



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**”)

The shareholders, Directors and Statutory Auditor are invited to attend (i) the extraordinary general meeting that will be held on **14 May 2024 at 14:45 hours (CEST)** (and in case of lack of quorum, a second extraordinary general meeting will be held at a time and place that will be communicated in due time) (the “**Extraordinary General Meeting**”) and (ii) the ordinary general meeting that will be held on **14 May 2024 at 15:00 hours (CEST)** (the “**Ordinary General Meeting**”) at **hotel Hilton Brussels Grand Place, Europakruispunt 3 / Carrefour de l’Europe 3, 1000 Brussels.**

The Extraordinary General Meeting and the Ordinary General Meeting are hereafter referred to as the “**General Meetings**”.

The Extraordinary General Meeting has the following agenda:

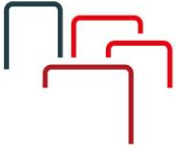
1. RENEWAL OF AUTHORISATION TO ACQUIRE, ACCEPT AS PLEDGE AND ALIENATE OWN SHARES

1.1 Proposal, subject to prior approval of the FSMA, to replace the existing authorisation to acquire, accept as pledge and alienate own shares with a new authorisation to the Board of Directors for a new period of 5 years, and to amend accordingly article 6.2 of the Articles of Association as follows:

“The Company may under the conditions set out in the law, acquire, accept as pledge or alienate its own shares and certificates relating thereto.

The board of directors is authorised, for a period of five years from the publication of the decision of the extraordinary general meeting of [insert: date of the Extraordinary General Meeting that approves the authorisation] to approve this authorisation in the annexes to the Belgian Official Gazette, to acquire and accept as pledge shares of the Company and certificates relating thereto, at a unit price which may not be lower than 75% of the average price of the share during the last thirty days of its listing prior to the date of the transaction, nor higher than 125% of the average price of the share during the last thirty days of its listing prior to the date of the transaction, without the Company being authorised, by virtue of this authorisation, to hold or hold in pledge shares of the Company or certificates relating thereto representing more than 10% of the total number of shares.

To the extent necessary, the board of directors is also explicitly authorised to alienate the Company's own shares and certificates relating thereto to its personnel. In addition, the board of directors is explicitly authorised to alienate the Company's own shares and certificates relating thereto to one or more specific persons other than members of the personnel of the Company or its subsidiaries.



The authorisations under paragraph 2. and paragraph 3. apply to the board of directors of the Company, to the direct and indirect subsidiaries of the Company, and to any third party acting in its own name but on behalf of these companies.”

These proposed authorisations will be granted for a period of five 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 8 June 2020 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 and will be included in the new text of the Articles of Association submitted for approval by the Extraordinary General Meeting.

2. RENEWAL OF THE AUTHORISED CAPITAL

2.1 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 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.

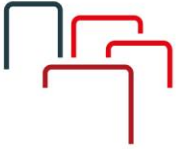
As this agenda item is for information only, no proposed resolution is included.

2.2 Proposal, subject to prior approval of the FSMA, to renew the existing authorisation regarding the authorised capital and to provide in a new authorisation for 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 [*insert: date of the Extraordinary General Meeting that approves the mandate*], 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 [*insert: date of the Extraordinary General Meeting that approves the mandate*], 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 [*insert: date of the Extraordinary General Meeting that approves the mandate*], 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 subscription 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 28 July 2022 will lapse and the proposed authorisations will take their place. For the avoidance of doubt, should the proposed authorisation(s) not be approved, the existing authorisation(s) 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.

3. SPECIAL POWERS – COORDINATION OF ARTICLES OF ASSOCIATION

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.

*
* *

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 2023.
2. Acknowledgement of the report of the Statutory Auditor on the statutory annual accounts closed per 31 December 2023 and of the report of the Statutory Auditor on the consolidated annual accounts closed per 31 December 2023.
3. Acknowledgement of the consolidated annual accounts closed per 31 December 2023.

Agenda items 1-3 being merely an acknowledgement, there is no need for a resolution to be adopted by the Ordinary General Meeting. Consequently, no proposal for a resolution is included in the present convocation on these agenda items.

4. Acknowledgement and approval of the statutory annual accounts closed per 31 December 2023 and allocation of financial results.

Proposal to approve the statutory annual accounts closed per 31 December 2023, including the allocation of the results proposed therein. Accordingly, proposal to distribute to the shareholders a gross dividend of €3.80 per share (divided as follows between coupon no. 33: €1.9156 (already detached on 21 June 2023 after closing of the markets) and coupon no 34: €1.8844 (to be detached pursuant to this Ordinary General Meeting)).



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 2023 (and for one former director for his 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 2023.

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:

- Mr Serge Wibaut, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2027;
- Ms Katrien Kesteloot, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2027;
- Ms Elisabeth May-Roberti, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2027;
- Stefaan Gielens, as executive Director, until the end of the Ordinary General Meeting to be held in 2027.

The curriculum vitae of the proposed Directors is available on <https://aedifica.eu/aedifica/corporate-governance/>.

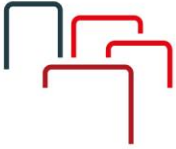
Given their professional competence (as shown by their curriculum) and contribution to the proper functioning of the Board of Directors and its committees, the Board of Directors proposes to renew the mandate of these Directors. The Board of Directors confirms that it has no indication of any element with respect to the aforementioned non-executive Directors that could call into question their independence referred to in article 7:87, §1 of the Belgian Code of Companies and Associations.

- 8.2. Proposal to remunerate the mandate of Mr Serge Wibaut, Ms Katrien Kesteloot and Ms Elisabeth May-Roberti in accordance with the remuneration policy. The mandate of Mr Stefaan Gielens as executive Director will not be separately remunerated.

9. Appointment of a Director.

Proposal to appoint, upon proposal of the Nomination and Remuneration Committee, subject to the approval by the FSMA, with immediate effect, Ms Kari Pitkin, as non-executive independent Director, until the end of the Ordinary General Meeting of 2027.

Ms Pitkin will replace Ms Henrike Waldburg who will resign as a non-executive independent Director with effect from the Ordinary General Meeting.



The Board of Directors confirms that it has no indication of any element with respect to Ms Pitkin that could call into question her independence referred to in article 7:87, §1 of the Belgian Code of Companies and Associations.

The complete curriculum vitae of Ms Pitkin is available on <https://aedifica.eu/investors/shareholder-information/>.

Proposal to remunerate Ms Pitkin in the same way as the other non-executive Directors within the framework of the remuneration policy.

10. Appointment of a new Statutory Auditor and determination of the remuneration

Proposal to appoint, upon proposal of the Audit and Risk Committee, subject to the approval by the FSMA, with immediate effect, Ernst & Young Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL, represented by Christophe Boschmans, with offices located at Kouterveldstraat 7B box 001 at 1831 Diegem, as Statutory Auditor of the Company until the end of the Ordinary General Meeting of 2027 (with regard to financial years 2024, 2025 and 2026).

Proposal to determine the remuneration of the Statutory Auditor at €[.] per year, excluding VAT and expenses, to be indexed annually in view of the evolution of the health index.

11. 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 Belgian 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 30 March 2023 for a credit amount of €60 million;
- Credit agreement between the Company and Société Générale dated 8 June 2023 for a credit amount of €50 million;
- Credit agreement between the Company and BNP Paribas Fortis NV/SA dated 15 June 2023 for a credit amount of €50 million;
- Credit agreement between the Company and ABN Amro Bank NV/SA dated 15 June 2023 for a credit amount of €100 million;
- Credit agreement between the Company and *Banque Européenne du Crédit Mutuel SAS (BECM)* dated 25 July 2023 for a credit amount of €60 million.
- Credit agreements between the Company and ING Belgium NV/SA dated 29 August 2023 for a credit amount of (i) €42,5 million and (ii) €42,5 million;
- Credit agreements between the Company and Triodos Bank NV/SA dated 10 October 2023 for a credit amount of (i) €10 million and (ii) €10 million;
- Credit agreement between Hoivatilat, the Company and OP Corporate Bank dated 5 December 2023 for a credit amount of €100 million;
- Credit agreement between the Company and ABN Amro Bank NV/SA dated 7 December 2023 for a credit amount of €80 million.



12. Approval of the annual accounts of J.R.C.I. NV/SA and Mélot BV/SRL, each absorbed by a transaction assimilated by a merger by the Company on 19 September 2023, with effect from 1 July 2023, for the period from 1 January 2023 until 30 June 2023 (including).

Proposal to approve, by means of a separate vote, the annual accounts of J.R.C.I. NV/SA and Mélot BV/SRL, for the period from 1 January 2023 until 30 June 2023 (including).

13. Discharge of the directors of J.R.C.I. NV/SA and Mélot BV/SRL.

Proposal to grant discharge, by means of a separate vote, to the directors of J.R.C.I. NV/SA and Mélot BV/SRL, for the exercise of their mandate for the period from 1 January 2023 until 30 June 2023 (including), and, insofar as required, from 1 July 2023 until 19 September 2023.

14. Discharge of the Statutory Auditor of J.R.C.I. NV/SA and Mélot BV/SRL.

Proposal to grant discharge, by means of a separate vote, to the Statutory Auditor of J.R.C.I. NV/SA and Mélot BV/SRL, for the exercise of its mandate for the period from 1 January 2023 until 30 June 2023 (including), and, insofar as required, from 1 July 2023 until 19 September 2023.

*
* *

Information for the shareholders

I. Approval of proposed resolutions on the agenda

It is specified that in order to be adopted, the resolutions with respect to the change of the Articles of Association mentioned under items 1 and 2 of the agenda of the Extraordinary General Meeting, require a quorum of at least half of the existing shares, and a majority of at least three quarters of the votes cast, whereby abstentions are not counted neither in the numerator nor in the denominator.

In the event the required quorum is not reached at the Extraordinary General Meeting of 14 May 2024, a second Extraordinary General Meeting will be held at a time and place that will be communicated in due time, with the same agenda. At this second Extraordinary General Meeting, the afore-mentioned proposed resolutions under items 1 and 2 of the agenda may be adopted with a majority of three quarters of the votes cast at the meeting, and the proposed resolution under item 3 of the agenda may be adopted by simple majority, regardless of the number of shares present or represented.

The proposed resolutions referred to in the agenda of the Ordinary General Meeting 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 Meetings 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 **22 April 2024**, 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 and an amended proxy form at the latest on **29 April 2024** 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 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 Meetings 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 **30 April 2024 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 Meetings. Only individuals who are shareholders on the registration date can participate in, vote or be represented at the General Meetings, irrespective of the number of shares in their possession at the day of the General Meetings.

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 Meetings in the share register of the Company, is sufficient. However, if the holders of registered shares wish to participate in the General Meetings 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 Meetings is registered on their account(s) on the registration date.

2. Notification of participation in the General Meetings

Additionally, holders of registered shares and of dematerialised shares who intend to participate in the General Meetings or to be represented at these meetings, have to notify their intention at the latest on **8 May 2024** 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. 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 Meetings 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 **8 May 2024** 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 **8 May 2024** 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.

2. 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 Meetings, they may participate in person in the General Meetings at the place where the General Meetings take place. Failing this, participation in the General Meetings may be refused.

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 these General Meetings, 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 **8 May 2024**, by ordinary letter (to the registered office Belliardstraat / rue Belliard 40 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 Meetings), 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 Meetings 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 General Meetings 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 General Meetings 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 General Meetings, the management of the attendance and voting procedure, and for the analysis of the composition of the participants in the General Meetings. 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.