

**PROXY  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11 JULY 2025**

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THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER, OR ANY SOLICITATION OF ANY OFFER, TO BUY OR SUBSCRIBE FOR ANY SECURITIES IN AEDIFICA OR COFINIMMO.

ANY OFFER WILL BE MADE ONLY IN COMPLIANCE WITH THE BELGIAN TAKEOVER ACT AND THE BELGIAN TAKEOVER DECREE (EACH AS DEFINED HEREIN), AND BY MEANS OF A PROSPECTUS TO BE APPROVED BY THE FSMA PURSUANT TO THE TAKEOVER DECREE AND SUBJECT TO THE TERMS AND CONDITIONS TO BE SET OUT THEREIN.

(A copy of) this duly completed, dated and signed proxy form must be received by the Company on **5 July 2025** 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 may also use an electronic proxy 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. The electronic proxy has to be received by ABN AMRO Bank N.V./S.A. on **5 July 2025** at the latest.

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 <sup>1</sup> :	1.

<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.



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**Natural person:**

Name and first name:	
Address:	

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 The Dominican, Leopoldstraat 9, 1000 Brussels, Belgium, on **11 July 2025 at 9.00 CET** and to vote on the Principal’s behalf in accordance with the voting intentions 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 meeting. In the absence thereof, the undersigned declares and certifies to Aedifica NV 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

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

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



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 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/transactions-2025/>), the Company will make available an updated proxy form on its website no later than 26 June 2025. 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 which 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 authorized 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 authorizes 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.

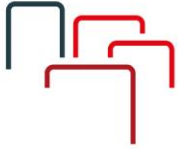
If the Principal has not ticked either of these boxes or if the Principal has checked both boxes, the proxy holder must abstain from voting on the new agenda items and the attendant proposed resolutions that would be included in the agenda of the General Meeting.

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.

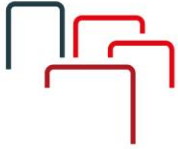
In that context, it is specified that this proxy is therefore also valid for the second extraordinary General Meeting to be held on 28 July 2025 at 09.00 CET, with the same agenda, in the event that the required attendance quorum is not reached at the Extraordinary General Meeting of 11 July 2025, and 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/transactions-2025/>). (Please circle your choice):

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1. Acknowledgment and discussion of the reports pursuant to articles 7 :179 and 7 :197 of the Belgian Companies and Associations Code and article 26 of the law of 12 May 2014 on regulated real estate companies.	NO VOTE REQUIRED		
2. Approval to increase the capital in the framework of the voluntary and conditional public exchange offer through contribution in kind of shares of the Company Cofinimmo SA, according to the modalities set out in the proposal of resolution.	YES	NO	ABSTAIN
3. Approval to grant all powers to any two Directors of the Company, present or future, acting together and with the right of substitution, in order to perform all necessary or useful actions to ensure the execution, in all its aspects, of the decision taken under agenda item 2, including the power to amend or complete it without the possibility of deviating therefrom, including those set out in the proposal of resolution.	YES	NO	ABSTAIN
4. Approval to amend the Articles of Association in accordance with the terms and conditions set out in the proposal of resolution.	YES	NO	ABSTAIN
5. Approval to grant all powers to <ul style="list-style-type: none"> <li>- any two Directors of the Company, present or future, acting together and with the right of substitution, in order to perform all necessary or useful acts to ensure the implementation, in all its aspects, of the resolutions passed under agenda items 2, 3 and 4; and</li> <li>- notary Catherine Gillardin for the submission and publication of this document, the coordination of the Articles of Association following the resolutions passed as well as the fulfillment of all formalities to be carried out in the context of the resolutions passed, with possibility of delegation.</li> </ul>	YES	NO	ABSTAIN



Done at \_\_\_\_\_, on \_\_\_\_\_ 2025.

*For the Principal,*

Signed<sup>4</sup>

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

### **IMPORTANT NOTICE**

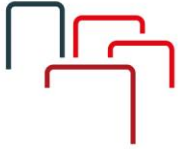
This document and the information it contains are provided to you in accordance with the requirements of Belgian law and only in your capacity as a shareholder of Aedifica for the purpose of exercising your voting rights in Aedifica and in no other capacity, and may not be used or relied upon for any other purpose or for any other decision, including an investment decision to acquire, buy, subscribe for, sell or exchange securities (or any offer or solicitation of an offer to do so).

This document does not constitute an offer to acquire, buy, subscribe for, sell or exchange securities (or the solicitation of an offer to acquire, buy, subscribe for, sell or exchange securities) in or from the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, South Africa, the United Kingdom or any other jurisdiction where it would constitute a violation of the laws of such jurisdiction, and no such offer (or solicitation) may be made in any such jurisdiction. Any failure to comply with this restriction may constitute a violation of US, Australian, Canadian, Hong Kong, Japanese, South African, Swiss, UK, New Zealand or other applicable securities law. Any persons reading this announcement should inform themselves of and observe any such restrictions.

The securities discussed herein have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state of the United States, and may not be offered, sold or delivered, directly or indirectly, in or into the United States without registration, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable state and other securities laws of the United States. There will be no public offering of securities in the United States.

In the United Kingdom, this document is being communicated only to persons who are (i) existing members or creditors of Aedifica or other persons falling within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"), or (ii) any other person to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended) may otherwise lawfully be communicated or caused to be communicated.

<sup>4</sup> Signature to be preceded by the handwritten text "*good for proxy*".



This document and the information contained herein are intended solely for the recipient of this document and the publication, distribution, transmission, forwarding or transmission of this document or the information contained herein to any other person may violate the US Securities Act or other applicable laws.

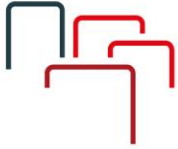
The Exchange Offer (as defined and as further described herein), if and when made, will be made for all of the issued and outstanding shares of Cofinimmo, which is a public regulated real estate company in the form of a public limited liability company under Belgian law, and will be subject to Belgian disclosure and procedural requirements. The Exchange Offer will be made to Cofinimmo shareholders in the United States in compliance with the applicable US tender offer rules under the US Securities Exchange Act of 1934, as amended (the “US Exchange Act”), and otherwise in accordance with the requirements of Belgian law. Accordingly, the Exchange Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the proposed timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer law and practice. The financial information included in this document or to be included in the prospectus for the Exchange Offer has been prepared in accordance with (EU) IFRS, and will not have been prepared in accordance with US GAAP, or derived therefrom, and may therefore differ from, and not be comparable with, financial information of US companies.

Aedifica and Cofinimmo and their respective affiliates or brokers (acting as agents for Aedifica, Cofinimmo or their affiliates, as applicable) may from time to time, and other than pursuant to the Exchange Offer, directly or indirectly, purchase, or arrange to purchase outside the United States, shares in Cofinimmo or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Exchange Offer remains open for acceptance, to the extent permitted by, and in compliance with, Rule 14e-5 under the US Exchange Act. Any such purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent required in Belgium, any information about such purchases will be made public in Belgium in the manner required by Belgian law. To the extent information about such purchases or arrangements to purchase is made public in Belgium, such information will be disclosed by means of a press release or other means reasonably calculated to inform persons in the United States of such information. In addition, affiliates of the financial adviser to Aedifica may engage in ordinary course trading activities in securities of Cofinimmo, which may include purchases or arrangements to purchase such securities.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved of the Exchange Offer, passed upon the merits or fairness of the Exchange Offer, or determined if this document, the prospectus or other Exchange Offer documents are accurate or complete. Any representation to the contrary is a criminal offence in the United States.

The Exchange Offer, if consummated, may have consequences under US federal income tax and applicable US state and local, as well as non-US, tax laws for Cofinimmo shareholders. Each Cofinimmo shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Exchange Offer.

It may not be possible for Cofinimmo shareholders in the United States to effect service of process within the United States upon Aedifica, Cofinimmo, or their respective officers or directors, some or all of which may reside outside the United States, or to enforce against any of them judgments of the United States courts predicated upon the civil liability provisions of the federal securities laws of the United States or other US law. It may not be possible to bring an action against Aedifica, Cofinimmo, or their respective officers or directors (as applicable), in a non-US court for violations of US law, including the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court’s judgement. In addition, it may be difficult to enforce



in Belgium original actions, or actions for the enforcement of judgments of US courts, based on the civil liability provisions of the US federal securities laws.

The securities mentioned herein may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("**FinSA**") (unless in circumstances falling within article 36 of the FinSA), and no application has been made or will be made to admit the securities to trading on any trading venue (i.e., exchange or multilateral trading facility) in Switzerland. Neither this document nor the prospectus or any other offering or marketing material relating to the Exchange Offer or the securities constitutes a prospectus within the meaning of the FinSA, and neither this document nor the prospectus or any other offering or marketing material relating to the Exchange Offer or the securities may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor the prospectus or any other offering or marketing material relating to the Exchange Offer or the securities has been or will be filed with or approved by any Swiss regulatory authority. In particular, the prospectus will not be reviewed or approved by a Swiss reviewing body (*Prüfstelle*) pursuant to article 51 of the FinSA and does not comply with the disclosure requirements applicable to a prospectus within the meaning of article 35 of the FinSA.