

**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 General Assembly of Wereldhave Belgium SA, that is convened on Wednesday April 12, 2023 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 2022 and on the consolidated annual accounts 2022.
2. Review of the report of the Company's Auditor on the statutory annual accounts 2022 and on the consolidated annual accounts 2022.
3. Discussion and approval of the remuneration report 2022 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 2022.

Proposed resolution: approval of the remuneration report 2022 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 2022.

4. Approval of the statutory annual accounts for the financial year ending on 31 December 2022, as well as the allocation of the result, it being understood that the proposed dividend for the financial year 2022 is set at €4.20 per share (€2.94 net per share).

Proposed resolution: Approval of the statutory annual accounts for the financial year ending on 31 December 2022, as well as the allocation of the result, with the distribution of a dividend of €4.20 per share (€2.94 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 2022.
6. Discharge of the Company's auditor.  
Proposed resolution: granting discharge to the Company's auditor for the financial year ending on 31 December 2022.
7. Appointment of Mr. Luc Weverbergh as independent member of the Board of Directors for a period of 4 years, under condition precedent of approval by the FSMA.

It appears from the information available to the Company that Mr. Luc Weverbergh meets the specific independence criteria set out in provision 3.5 of the Corporate Governance Code 2020 and the general independence criterion set out in Article 7:87 of the Companies and Associations Code. Mr. Luc Weverbergh's professional qualifications, together with a list of the

positions he holds, are set out on the website of the Company (<https://www.wereldhavebelgium.com/en/investor-relations/meetings/general-meeting/>).

Proposed resolution: The General Meeting decides to appoint, with immediate effect, Mr. Luc Weverbergh as independent director until the General Meeting of Shareholders called to approve the annual accounts for the financial year 2026, and to remunerate his mandate in the same way as the other independent members of the Board of Directors.

8. Renewal of the mandate of Mr. Matthijs Storm as an executive member of the Board of Directors for a period of 4 years, under condition precedent of approval by the FSMA.

Matthijs Storm's professional qualifications, together with a list of the positions he holds, are set out on page 12 of the Yearly Financial Report of the Board of Directors (Dutch version).

Proposed resolution: The General Meeting decides to renew the mandate of Mr. Matthijs Storm as executive director until the General Meeting of Shareholders called to approve the annual accounts for the financial year 2026. His mandate is not remunerated.

9. Renewal of the mandate of Mr. Wilhelmus (Dennis) de Vreede as non-executive member of the Board of Directors for a period of 4 years, under condition precedent of approval by the FSMA.

Wilhemus (Dennis) de Vreede's professional qualifications, together with a list of the positions he holds, are set out on page 13-14 of the Yearly Financial Report of the Board of Directors (Dutch version).

Proposed resolution: The General Meeting decides to renew the mandate of Mr. Wilhemus (Dennis) de Vreede as non-executive director until the General Meeting of Shareholders called to approve the annual accounts for the financial year 2026. His mandate is not remunerated.

10. Appointment of Mr. Keesjan Verhoog as non-executive member of the Board of Directors, presented by the reference shareholder Wereldhave NV, for a period of 4 years, under condition precedent of approval by the FSMA.

Mr. Keesjan Verhoog's professional qualifications, together with a list of the positions he holds, are set out on the website of the Company (<https://www.wereldhavebelgium.com/en/investor-relations/meetings/general-meeting/>).

Proposed resolution: The General Meeting decides to appoint, with immediate effect, Mr. Keesjan Verhoog as non-executive director until the General Meeting of Shareholders called to approve the annual accounts for the financial year 2026. His mandate is not remunerated.

11. Resignation of Mr. Nicolas Beaussillon from his mandate as executive director of the Company with effect on 31 March 2023.

Proposed resolution: The General Meeting acknowledges the resignation of Mr. Nicolas Beaussillon from his mandate as executive director of the Company with effect on 31 March 2023. The shareholders thank Mr. Nicolas Beaussillon for the execution of his mandate for the Company.

12. Proxies for filing.

Proposed resolution: The Meeting resolves to grant a special power of attorney to Mrs Ingrid Theuninck, director of Firesti BV, Chief Financial Officer of the Company, to Mr Nicolas Rosiers, General Counsel 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.

13. 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.

Done on ...../...../2023

Signature

Free translation - Not binding