

**Xior Student Housing**

Public Limited Company, PRREC according to Belgian law

Frankrijklei 64-68, 2000 Antwerp (Belgium)

RPR (Antwerp Register of Companies, Antwerp division) 0547.972.794

(the "**Company**" or "**Xior**")

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**CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF 15 MAY 2025**

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The shareholders, directors and statutory auditor of Xior Student Housing NV are hereby invited to the ordinary general meeting of the Company (the "**General Meeting**"), to be held on 15 May 2025 at 10:00 a.m. at the Company's registered office, in order to deliberate on the following agenda and proposals for resolution.

**AGENDA OF THE ORDINARY GENERAL MEETING**

**1. Xior Student Housing NV**

**1.1. Acknowledgement of the annual reports of the Board of Directors relating to the statutory and consolidated annual accounts of the Company as at 31 December 2024.**

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

**1.2. Acknowledgement of the reports of the Statutory Auditor of the Company concerning the statutory and consolidated annual accounts of the Company as at 31 December 2024.**

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

**1.3. Acknowledgment of the consolidated annual accounts of the Company as at 31 December 2024.**

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

**1.4. Approval of the statutory annual accounts of the Company closed on 31 December 2024 and allocation of the result.**

Proposed resolution: The General Meeting approves the statutory financial statements of the Company as at 31 December 2024, including the allocation of the result. Consequently, a dividend of EUR 1,7680 gross or EUR 1,2376 net per share will be paid for 2024 (taking into account the dividend entitlement of (respectively coupons that are detached or will be detached from) the

shares, represented by coupon n°25 (amounting to EUR 0,5217 gross) and coupon n°26 (amounting to EUR 1,2463 gross)).

**1.5. Approval of the remuneration report, which forms a specific part of the corporate governance statement.**

Proposed resolution: The General Meeting approves the remuneration report, which forms a specific part of the corporate governance statement.

**1.6. Discharge to the directors of the Company.**

Proposed resolution: The General Meeting grants discharge to the directors of the Company for their mandate for the financial year ended on 31 December 2024.

**1.7. Discharge to the Company's Statutory Auditor.**

Proposed resolution: The General Meeting grants discharge to the Company's Statutory Auditor for its mandate for the financial year ended on 31 December 2024.

**2. Approval pursuant to Article 7:151 of the Belgian Companies and Associations Code**

In connection with the financing of its operations, the Company has entered into the following (re)financing agreements:

(i) a credit agreement (*Revolving Loan Facility Agreement, which refinances the revolving loan facility agreement originally dated 20 July 2023 and the revolving loan facility originally dated 10 October 2019 both as amended and/or amended and restated from time to time*), dated 9 August 2024 for an amount of EUR 60.000.000 EUR (revolving facility A), for an amount of 50.000.000 EUR (revolving facility B), for an amount of 50.000.000 EUR (revolving facility C) and for an amount of 50.000.000 EUR (revolving facility D) between the Company as borrower and ABN AMRO Bank NV as lender, (ii) a credit agreement (*Committed Term Loan Facility Agreement*) dated 7 May 2024 for an amount of 25.000.000 EUR between the Company as borrower and ING Belgium NV as lender, (iii) a credit agreement (*Committed Term Loan Facility Agreement*) dated 19 September 2024 for an amount of 25.000.000 EUR between the Company as borrower and ING Belgium NV as lender, (iv) a credit agreement (*Committed Term Loan Facility Agreement*) dated 27 January 2025 for an amount of 20.000.000 EUR between the Company as borrower and ING Belgium NV as lender, (v) a credit agreement (*Term Loan Facility Agreement*) dated 26 June 2024 for an amount of 35.000.000 EUR between the Company as Borrower and Argenta Spaarbank NV as lender (vi) a credit agreement (*Facility Agreement*) dated 16 September 2024 for an amount of 29.000.000 EUR between Campopre Investments, Unipessoal, LDA as borrower, the Company as guarantor and Novo Banco S.A. as lender, (vii) a credit agreement (*Term Loan Facility and Security Agreement*) dated 30 October 2024 for an amount of 6.344.000 EUR between XSH Benfica SA as borrower, the Company as parent and Banco Santander Totta SA as lender, (viii) a credit agreement (*Term Loan Facility and Security Agreement*) dated 30 October 2024 for an amount of 5.540.000 EUR between XSH Sao Joao SA as borrower, the Company as parent and Banco Santander Totta SA as lender, (ix) a credit agreement (*Term Loan Facility Agreement relating to a term loan facility agreement of 65.000.000 EUR and a revolving credit facility of 60.000.000 EUR*) dated 24 June 2024,

supplemented by an addendum n°1 dated 26 September 2024 for a total amount of 150.000.000 EUR (being a term loan facility in the amount of 65.000.000 EUR, a revolving facility for an amount of 60.000.000 EUR and a accordion facility under the term loan facility for an amount of 25.000.000 EUR, between the Company as borrower and Natixis as lender, bookrunner, co-arranger, documentation agent en green loan coordinator and Caisse d'Epargne et de Prevoyance Hauts de France, as co-arranger, and (x) a credit agreement (*Sustainable Senior Bullet Loan*) dated 25 April 2024 for an amount of 25.000.000 EUR between the Company as Borrower and Ethias NV as lender (together the "**Financing Agreements**").

These Financing Agreements contain, inter alia, provisions granting rights to third parties (in particular the financing banks, in this case ABN AMRO Bank NV, ING Belgium NV, Novo Banco S.A., Banco Santander Totta SA, Natixis, Argenta Spaarbank NV and Ethias NV) that may have an impact on the assets of the Company or create a debt or an obligation for the Company (among others, cancellation of credit lines and/or immediate acceleration and repayment). The exercise of these rights is subject to a change of control (as defined in the respective Financing Agreements) over (or a public take-over bid on) the Company.

Proposed resolution: The General Meeting approves, with application of article 7:151 of the Belgian Companies and Associations Code, the fact that the Company is party to the Financing Agreements and that certain provisions of the Financing Agreements grant rights to third parties that affect the assets of the Company or create a debt or an obligation to be borne by the Company, the exercise of which is subject to a change of control (as defined in the respective Financing Agreements) over (or a public takeover bid for) the Company.

### **3. Merged companies**

*In the context of article 12:58 of the Belgian Companies and Associations Code, reference is made to the absorption by the Company of her subsidiaries by means of a merger through absorption with transfer of the assets and liabilities to the Company in financial year 2024. As a result of these mergers, the general meeting of the acquiring company (i.e. Xior) must approve the annual accounts of the acquired company (i.e. Xior Ommegang NV and Xior Hasselt NV) and grant discharge to the management and supervisory body of the acquired company.*

#### **3.1. Acknowledgement of the annual reports by the management body of the merged companies absorbed by the Company, namely Xior Ommegang NV and Xior Hasselt NV (the "Merged Companies") for the period from the date of the year-end closing of the last financial year for which the accounts have been approved until the respective data on which the Merged Companies are merged with the Company.**

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

#### **3.2. Acknowledgement of the reports of the statutory auditor of the Merged Companies concerning the annual accounts of the Merged Companies as at 30 September 2024.**

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

**3.3. Approval of the annual accounts of the Merged Companies, including the allocation of the result.**

Proposed resolution: The General Meeting approves the annual accounts of the Merged Companies, including the allocation of the result.

**3.4. Discharge of the members of the management bodies and (if applicable) the statutory auditor of the Merged Companies.**

Proposed resolution: The General Meeting grants discharge to the members of the management body and the statutory auditor of the Merged Companies for their mandate for the period from the date of the year-end closing of the last financial year for which the accounts have been approved until the respective date on which the Merged Companies have been merged with the Company.

**Information for shareholders**

Please note that all dates and hours listed below are final deadlines and will not be extended due to weekends, public holidays or any other reason.

***Amendment of the agenda:*** Shareholders who alone or jointly hold at least 3% of the capital of the Company shall be entitled to have items placed on the agenda of the ordinary General Meeting and to submit proposals for resolutions (relating to items included or to be included on the agenda).

The requests to that effect must reach the Company by 23 April 2025 at the latest by ordinary mail (Frankrijklei 64-68, 2000 Antwerp, FAO Investor Relations) or by e-mail (ir@xior.be) (Article 7:130 of the Belgian Companies and Associations Code). The Company shall acknowledge receipt of the requests by e-mail or by letter within a period of 48 hours from receipt. More detailed information on the rights pursuant to Article 7:130 of the Belgian Companies and Associations Code is made available to shareholders on the website of the Company (<https://corporate.xior.be/en/investors/general-meeting>).

If the Company receives any requests to supplement the agenda and/or proposed resolutions, it shall (i) add such proposed resolutions to its website as soon as possible after receiving them, and (ii) publish amended agenda and amended proxy forms on its website, no later than 30 April 2025.

***Formalities for admission and exercise of voting rights:*** In order to be represented and exercise voting rights at the ordinary General Meeting, shareholders must comply with the provisions of Articles 26 and 27 of the Company's articles of association. In order to be admitted to the meeting, shareholders must prove that they are the actual owner of the shares concerned.

***Registration:*** Only persons who are shareholders of the Company on the Record Date (as defined below) may participate in the ordinary General Meeting and exercise the voting rights therein, on the basis of the accounting registration of the shares in the name of the shareholder on the Record Date, either by their registration in the share register or by their registration in the accounts of a recognized

account holder or a settlement institution, regardless of the number of shares held by the shareholder on the date of the meeting. **1 May 2025 (24:00 hours Belgian time)** shall be the record date (the "Record Date").

**Confirmation of participation:** Shareholders who wish to participate in the ordinary General Meeting must, before or at the latest on **9 May 2025**, notify their intention to do so: electronically to ABN AMRO Bank N.V. via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) (in case of dematerialised shares whether or not through a financial intermediary at the instruction of the shareholder); via e-mail to the Company, [ir@xior.be](mailto:ir@xior.be); or by mail to the Company, Frankrijklei 64-68, 2000 Antwerp - FAO Investor Relations). Holders of dematerialised shares must enclose with the notification a certificate issued by a recognised account holder or a settlement institution certifying the number of dematerialised shares registered in the shareholder's name in its accounts on the Record Date with which the shareholder has indicated its intention to participate in the ordinary General Meeting. In the event of electronic notification to ABN AMRO Bank N.V., the authorized account holder or the settlement institution shall provide such certificate electronically via the following website: [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary).

**Proxy:** Each shareholder may be represented at the ordinary General Meeting by Mr. Christian Teunissen, managing director of the Company or by another person (who is not necessarily a shareholder), by means of a power of attorney with specific voting instructions.

A power of attorney can be issued in two ways:

- By using ABN AMRO's platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)): if a shareholder has registered via this platform, the shareholder can give a proxy with voting instructions via an electronic form – this proxy can only be granted to Mr. Christian Teunissen;
- By using a written power of attorney, for which a form is available at the registered office of the Company or can be downloaded from its website (<https://corporate.xior.be/en/investors/general-meeting>) – this proxy may be given to Mr. Christian Teunissen as well as to any other person.

The proxy must arrive at the Company's registered office via the abovementioned ABN AMRO platform, by ordinary mail (Frankrijklei 64-68, 2000 Antwerp – FAO Investor Relations) or by e-mail ([ir@xior.be](mailto:ir@xior.be)) no later than **9 May 2025**. The shareholders are requested to follow the instructions set out in the proxy form in order to be validly represented. In addition, shareholders wishing to be represented will have to comply with the registration and confirmation procedure mentioned above.

**Written questions:** Shareholders may exercise their right to ask questions. Written questions to the directors or the statutory auditor should be submitted by ordinary mail or by e-mail to the registered office of the Company (Frankrijklei 64-68, 2000 Antwerp – FAO Investor Relations; [ir@xior.be](mailto:ir@xior.be)) at the latest on 9 May 2025. More detailed information on the rights pursuant to Article 7:139 of the Belgian Companies and Associations Code is made available on the Company's website (<https://corporate.xior.be/en/investors/general-meeting>). Only written questions submitted by shareholders who have complied with the formalities to be admitted to the meeting and have thus proven their capacity as shareholders on the Record Date will be answered at the meeting.

**Provision of documents:** Each shareholder may, upon presentation of his certificate (in case of dematerialised shares), as soon as the convocation for the ordinary General Meeting has been published, obtain at the Company's registered office (Frankrijklei 64-68, 2000 Antwerpen), free of charge, a copy of the documents that will be submitted to the meeting, the agenda of the meeting, which also contains a proposal for resolution or a commentary by the Board of Directors, and the form that can be used for voting by proxy. These documents, as well as the information that must be made available in accordance with Article 7:129 of the Belgian Companies and Associations Code, can be consulted on the Company's website (<http://www.xior.be/nl/investor/investor-relations>).

**Practical information:** Shareholders who wish to obtain further information on the modalities of participation in the ordinary general meeting may contact the Company (T +32 3 257 04 89; E [ir@xior.be](mailto:ir@xior.be)).

*The Board of Directors*