name:..... Name and first name:.....  
Function:..... Function:.....

*If signing on behalf of a legal entity, please indicate the first name, name and position of the natural person(s) and provide documentation showing their authority to represent the legal entity. Failing this, the undersigned declares to Aedifica NV that he/she has full power of attorney to sign this form on behalf of the shareholder.*

<sup>4</sup> Signature to be preceded by the handwritten text “good for proxy”.