

*Free English translation – for information purposes only*

**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 **12 May 2026 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 **12 May 2026 at 15:00 hours (CEST)** (the “**Ordinary General Meeting**”) at **The Dominican, Léopoldstraat 9, 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. Acknowledgement of the special report of the Board of Directors prepared in accordance with Article 7:199 of the Belgian Companies and Associations Code, relating to the renewal of authorised capital, describing the specific circumstances in which authorised capital may be used and setting the objectives in this regard.  
*As this is simply for information purposes, no proposal for a resolution is included on the agenda.*
2. Subject to prior approval by the FSMA, proposal to renew the existing authorisation concerning the authorised capital and to replace it with the granting of a new authorisation to the Board of Directors in order to, in accordance with the proposal included in the Board of Directors' report and within the limits of the mandatory provisions of applicable company law, increase the Company's capital on the dates and under the conditions it shall determine, in one or more instalments:
  - 2.1 If the capital increase to be carried out relates to a capital increase by cash contribution with the possibility for the Company's shareholders to exercise their preferential subscription rights or irreducible allocation rights (within the meaning of the RREC Regulations), up to a maximum amount of 50% of the amount of capital on the date of the Extraordinary General Meeting;
  - 2.2 If the capital increase to be carried out relates to a capital increase in connection with the distribution of an optional dividend, up to a maximum amount of 20% of the amount of capital on the date of the Extraordinary General Meeting;
  - 2.3 If the capital increase to be carried out relates to (a) a capital increase by contribution in kind, or (b) a capital increase by cash contribution without the possibility for the Company's shareholders to exercise

their preferential subscription rights or irreducible allocation rights (within the meaning of the RREC Regulations), or (c) any other form of capital increase,

- (A) primarily, up to a maximum amount of 20% of the amount of capital on the date of the Extraordinary General Meeting,
- (B) in the event of non-approval of the proposal under 3.(A) by the General Meeting, up to a maximum amount of 10% of the amount of capital on the date of the Extraordinary General Meeting,

it being understood that the capital within the framework of the authorised capital may not be increased by an amount greater than that of the capital on the date of the Extraordinary General Meeting, in other words that the sum of the capital increases carried out pursuant to the proposed authorisation described in sub-items 2.1, 2.2 and 2.3 shall not exceed the amount of capital on the date of the Extraordinary General Meeting.

and therefore decides to amend Article 6.4 of the Articles of Association as follows:

#### 6.4. Authorised capital

*The Board of Directors is authorised, within the limits of the mandatory provisions of applicable company law, to increase the capital on the dates and in accordance with the terms and conditions to be determined by the Board of Directors, on one or more occasions, up to a maximum amount of:*

1. *[to be completed: 50% of the amount of capital on the date of the Extraordinary General Meeting, rounded down to the nearest euro cent] for capital increases through cash contributions, providing for the possibility for the Company's shareholders to exercise their preferential subscription rights or irreducible allocation rights,*
2. *[to be completed: 20% of the amount of capital on the date of the Extraordinary General Meeting, rounded down to the nearest euro cent] for capital increases in connection with the distribution of an optional dividend, and*
3. *[to be completed: 20% or 10% of the amount of capital on the date of the Extraordinary General Meeting, rounded down to the nearest euro cent], for a. capital increases through contributions in kind, b. capital increases through cash contributions without the possibility for the Company's shareholders to exercise their preferential subscription rights or irreducible allocation rights, or c. any other form of capital increase,*  
*it being understood that the capital within the framework of the authorised capital may never be increased by an amount greater than that of the capital on the date of the Extraordinary General Meeting that approved the authorisation (in other words, that the sum of the capital increases within the framework of the proposed authorisations may not exceed the amount of the capital on the date of the Extraordinary General Meeting that approved the authorisation).*

*This authorisation is granted for a renewable period of two years from the date of publication of the minutes of the Extraordinary General Meeting approving the authorisation.*

*In the event of any capital increase, the Board of Directors shall set the price, any issue premium and the terms and conditions of issue of the new securities.*

*Capital increases decided upon by the Board of Directors may be subscribed in cash, in kind or by mixed contribution, or by incorporation of reserves, including retained earnings and issue premiums, as well as all items of equity in the Company's statutory IFRS annual accounts (prepared in accordance with applicable RREC regulations) that may be converted into capital, with or without the creation of new securities. These capital increases may also be carried out through the issue of convertible bonds, subscription rights or bonds redeemable in shares or other securities, which may give rise to the creation of the same securities. The Board of Directors may decide to increase the capital below or above par value, or at par value of existing shares of the same class.*

*Any issue premiums, possibly after deduction of a maximum amount equal to the costs of the increase within the meaning of the applicable IFRS rules, will be recorded in one or more separate accounts in shareholders' equity on the liabilities side of the balance sheet and will be available for distribution. The Board of Directors is free to decide to place any issue premiums, possibly after deduction of a maximum amount equal to the costs of the capital increase within the meaning of the applicable IFRS rules, in an unavailable account, which will constitute, in the same way as the capital, a guarantee for third parties, and which may not be reduced or cancelled in any way other than by a decision of the General Meeting taken in accordance with the procedures required for an amendment to the Articles of Association, with the exception of conversion into capital.*

*In the event of a capital increase accompanied by an issue premium, only the amount credited to the capital shall*

*be deducted from the remaining usable amount of the authorised capital.*

*Without prejudice to the application of mandatory provisions of the relevant company and RREC legislation, the Board of Directors is also authorised to cancel or limit the preferential subscription rights of shareholders, even in favour of one or more specific persons other than members of the staff of the Company or of one of its subsidiaries, provided that, to the extent required by the RREC Legislation, an irreducible allocation right is granted to the existing shareholders when the new securities are allocated.*

*Where applicable, the irreducible allocation right shall comply with the conditions set out in the RREC Legislation and Article 6.3 (a) of the Articles of Association. In any event, it shall not be granted in the cases of cash contributions described in Article 6.3 (a) paragraphs 2 and 3 of the Articles of Association. Capital increases by contribution in kind are carried out in accordance with the conditions prescribed by the RREC Legislation and the conditions set out in Article 6.3 (b) of the Articles of Association. Such contributions may also relate to dividend rights in the context of the distribution of an optional dividend.*

*The Board of Directors has the power to amend the Company's Articles of Association in accordance with the capital increase(s) carried out within the framework of the authorised capital.*

These proposed authorisations will be granted for a period of two years from the publication of the decision of the Extraordinary General Meeting approving the authorisations proposed in the annexes to the Belgian Official Gazette. From that date, the existing authorisations granted by the Extraordinary General Meeting of 14 May 2024 will expire and the proposed authorisations will replace them. For the avoidance of doubt, it is specified that the proposal will only be considered approved if all sub-items 2.1, 2.2 and 2.3 (A), or, as the case may be, B), of the agenda are approved individually, and the new text of Article 6.4 of the Articles of Association is adopted. If the proposed authorisations (for all sub-items 2.1, 2.2 and 2.3 (A), or as the case may be (B)) of the agenda, as well as the new text of Article 6.4 of the Articles of Association) are not approved, the existing authorisations will continue to apply.

The Board of Directors invites shareholders to approve this proposed resolution on the understanding that (i) each sub-item of agenda items 2.1, 2.2 and 2.3 will be voted on separately, and that for sub-item 2.3, the vote on part B) will only take place if part A) is not approved.

3. 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.

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**The Ordinary General Meeting has the following agenda:**

1. Acknowledgement of the annual report on the statutory and consolidated financial year ending 31 December 2025.
2. Acknowledgement of the Statutory Auditor's report on the statutory annual accounts for the year ended 31 December 2025 and the Statutory Auditor's report on the consolidated annual accounts for the year ended 31 December 2025.
3. Acknowledgement of the consolidated annual accounts for the year ended 31 December 2025.

*As items 1 to 3 on the agenda are for information purposes only, they do not require a decision by the Ordinary General Meeting. Consequently, no proposal for a resolution is included in this notice of meeting concerning these items on the agenda.*

4. Acknowledgement and approval of the statutory annual accounts for the year ended 31 December 2025 and allocation of the result

Proposal to approve the statutory annual accounts for the year ended 31 December 2025, including the proposed appropriation of the results. Consequently, proposal to distribute to the shareholders a gross dividend of €4.00 per share (represented by coupon no. 36 - to be detached following this Ordinary General Meeting).

5. Acknowledgement and approval of the remuneration report, which forms a specific section of the corporate governance statement.

Proposal to approve the remuneration report, which forms a specific section of the corporate governance statement.

6. Discharge of the Company's directors.

Proposal to grant discharge, by separate vote, to each of the Company's Directors (current and former) for the performance of their mandate for the financial year ending 31 December 2025.

7. Discharge of the Company's Statutory Auditor.

Proposal to grant discharge to the Statutory Auditor for the performance of its mandate during the financial year ending 31 December 2025.

8. Renewal of the term of office of a Director

8.1 Proposal to renew, on the recommendation of the Nomination and Remuneration Committee, with immediate effect, the term of office of Ms Marleen Willekens as an independent non-executive Director until the end of the Ordinary General Meeting to be held in 2029. Ms Willekens' curriculum vitae is available at <https://aedifica.eu/aedifica/corporate-governance>.

In view of her professional competence (as reflected in her curriculum vitae) and her contribution to the smooth functioning of the Board of Directors and its Committees, the Board of Directors proposes to renew this Director's mandate. The Board of Directors confirms that it is not aware of any circumstances that could call into question the independence within the meaning of Article 7:87, §1 of the Companies and Associations Code.

The FSMA has approved the reappointment on 9 March 2026.

8.2 Proposal to remunerate Ms Willekens for her mandate as Director in accordance with the remuneration policy.

9. Ratification of the co-optation and appointment of new independent Directors

9.1 Proposal to ratify the co-optation of the following persons as non-executive independent Directors for the period from 10 March 2026 to the date of this Ordinary General Meeting:

- i. Mr Jean Hilgers;
- ii. Mr Xavier de Walque;
- iii. Ms Nathalie Charles;
- iv. Ms Ann Caluwaerts;
- v. Ms Mirjam van Velthuisen-Lormans.

9.2 Proposal to appoint the following persons as non-executive independent Directors until the end of the ordinary general meeting to be held in 2029:

- i. Mr Jean Hilgers;
- ii. Mr Xavier de Walque;
- iii. Ms Nathalie Charles;
- iv. Ms Ann Caluwaerts;
- v. Ms Mirjam van Velthuisen-Lormans.

The CVs of the proposed Directors are available at <https://aedifica.eu/aedifica/corporate-governance/>.

In view of their professional competence (as reflected in their respective CVs), the Board of Directors proposes to appoint these Directors. The Board of Directors confirms that it is not aware of any circumstances that could call into question the independence within the meaning of Article 7:87, §1 of the Belgian Companies and Associations Code.

The FSMA has approved the (re)appointments on 9 March 2026.

9.3 Proposal to remunerate Mr Hilgers, Mr de Walque, Ms Charles, Ms Caluwaerts and Ms van Velthuisen-Lormans for their services as directors in the same manner as the other independent non-executive directors under the remuneration policy.

10. Approval of the change of control clauses contained in the credit agreements and debt instruments binding on the Company

Proposal to approve and, where necessary, ratify, by separate vote and in accordance with Article 7:151 of the Belgian Companies and Associations Code, all provisions included in the following credit agreements, which stipulate a possible early repayment and/or immediate suspension of credit use in the event of a change of control of the Company:

- i. Credit agreement between the Company and BNP Paribas Fortis SA/NV dated 11 June 2025 for a credit amount of €30 million;
- ii. Credit agreement between the Company and Caisse d'Épargne Hauts de France dated 27 June 2025 for a credit amount of €50 million;
- iii. Credit agreement between Hoivatilat (the borrower), the Company (the guarantor) and OP Corporate Bank dated 27 June 2025 for a credit amount of €80 million;
- iv. Credit agreement between the Company and Société Générale dated 12 August 2025 for a credit amount of €50 million;
- v. Credit agreement between the Company and BNP Paribas Fortis SA/NV dated 14 November 2025 for a credit amount of €15 million;
- vi. Credit agreement between the Company and Belfius Bank SA/NV dated 18 November 2025 for a credit amount of €50 million;

- vii. Credit agreement between the Company and ING Belgium SA/NV dated 1 December 2025 for a credit amount of €40 million;
  - viii. Credit agreement between the Company and JP Morgan SE dated 10 December 2025 for a credit amount of €100 million;
  - ix. Credit agreement between the Company and Citibank Europe PLC dated 30 January 2026 for a credit amount of €150 million.
11. Approval of the accounts of RF-INVEST SA, a company absorbed by a transaction equivalent to a merger by absorption by the Company on 11 December 2025, with effect from 19 December 2025 for the period from 1 January 2025 to 30 June 2025 (inclusive)
- Proposal to approve the annual accounts of RF-INVEST SA for the period from 1 January 2025 to 30 June 2025 (inclusive).
12. Discharge of the directors of RF-INVEST SA
- Proposal to grant discharge, by separate vote, to the Directors of RF-INVEST SA for the performance of their mandate during the period from 1 January 2025 to 30 June 2025 (inclusive) and, where applicable, from 1 July 2025 to 19 December 2025.
13. Discharge to the auditor of RF-INVEST SA
- Proposal to grant discharge to the Statutory Auditor of RF-INVEST SA for the performance of its mandate during the period from 1 January 2025 to 30 June 2025 (inclusive) and, if necessary, from 1 July 2025 to 19 December 2025.

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## 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 in 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 12 May 2026, 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 proposed resolutions under item 2 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 **20 April 2026**, 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](mailto:shareholders@aedifica.eu)).

As the case may be, the Company will publish an amended agenda and an amended proxy form at the latest on 27 April 2026 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 **28 April 2026 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 **6 May 2026** 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](mailto:shareholders@aedifica.eu)), or
- electronically to ABN AMRO Bank N.V./S.A. via [www.abnamro.com/evoting](http://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](http://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](http://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 **6 May 2026** 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, an electronic proxy is available to the shareholders who have registered electronically, by using the ABN AMRO platform ([www.abnamro.com/evoting](http://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 **6 May 2026** 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 **6 May 2026**, by ordinary letter (to the registered office Belliardstraat / rue Belliard 40 box 11, 1040 Brussels) or by e-mail (to: [shareholders@aedifica.eu](mailto: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](http://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](mailto:dataprotection@aedifica.eu).

The Board of Directors.