



**PROXY  
EXTRAORDINARY 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](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 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**"),

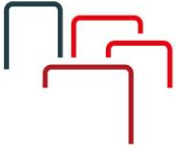
**Legal entity:**

Corporate name and legal form:	
Seat:	
Company number:	
Validly represented by (name and function) <sup>1</sup> :	1.  2.

**Natural person:**

Name and first name:	
Address:	

<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.



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, 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 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 Extraordinary 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 14:45 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 Extraordinary 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 intention 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.

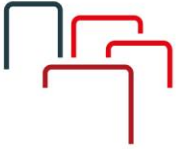
In case new items or proposals for resolution are put on the agenda pursuant to article 7:130 of the Belgian Code of Companies and Associations (for more detailed information in this regard, please refer to the Company’s website (<https://aedifica.eu/investors/shareholder-information/>)), the Company 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.

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

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



- 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 checked 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.

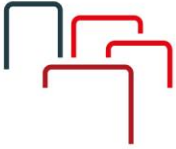
This proxy is also valid for any other General Meeting that might be convened with the same agenda. However, this only applies in so far as the Principal has complied in due time with the required participation and voting formalities for subsequent meetings.

In that context, it is specified that this proxy is therefore also valid for the second Extraordinary General Meeting to be held at a time and place that will be communicated in due time, with the same agenda, in the event that the required attendance quorum is not reached at the Extraordinary General Meeting of 14 May 2024, and provided that the required formalities to participate and vote are fulfilled in time.

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/>).



<b>1. RENEWAL OF AUTHORISATION TO ACQUIRE, ACCEPT AS PLEDGE AND ALIENATE OWN SHARES</b>			
1.1. Proposal 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 article 6.2 of the Articles of Association accordingly.	YES	NO	ABSTAIN
<b>2. RENEWAL OF THE AUTHORISED CAPITAL</b>			
2.1. Acknowledgement of the special report of the Board of Directors established pursuant to article 7:199 of the BCCA.	NO VOTE REQUIRED		
2.2. Renewal of the authorised capital: Proposal to authorise the Board of Directors to increase the capital by a maximum amount as described hereafter and to amend article 6.4 of the Articles of Association accordingly:			
1) 50% of the amount of the capital for <b>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,</b>	YES	NO	ABSTAIN
2) 20% of the amount of the capital for <b>capital increases in the framework of the distribution of an optional dividend,</b>	YES	NO	ABSTAIN
3) 10% of the amount of the capital for <b>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.</b>	YES	NO	ABSTAIN
<b>3. SPECIAL POWERS – COORDINATION OF ARTICLES OF ASSOCIATION</b>			
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.	YES	NO	ABSTAIN



Done at \_\_\_\_\_, on \_\_\_\_\_ 2024.

*For the Principal,*

Signed<sup>4</sup>

\_\_\_\_\_  
(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 Extraordinary 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.*

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