

PROXY

The undersigned :

----- [name],

resident at -----

----- [adress],

[OR]

----- [name],

----- [legal form],

with office at -----

----- [adress],

registererd under number -----

[trade register],

lawfully represented by:

----- [name and quality],

And

----- [name and quality],

holder of ----- [number] shares of SA Wereldhave

Belgium, regulated real estate company under Belgian Law, having its seat located at 1800 Vilvoorde,

Medialaan 30, b6 (Belgium), registered in the bank crossroad of enterprises (trade register) under the

number 0412.597.022,

hereby appoints:

----- [name],

residing at -----

----- [adress],

[OR]

----- [name],

----- [legal form],

with office at -----

----- [adress],

registered in the bank crossroad of enterprises under the number -----

[trade register],

lawfully represented by:

----- [name and quality],

and

----- [name and quality],

as my proxy authorised to represent me at the Ordinary and Extraordinary General Assembly of Wereldhave Belgium SA, that is convened on Wednesday April 9, 2024 at 11:00 at Medialaan 32, 1800 Vilvoorde in order to deliberate on the agenda and participate to all deliberations and to vote on my behalf on all items of the agenda.

Agenda :

ORDINARY GENERAL ASSEMBLY

1. Review of the Annual Report of the Board of Directors on the financial year ending on 31 December 2024 and on the consolidated annual accounts 2024.
2. Review of the report of the Company's Auditor on the statutory annual accounts 2024 and on the consolidated annual accounts 2024.
3. Discussion and approval of the remuneration report 2024 as part of the corporate governance statement, as included in the annual report of the Board of Directors on the financial year ending on 31 December 2024.
Proposed resolution: approval of the remuneration report 2024 as a section of the corporate governance statement as included in the financial report of the Board of Directors on the financial year ended 31 December 2024.
4. Approval of the statutory annual accounts for the financial year ending on 31 December 2024, as well as the allocation of the result, it being understood that the proposed dividend for the financial year 2024 is set at €4.30 per share (€3.01 net per share).
Proposed resolution: Approval of the statutory annual accounts for the financial year ending on 31 December 2023, as well as the allocation of the result, with the distribution of a dividend of €4.30 per share (€3.01 net per share).
5. Discharge of the members of the Board of Directors.
Proposed resolution: Granting discharge to the members of the Board of Directors for their operations during the financial year ending 31 December 2024.
6. Discharge of the Company's auditor.
Proposed resolution: granting discharge to the Company's auditor for the financial year ending on 31 December 2024.
7. Approval of the Company's remuneration policy, as adopted by the Board of Directors on 6 March 2025 and available on the Company's website.
Proposed resolution: Approval of the Company's remuneration policy, as adopted by the Board of Directors on 6 March 2025.
8. (i) Acknowledgement of the end of the mandate of Ms. Ann Claes as Non-Executive Director of the Company with effect from 9 April 2025.

(ii) Appointment of Ms. Suzy Denys, as a non-executive director for a period of 4 years. According to the information available from the Company, it appears that Ms. Suzy Denys meets the specific independence criteria set out in provision 3.5 of the

Corporate Governance Code 2020 and the general independence criteria mentioned in Article 3:87 of the Companies and Associations Code.

The professional qualifications of Ms. Suzy Denys, and the list of the positions she holds, can be found on the Company's website (<https://www.wereldhavebelgium.com/en/investor-relations/meetings/general-meeting/>).

Proposed resolution (1 single vote):

The Meeting takes note of the end of the mandate of Ms. Ann as Non-Executive Director of the Company with effect from 9 April 2024. The shareholders thank Ms. Ann Claes for the performance on behalf of the Company.

The Meeting decides to appoint, with immediate effect, Ms. Suzy Denys as Non-Executive Director until the Meeting called to approve the financial statements for the year 2028. Her term of office will be remunerated in the same way as that of the other members of the Board of Directors.

9. Appointment of Deloitte Réviseurs d'Entreprise SRL as the Company's auditor.
Proposed resolution: Upon the recommendation of the Board of Directors, the Meeting approves the appointment of Deloitte Réviseurs d'Entreprise SRL (company number BCE 0429.053.863), with its registered office at Luchthaven Brussel Nationaal, 1J, 1930 Zaventem, represented by Kathleen De Brabander and Jo Van Baelen, for a period of three years, until after the General Meeting of the Company for the 2027 fiscal year. The annual remuneration for the auditor for the audit of the Company's statutory and consolidated annual accounts is set at EUR 120.000 (excluding VAT, fees, and IRE charges).
10. Proxies for filing.
Proposed resolution: The Meeting resolves to grant a special power of attorney to Mr Laurent Trenson, Head of Reporting & Controlling of the Company, to Mr Benoit Stockman, General Counsel of the Company, to Mrs Debbie Mottart, Legal Officer of the Company and to AD-Ministerie SRL, represented by Mr Adriaan de Leeuw, having its registered office at Brusselsesteenweg 66, 1860 Meise, Belgium, RPM Brussels 0474.966. 438, each acting alone and with the right of substitution, in order to carry out all necessary and useful formalities relating to the above-mentioned decisions of the Company, including the filing of the documents with the clerk of the competent Commercial Court and the carrying out of all useful and necessary formalities for the publication of the decisions of the Company in the Annexes of the Belgian Official Gazette. To this end, the proxy holder may make all declarations on behalf of the Company, sign all documents and papers and more generally do everything necessary in this respect.
11. Questions from the shareholders to the Board of Directors of the Company concerning its reports or the items on the agenda and questions to the Company's auditor concerning his reports.

EXTRAORDINARY GENERAL ASSEMBLY

1. Review of the special report of the Board of Directors prepared under Article 7:199 of the Companies and Associations Code concerning the renewal and extension of the authorized capital, which describes the specific circumstances in which the authorized capital can be used and the objectives to which it can be allocated.
As this is simply an acknowledgment, no proposed resolution is included.
Proposed resolution: The Meeting decides to replace the current authorization regarding authorized capital with a new authorization extended to the Company's administrative body to increase the Company's capital on the dates and conditions it sets, in one or more installments, up to a maximum amount of €371,195,607.41 EUR:

(i) in accordance with the Companies and Associations Code and the regulations applicable to regulated real estate companies, the administrative body may create or issue subscription rights, convertible bonds, or bonds redeemable for shares or other securities, and

(ii) within this framework, the administrative body may, provided it complies with the Companies and Associations Code and the regulations applicable to regulated real estate companies, limit or waive the preferential right and/or the irreducible allocation right, and accordingly decide to amend Article 7 of the bylaws as follows (free translation from the Dutch text):

“Article 7. AUTHORIZED CAPITAL

The Board of Directors is expressly authorized to increase the fully paid-up capital on the dates and under the conditions it determines, in one or more installments, up to a maximum amount of three hundred seventy-one million one hundred ninety-five thousand six hundred seven euros and forty-one cents (€371,195,607.41 EUR).

This authorization is valid for five years from the publication in the Belgian Official Gazette of the minutes of the general meeting of April 9, 2025.

This authorization is renewable.

Capital increases may be made in cash, in kind, or by incorporating reserves, including retained earnings and share premiums, as well as all components of equity under the Company's standalone IFRS annual accounts (drawn up in consideration of the regulations applicable to regulated real estate companies) that may be converted into capital, possibly with the creation of shares or other securities (of any type existing at the time), in accordance with the mandatory provisions of applicable company law and the regulations applicable to regulated real estate companies.

Any share premiums will be allocated to one or more separate accounts in equity on the liabilities side of the balance sheet. The Board of Directors is free to decide to place any share premiums, possibly after deducting an amount corresponding to the costs of the capital increase under the applicable IFRS rules, in an unavailable account, which, like the capital, must serve as collateral for third parties, and which may not in any case be debited or written off except by a decision of the general meeting made according to the procedures required for an amendment of the bylaws, unless for conversion into capital, as provided above.

Under the conditions and within the limits specified in paragraphs one to five of this article, the Board of Directors is also authorized to create or issue, not only shares but also subscription rights (possibly attached to another security), convertible bonds, bonds redeemable for shares, or other securities (of any type existing at the time), while complying with the mandatory provisions of applicable company law and the regulations applicable to regulated real estate companies. Notwithstanding the application of mandatory provisions of the Companies and Associations Code and the regulations applicable to regulated real estate companies, the Board of Directors may limit or waive the preferential right, including when done in favor of one or more specific persons, other than employees, provided that, to the extent required by SIR law, an irreducible allocation right is granted to existing shareholders when new securities are issued. If applicable, this irreducible allocation right must at least comply with the conditions set out in Article 11.1 of these bylaws. When securities are issued for an in-kind contribution, the conditions set out in Article 11.2 of these bylaws must be met (including the possibility to deduct an amount corresponding to the portion of the gross dividend that has not been distributed). These contributions may also involve dividend rights in connection with the distribution of an optional dividend.”

This proposed decision is subject to the condition precedent of approval by the FSMA of the proposed amendment to the bylaws.

This proposed decision is subject to a special majority of at least three-quarters of the votes.

2. Renewal of authorization for the acquisition, pledge, and sale of the Company's own shares.
Proposed resolution: The Meeting decides to grant authorization regarding the acquisition, pledge, and sale of the Company's own shares and related certificates, for a period of five (5) years, and consequently decides to amend the current Article 10 of the bylaws as follows:

"Article 10. ACQUISITION, PLEDGE, AND SALE OF OWN SHARES

The Company may acquire, pledge, or sell its own shares under the conditions defined by law.

It is expressly permitted for the Board of Directors to acquire, pledge, and sell, on behalf of the Company, its own shares for a period of three (3) years from the publication in the Belgian Official Gazette of the decision of the general meeting of April 9, 2025, without prior decision of the general meeting, when such acquisition, pledge, or sale is necessary to prevent serious and imminent damage to the Company.

Additionally, for a period of five years from the publication in the Belgian Official Gazette of the decision of the general meeting of April 9, 2025, the Board of Directors may acquire and pledge, on behalf of the Company, its own shares (even off-market), at a unit price not lower than €0.01 and not exceeding 125% of the last closing price on the day prior to the transaction (acquisition and pledge), provided that the Company does not hold more than 10% of the total issued shares.

The Board of Directors is also expressly authorized to sell the Company's own shares to one or more specific persons other than the Company's employees or its subsidiaries, subject to compliance with the Companies and Associations Code."

This proposed decision is subject to the condition precedent of approval by the FSMA of the proposed amendment to the bylaws.

This proposed decision is subject to a special majority of at least three-quarters of the votes.

3. Authorization granted to the Board of Directors for the execution of the decisions taken.
Proposed resolution: The Meeting decides to authorize the Board of Directors to execute the decisions taken.
4. Proxies for coordinating the bylaws.
Proposed resolution: The Meeting decides to grant power of attorney to Notary Yorik Desmyttere or any other notary and/or collaborators from "Berquin Notaires SRL," to draft, sign, and file the coordinated text of the Company's bylaws in the electronic database designated for this purpose, in accordance with the legal provisions in this regard.

Done on/...../2025

Signature