

AEDIFICA NV/SA
PUBLIC REGULATED REAL ESTATE COMPANY UNDER
BELGIAN LAW

BELLIARDSTRAAT / RUE BELLIARD 40 BOX 11
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CONVOCATION TO THE EXTRAORDINARY GENERAL MEETING – 12 JUNE 2026

DISCLAIMER

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By voting in favour of the Merger you acknowledge and agree that you are aware that the New Shares issuable to you (a) have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States and are being offered and sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, (b) will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act, and (c) in the future may not be offered or sold, directly or indirectly, in the United States, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offering of the New Shares in the United States and the New Shares have not been and will not be listed on a U.S. securities exchange or quoted on any inter-dealer quotation system in the United States and Aedifica does not intend to take any action to facilitate a market for the New Shares in the United States.

The Board of Directors of the Company has the honour to invite the shareholders to participate to the Extraordinary General Meeting of the Shareholders of the Company that will be held on 12 June 2026 at 9:30 CEST in the registered offices of the Company at 1040 Brussels, Belliardstraat / rue Belliard 40 box 11 (the "EGM").

The EGM will only be able to validly deliberate on the agenda and the proposed resolutions if at least half of the share capital is present or represented at this meeting. If this attendance quorum is not met, a new extraordinary general meeting of shareholders will be convened to take place on 30 June 2026 at the place and in the way indicated in the convocation, with the same agenda and proposed resolutions. This second extraordinary general meeting of shareholders shall be validly constituted and able to deliberate and resolve regardless of the proportion of the capital present or represented at that meeting.

AGENDA EXTRAORDINARY GENERAL MEETING

1. ACKNOWLEDGEMENT OF DOCUMENTS AND REPORTS
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Acknowledgement and discussion of:

- 1.1. The joint merger proposition of 28 April 2026 concerning the merger by acquisition of Cofinimmo NV/SA, a public limited company with the status of a public regulated real estate company under

Belgian law, with its registered office at Tervurenlaan 270, 1150 Brussels and registered in the Crossroads Bank for Enterprises under number 0426.184.049 (RLE Brussels) ("**Cofinimmo**"), by the Company (the "**Merger**"), prepared by the management bodies of the companies concerned in accordance with Articles 12:2 *juncto* 12:24 of the Belgian Code of Companies and Associations (the "**BCCA**"), and filed with the registry of the Brussels Commercial Court:

- a. as for Cofinimmo, on 30 April 2026 and published in the annexes of the Belgian Official Gazette of 11 May 2026; and
- b. as for Aedifica, on 30 April 2026 and published in the annexes of the Belgian Official Gazette of 11 May 2026;

the "**Merger Proposal**"

- 1.2. The report prepared by the Board of Directors of Aedifica in accordance with Article 12:25 BCCA (the "**Board of Directors' Report**").
- 1.3. The report prepared by Aedifica's Statutory Auditor in accordance with Article 12:26 BCCA ("**Auditor's Report**").

As this is for information purposes only, no proposed resolution has been included.

2. NOTICE OF A SIGNIFICANT CHANGE IN THE COMPANY'S ASSETS AND LIABILITIES

Notice of any significant changes that have occurred in the assets and liabilities of the Company's capital between the date of the Merger Proposal and the date of the Extraordinary General Meeting, in accordance with Article 12:27 BCCA.

As this is for information purposes only, no proposed resolution has been included.

3. MERGER DECISION

Proposed decision:

The general meeting decides to approve the Merger Proposal and, consequently, to give its consent to the Merger, whereby, in particular, as further set out and detailed in the Merger Proposal:

- Acknowledgment is taken of the description of the assets transferred, as set out in the Merger Proposal
- the Exchange Ratio is determined on one (1) old share of Cofinimmo in exchange for 1.1784 new shares of Aedifica (the "**Merger Exchange Ratio**" and "**New Shares**");
- the Issue Price per New Share is determined on EUR 73.05 (rounded to two decimal places for readability) (the "**Merger Issue Price**");
- taking into account the aforementioned Merger Exchange Ratio and the Merger Issue Price, the contribution Value of one Cofinimmo share is thus determined at EUR 86.08 (rounded to two decimal places for readability) (the "**Merger Contribution Value**");
- the fractions of New Shares that, based on the Merger Exchange Ratio, in the context of the Merger are due to certain Cofinimmo Shareholders (i.e., Cofinimmo Shareholders who, in exchange for their Cofinimmo Shares, are entitled to a number of New Shares that does not consist solely of a natural number and therefore partly consists of a fraction of a New Share ("**Fractions of New Shares**"), will not be delivered as such to the Cofinimmo Shareholder concerned but will instead, to the extent possible, be bundled into whole New Shares and thereafter, in the name and on behalf of each such Cofinimmo Shareholder in accordance with the terms and procedures set out in the Merger Proposal, be sold via a BNP Dribbling Out or an FI Dribbling Out (as both defined in the Merger Proposal) and the BNP Proceeds or FI Proceeds (as both defined in the Merger Proposal) to be delivered to the relevant Cofinimmo Shareholders per Fraction of New Share;

pursuant to which Aedifica acquires the entire assets of Cofinimmo, without exception or reservations under general title, by way of a merger by acquisition, as follows:

- taking legal effect on 1 July 2026 at 00:00 Belgian time (i.e. the start of the day), as set out in the Merger Proposal (the “**Effective Date**”) and subject to the condition precedent that the Merger takes effect. If the general meeting were to be convened (again) on a different date, were to meet and resolve to proceed with the Merger, the Board of Directors will propose the Effective Date in the relevant notice convening that EGM; and
- The Merger shall take effect, irrespective of the final date on which the EGM resolves to approve the Merger and the final Effective Date, for accounting and tax purposes, on 1 July 2026 at 00:00 Belgian time. If this date differs from the Effective Date, transactions carried out by Cofinimmo in the period prior to the Effective Date will consequently be regarded as having been carried out, for accounting and tax purposes, in the name and on behalf of Aedifica.

4. CAPITAL INCREASE

Proposed decision:

1.1. The EGM therefore determines that:

- a. as compensation for the assets of Cofinimmo transferred to Aedifica through the Merger, in total 9,162,060 New Shares are to be issued, the number of which is calculated by taking all currently relevant Cofinimmo Shares (as defined in the Merger Proposal), namely 7,775,000, to be multiplied by the Merger Exchange Ratio (as set out in agenda item 3).
- b. taking into account the number of New Shares to be issued pursuant to the Merger and the Merger issue price (as set out in agenda item 3), the total Issue Price pursuant to the Merger amounts to, rounded down to the nearest euro cent, six hundred and sixty-nine million, two hundred and eighty-one thousand, four hundred and seventeen euros and fifty-four euro cents (€ 669,281,417.54); and
- c. as a result of the Merger, the 9,162,060 New Shares have been paid up in full.

1.2. The EGM therefore decides:

- a. to increase the Company’s capital by EUR 241.766.458,49 (the “**Capital Increase**”), being the 9.162.060 New Shares multiplied by the (exact) fractional value of the existing shares (i.e., for reasons of readability, rounded to EUR 26.39 per share), with the result of this calculation then being rounded up to the nearest euro cent, to bring it from two billion two hundred and two million six hundred and two thousand six hundred and sixty-nine euros and nine cents (EUR 2,202,602,669.09) to two billion four hundred and forty-four million three hundred and sixty-nine thousand one hundred and twenty-seven euros and fifty-eight euro cents (EUR 2,444,369,127.58), through the issue of 9,162,060 New Shares
- b. that the difference between the total Issue Price of six hundred and sixty-nine million, two hundred and eighty-one thousand, four hundred and seventeen euros and fifty-four euro cents (EUR 669,281,417.54) and the amount of the Capital Increase, being two hundred and forty-one million seven hundred and sixty-six thousand four hundred and fifty-eight euros and forty-nine cents (EUR 241,766,458.49), being four hundred and twenty-seven million five hundred and fourteen thousand nine hundred and fifty-nine euros and five euro cents (EUR 427,514,959.05), will be recorded as an available issue premium in one or more separate accounts “Available Issue Premiums”, under equity on the liabilities side of the Company's balance sheet;
- c. that the capital value of all (new and existing) shares of the Company upon the issue of the New Shares will be equalized; and
- d. that the New Shares:
 - i. will have the same rights benefits and ISIN code (BE0003851681) as the existing Aedifica shares;
 - ii. will participate in the Company's results from January 1, 2026;

- iii. will be issued with coupon no. 37 and following attached on the Effective Date; and
- iv. under the responsibility of Aedifica's Board of Directors, will be allocated to the relevant Cofinimmo Shareholders on the Effective Date (as defined in the Merger Proposal) in accordance with the Merger Exchange Ratio and subject to the Dribbling Out relating to Fractions of New Shares, as set out in agenda item 3 and explained in the Merger Proposal.

5. AMENDMENT TO THE ARTICLES OF ASSOCIATION

Proposed decision:

The EGM decides to amend the Company's Articles of Association as follows as from the date on which the Merger takes effect, at the earliest from the Effective Date, in both the Dutch and French versions:

In Article 6 – Capital, replacement of the current text of the first and second sentences of Article 6.1 – Subscribed and paid-up capital, by the following text:

In the Dutch version:

“Het kapitaal is vastgesteld op twee miljard vierhonderdvierventig miljoen driehonderdnevenenzestigduizend honderdzevenentwintig euro en achtenvijftig eurocent (€ 2.444.369.127,58). Het is vertegenwoordigd door tweeënnegentig miljoen zeshonderdtweëndertigduizend zeshonderdvier (92.632.604) aandelen zonder vermelding van nominale waarde, die ieder één/tweeënnegentig miljoen zeshonderdtweëndertigduizend zeshonderdvierde (92.632.604^{de}) van het kapitaal vertegenwoordigen.”

In the French version:

“Le capital est fixé à deux milliards quatre cent quarante-quatre millions trois cent soixante-neuf mille cent vingt-sept euros et cinquante-huit centimes d'euro (€ 2.444.369.127,58) représenté par quatre-vingt-douze millions six cent trente-deux mille six cent quatre (92.632.604) actions sans désignation de valeur nominale représentant chacune un/quatre-vingt-douze millions six cent trente-deux mille six cent quatrième (92.632.604^{ième}) du capital.”

6. REMUNERATION OF THE STATUTORY AUDITOR

Proposed decision:

The EGM resolves, on the recommendation of the Audit and Risk Committee and subject to the approval of the preceding agenda items,

- (i) to increase the Statutory Auditor's remuneration to EUR 229,500 per annum, taking into account the increased workload resulting from the merger, excluding VAT and costs; and
- (ii) to approve a one-off fee for the Statutory Auditor in connection with the integration of Cofinimmo NV, estimated at EUR 94.500, excluding VAT and costs.

7. POWERS

Proposed decision:

The EGM decides to confer all powers upon any two directors of the Company, whether current or future, acting jointly and with the right of subrogation, in order to carry out all necessary or useful acts to ensure the implementation, in all its aspects, of the resolution adopted under agenda items 3, 4, 5 and 6 (i.e., for the sake of clarity, including the necessary acts to be taken in the context of the BNP Dribbling Out).

The EGM decides to confer all the necessary powers to notary office Actalys, the acting notary public Catherine Gillardin and/or its employees, in view of the filing and publication of the deed, the coordination of the Articles of Association in accordance with the adopted resolutions as well as carrying out all the formalities required in connection with the decisions taken, with the option to delegate.

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.

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 21 May 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).

As the case may be, the Company will publish an amended agenda and an amended proxy form at the latest on 28 May 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/exchange-offer/>).

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 29 May 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 Extraordinary General Meeting. Only individuals who are shareholders on the registration date can participate in, vote or be represented at the Extraordinary General Meeting, irrespective of the number of shares in their possession at the day of the Extraordinary General Meeting.

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 Extraordinary General Meeting in the share register of the Company, is sufficient. However, if the holders of registered shares wish to participate in the Extraordinary General Meeting 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 Extraordinary General Meeting

Additionally, holders of registered shares and of dematerialised shares who intend to participate in the Extraordinary General Meeting or to be represented at these meetings, have to notify their intention at the latest on 6 June 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), 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 Extraordinary 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/exchange-offer/>). (A copy of) the signed proxy form has to be received by the Company on 6 June 2026 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 6 June 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 Extraordinary General Meeting, they may participate in person in the Extraordinary General Meeting at the place where the Extraordinary General Meeting takes place. Failing this, participation in the Extraordinary General Meeting 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 June 2026, 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 Extraordinary General Meeting), can be found on the website of the Company, at <https://aedifica.eu/exchange-offer>.

VI. AVAILABILITY OF DOCUMENTS

All documents with respect to the Extraordinary General Meeting that are required by law to be made available to the shareholders, are:

- The Merger Proposal;
- The Report of the Board of Directors;
- The Statutory Auditor's Report;
- The financial statements for the last three financial years of each of the companies involved in the merger;
- The reports of the Board of Directors and the Statutory Auditor's reports for the last three fiscal years;

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/exchange-offer/> and on the ABN AMRO platform (www.abnamro.com/evoting).

Given that the reports pursuant to article 12:25 BCCA as well as the reports pursuant to article 12:26 BCCA were prepared, articles 7:179 and 7:197 BCCA are not applicable, meaning that no separate reports needed to be prepared under these provisions. Similarly, no interim figures need to be prepared, as the Merger Proposal was drawn up no more than six months after the end of the financial year to which the latest financial statements relate for each of the companies.

VII. DATA PROTECTION

The Company is responsible for processing personal data received from security holders and proxy holders within the framework of the EGM 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 EGM 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 EGM, 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.