



**PROXY
ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 14 MAY 2024**

(A copy of) this duly completed, dated and signed proxy form must 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, Shareholders can also use an electronic proxy by using ABN AMRO's platform (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 NV/SA no later than **8 May 2024**.

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) 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,

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.



Belliardstraat / rue Belliard 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 **14 May 2024 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 General Meeting. 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.

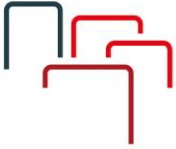
The proxy holder is expressly permitted to:

- 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 7:143, §4 of the Belgian 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 Belgian 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 29 April 2024. 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 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 authorised to vote on these new items or whether he/she should abstain (by ticking the appropriate box below):

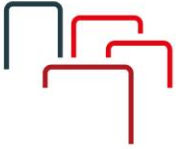


- the Principal gives instruction to the proxy holder to refrain from voting on the new items and the attendant proposed resolutions that would be included in the agenda of the General Meeting;
- the Principal authorises the proxy holder to vote on the new items and attendant proposed resolutions that 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.

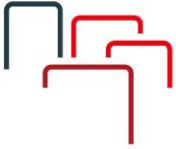
This proxy is also valid for any other General Meeting that might be convened with the same agenda. However, this only applies in so far as the Principal has complied in due time with the required participation and voting formalities for subsequent meetings.

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

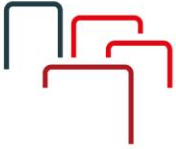


1. Acknowledgement of the annual report.	NO VOTE REQUIRED		
2. Acknowledgement of the report of the Statutory Auditor.	NO VOTE REQUIRED		
3. Acknowledgement of the consolidated annual accounts.	NO VOTE REQUIRED		
4. Acknowledgement and approval of the statutory annual accounts closed per 31 December 2023 and allocation of financial results.	YES	NO	ABSTAIN
Approval distribution of a gross dividend of €3.80 per share (divided as follows between coupon no. 33: €1.9156 and coupon no. 34: €1.8844).	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
Discharge to Mr. Jean Franken (former Director) ⁴ .	YES	NO	ABSTAIN
7. Discharge to EY Bedrijfsrevisoren/ Réviseurs d'Entreprises 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:			
– Mr Serge Wibaut, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2027;	YES	NO	ABSTAIN
– Ms Katrien Kesteloot, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2027;	YES	NO	ABSTAIN
– Ms Elisabeth May-Roberti, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2027;	YES	NO	ABSTAIN

⁴ For the period from 1 January 2022 until 10 May 2022 (including) during which Mr Franken was a Director of the Company and for which the discharge was not yet submitted to the General Meeting.



– Mr Stefaan Gielens, as executive Director, until the end of the Ordinary General Meeting to be held in 2027.	YES	NO	ABSTAIN
8.2 Proposal to remunerate the mandate of Mr Serge Wibaut, Ms Katrien Kesteloot and Ms Elisabeth May-Roberti as non-executive independent Directors in accordance with the remuneration policy. The mandate of Mr Stefaan Gielens as executive Director will not be separately remunerated.	YES	NO	ABSTAIN
9. Appointment of Ms Kari Pitkin as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2027.	YES	NO	ABSTAIN
Proposal to remunerate the mandate of Ms Kari Pitkin as non-executive independent Director in the same way as the other non-executive Directors within the framework of the remuneration policy.	YES	NO	ABSTAIN
10. Appointment of Ernst & Young Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL represented by Mr Christophe Boschmans as Statutory Auditor, until the end of the Ordinary General Meeting of 2027.	YES	NO	ABSTAIN
Determination of the remuneration of the Statutory Auditor at €142,000 per year, excluding VAT and expenses, to be indexed annually in view of the evolution of the health index.	YES	NO	ABSTAIN
11. 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 30 March 2023 for a credit amount of €60 million;	YES	NO	ABSTAIN
– Credit agreement between the Company and Société Générale dated 8 June 2023 for a credit amount of €50 million;	YES	NO	ABSTAIN
– Credit agreement between the Company and BNP Paribas Fortis NV/SA, dated 15 June 2023 for a credit amount of €50 million;	YES	NO	ABSTAIN
– Credit agreement between the Company and ABN Amro Bank NV/SA dated 15 June 2023 for a credit amount of €100 million;	YES	NO	ABSTAIN



– Credit agreement between the Company and <i>Banque Européenne du Crédit Mutuel SAS</i> (BECM) dated 25 July 2023 for a credit amount of €60 million;	YES	NO	ABSTAIN
– 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;	YES	NO	ABSTAIN
– 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;	YES	NO	ABSTAIN
– Credit agreement between Hoivatilat, the Company and OP Corporate Bank dated 5 December 2023 for a credit amount of €100 million;	YES	NO	ABSTAIN
– Credit agreement between the Company and ABN Amro Bank NV/SA dated 7 December 2023 for a credit amount of €80 million.	YES	NO	ABSTAIN
12. Approval annual accounts of J.R.C.I. NV/SA for the period from 1 January 2023 until 30 June 2023 (including).	YES	NO	ABSTAIN
Approval annual accounts of Mélot BV/SRL for the period from 1 January 2023 until 30 June 2023 (including).	YES	NO	ABSTAIN
13. Discharge of the directors J.R.C.I. NV/SA for the period from 1 January 2023 until 30 June 2023 (including), and, insofar as required, from 1 July 2023 until 19 September 2023):			
– 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
– Mr Raoul Thomassen.	YES	NO	ABSTAIN
Discharge of the directors of Mélot BV/SRL for the period from 1 January 2023 until 30 June 2023 (including), and, insofar as required, from 1 July 2023 until 19 September 2023):			
– Aedifica NV/SA, represented by its permanent representative Mr Sven Bogaerts;	YES	NO	ABSTAIN
– Mr Stefaan Gielens;	YES	NO	ABSTAIN
– Ms Ingrid Daerden;	YES	NO	ABSTAIN



- Mr Charles-Antoine Van Aelst;	YES	NO	ABSTAIN
- Mr Raoul Thomassen.	YES	NO	ABSTAIN
14. Discharge of EY Bedrijfsrevisoren/ Réviseurs d'Entreprises BV/SRL, represented by Mr Joeri Klaykens (statutory auditor J.R.C.I. NV/SA) for the period from 1 January 2023 until 30 June 2023 (including), and, insofar as required, from 1 July 2023 until 19 September 2023).	YES	NO	ABSTAIN
Discharge of EY Bedrijfsrevisoren/ Réviseurs d'Entreprises BV/SRL, represented by Mr Joeri Klaykens (statutory auditor Mélot BV/SRL) for the period from 1 January 2023 until 30 June 2023 (including), and, insofar as required, from 1 July 2023 until 19 September 2023).	YES	NO	ABSTAIN

Done at _____, on _____ 2024.

For the Principal,

Signed⁵

(Signature)

(Signature)

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

Name and first name:.....
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/SA that he/she has full power of attorney to sign this form on behalf of the shareholder.

Shareholders who wish to be represented at the Ordinary General Meeting by a proxy holder have to comply with the procedure relating to registration and notification of participation as described in the convocation notice and attach the requested documents as annexes to this form.

⁵ Signature to be preceded by the handwritten text "good for proxy".