

**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 10, 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 2023 and on the consolidated annual accounts 2023.
2. Review of the report of the Company's Auditor on the statutory annual accounts 2023 and on the consolidated annual accounts 2023.
3. Discussion and approval of the remuneration report 2023 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 2023.  
Proposed resolution: approval of the remuneration report 2023 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 2023.
4. Approval of the statutory annual accounts for the financial year ending on 31 December 2023, as well as the allocation of the result, it being understood that the proposed dividend for the financial year 2023 is set at €4.10 per share (€2.87 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 €4.10 per share (€2.87 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 2023.
6. Discharge of the Company's auditor.  
Proposed resolution: granting discharge to the Company's auditor for the financial year ending on 31 December 2023.
7. Approval of the Company's remuneration policy, as adopted by the Board of Directors on 5 March 2024 and available on the Company's website.  
Proposed resolution: Approval of the Company's remuneration policy, as adopted by the Board of Directors on 5 March 2024.
8. (i) Acknowledgement of the end of the mandates of Mrs Doris Slegtenhorst and Mr Remco Langewouters as Non-Executive Directors of the Company and of the voluntary withdrawal of Mr Keesjan Verhoog from his mandate as Non-Executive Director of the Company, all with effect from 10 April 2024.

- (ii) Appointment of Ms Frederika Kruythoff, as a non-executive director presented by the reference shareholder Wereldhave NV, for a period of 4 years.  
The professional qualifications of Ms Frederika Kruythoff, who has no contractual link with the reference shareholder Wereldhave NV, 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/>).
- (iii) Appointment of Mr Steven Boel as a non-executive director nominated by the reference shareholder Wereldhave NV, for a period of 4 years.  
The professional qualifications of Mr Steven Boel, who has no contractual link with the reference shareholder Wereldhave NV, and a list of the positions he 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 General Meeting takes note of the end of the mandates of Mrs Doris Slegtenhorst and Mr Remco Langewouters as Non-Executive Directors of the Company and the voluntary withdrawal of Mr Keesjan Verhoog from his mandate as Non-Executive Director of the Company, all with effect from 10 April 2024. The shareholders thank Mrs Slegtenhorst, Mr Langewouters and Mr Verhoog for the performance of their duties on behalf of the Company.

The General Meeting decides to appoint, with immediate effect, Ms Frederika Kruythoff as Non-Executive Director until the General Meeting called to approve the financial statements for the year 2027. Her term of office will be remunerated in the same way as that of the other members of the Board of Directors.

The General Meeting decides to appoint, with immediate effect, Mr Steven Boel as Non-Executive Director until the General Meeting called to approve the financial statements for the year ending December 31, 2027. His term of office will be remunerated in the same way as that of the other members of the Board of Directors.

9. 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, Director of Be-Le-Re SRL, Head of Legal 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.
10. 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 ...../...../2024

Signature