

**Xior Student Housing**

Abbreviated as "**Xior**"

Public Limited liability company (NV/SA), public regulated real estate company under Belgian law

Frankrijklei 64-68, 2000 Antwerp (Belgium)

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

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**NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF 19 FEBRUARY 2024 AND, IF THE REQUIRED QUORUM IS NOT ACHIEVED AT THIS MEETING, A SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 11 MARCH 2024**

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The shareholders, directors and statutory auditor of the Company are hereby invited to the extraordinary general meeting of the Company (the "**Extraordinary General Meeting**") to be held on 19 February 2024 at 12:30 pm (the "**EGM 1**") at the registered office of the Company, to deliberate on the following agenda and proposed resolutions. If the required quorum for the extraordinary general meeting would not be achieved at the EGM 1, a second extraordinary general meeting will be held on 11 March 2024 at 10:00 a.m. (the "**EGM 2**") with *mutatis mutandis* the same agenda.

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

**1. Amendment of the date of the ordinary general meeting**

Proposed resolution to replace Article 24, paragraph 3 of the articles of association in full with the following text:

"The ordinary general meeting shall be held every year **on the third Thursday of the month of May at 10 am** or, if that day is a legal holiday, on the second business day following such day at the same hour."

**2. Partial renewal of authorisation authorised capital**

**2.1 Acknowledgment of the special report of the Board of Directors in accordance with Article 7:199 of the Companies and Associations Code regarding the partial renewal and extension of the authorised capital.**

As this is a mere acknowledgment, no proposal of decision is included in relation to this agenda item.

**2.2 Proposal for resolution to partially renew and extend under the conditions set out in the aforementioned report the authorisation granted to the Board of Directors by the extraordinary general meeting of 15 September 2022 to increase the capital on one or**

**more occasions for five years from the publication of the resolution of that extraordinary general meeting in the annexes to the Belgian Official Gazette.**

(a) proposal for decision to renew the authorisation for capital increases:

- (i) by way of contribution in cash where the possibility of exercise of the statutory preferential subscription right or irreducible allocation right by the shareholders of the Company is provided, to increase the capital for five years by a maximum amount of 50% of the amount of the capital on the date of the Extraordinary General Meeting;
- (ii) in connection with the distribution of an optional dividend, to increase the capital for five years by a maximum amount of 50% of the amount of the capital on the date of the Extraordinary General Meeting;
- (iii) through contributions in cash that do not provide the possibility for the Company's shareholders to exercise their statutory pre-emptive right or irreducible right of allotment, to increase the capital for five years by a maximum amount of 10% of the amount of the capital on the date of the Extraordinary General Meeting; and
- (iv) through contributions in kind, to increase the capital for five years by a maximum amount of 10% of the capital on the date of the Extraordinary General Meeting;

provided that the capital in the context of the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting that approved the authorisation (in other words, the sum total of the capital increases applying the proposed authorisations cannot exceed the amount of the capital on the date of the extraordinary general meeting that approved the authorisation).

(b) If the proposal under agenda item 2.2 (a) is not approved, proposal for resolution to renew the authorisation for capital increases:

- (i) by way of contribution in cash where the possibility of exercise of the statutory preferential subscription right or irreducible allocation right by the shareholders of the Company is provided, to increase the capital for five years by a maximum amount of 50% of the amount of the capital on the date of the Extraordinary General Meeting;
- (ii) in connection with the distribution of an optional dividend, to increase the capital for five years by a maximum amount of 50% of the amount of the capital on the date of the Extraordinary General Meeting;
- (iii) through (i) contributions in cash that do not provide for the possibility of the Company's shareholders to exercise their statutory preferential right or irreducible right of allotment and (ii) contributions in kind, to increase the capital for five years by a maximum amount of 10% of the amount of the capital on the date of the Extraordinary General Meeting for such contributions in total,

provided that the capital under the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting that approved the authorisation (in other words, the sum total of the capital increases applying the proposed authorisations cannot exceed the amount of the capital on the date of the extraordinary general meeting that approved the authorisation).

The aforesaid authorisations are a complete renewal and extension of the existing authorisations provided for in Article 7, paragraph 1, subsection (a), (b) and (c) of the Company's Articles of Association which will be fully replaced by the aforesaid renewed and extended authorisations.

**3. Making unavailable issue premiums available**

Proposal for resolution approving to make fully available the amount of one hundred and seventy-five million two hundred and seventy-one thousand seven hundred and seventy-eight euros and fifty cents (EUR 175,271,778.50) booked in a special unavailable "share premium" account following the capital increase dated 15 September 2022.

**4. Special powers - coordination of articles of association**

**4.1** Proposal for resolution to grant a power of attorney to the members of the Board of Directors, each acting individually and with the right of substitution, to perform all acts necessary or appropriate to implement the resolutions passed.

**4.2** Proposal for resolution to authorise Michael Truyen, Julie Vuylsteke, Andries De Smet, Sofie Robberechts and Katrien Van den Bergh, each acting individually and with the right of substitution, to perform all acts necessary or useful for the completion of the formalities (including, but not limited to drawing up and signing all necessary documents and forms) with a view to (i) the filing of the minutes at the registry of the competent corporate court, (ii) its publication in the annexes to the Belgian Official Gazette and (iii) if necessary, the registration/amendment/deletion of the data in the Crossroads Bank for Enterprises.

**4.3** Proposed resolution to authorise the notary and all his staff, each acting individually, to carry out the formalities of publication and to arrange for the deposit of the new text of the Company's articles of association.

**Information for shareholders**

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

**Approval of decisions to be taken at the Extraordinary General Meeting:** It is specified that for the approval of the agenda items, the presence or representation of at least half of the capital is required (except in the case of the EGM 2 which will be held if the EGM 1 does not reach the required attendance quorum, and which will be able to deliberate validly irrespective of the proportion of the capital present or represented), as well as a majority of at least three/fourths of the votes cast at the meeting.

If the required quorum is not achieved at EGM 1, EGM 2 will be held on 11 March 2024 at 10:00 am with the same agenda *mutatis mutandis*.

**Amendment of the agenda:** Shareholders who alone or jointly hold at least 3% of the Company's capital have the right to have items placed on the agenda of the Extraordinary General Meeting and to submit proposals for resolution (in relation to items included or to be included in the agenda).

Requests to that effect should reach the Company no later than 28 January 2024 by ordinary mail (Frankrijklei 64-68, 2000 Antwerp, attn Investor Relations) or by e-mail (ir@xior.be). The Company will confirm receipt of the requests by e-mail or by letter within a period of 48 hours from receipt. More detailed information on the rights under Article 7:130 of the Companies and Associations Code is made available to shareholders on the Company's website (<https://corporate.xior.be/en/investors/general-meeting>).

If the Company receives requests to supplement the agenda and/or proposed resolutions, it will (i) post such proposed resolutions on its website as soon as possible after receiving them, and (ii) publish the amended agenda and proxy form on its website no later than 4 February 2024.

**Formalities for admission and exercise of voting rights:** To be represented at the EGM 1 and exercise voting rights, shareholders must comply with the provisions of Articles 26 and 27 of the Company's articles of association. To be admitted to the meeting, shareholders must prove that they are the actual owners of the relevant shares.

**Registration:** Only persons who are shareholders of the Company on the Record Date (as defined below) may participate in the EGM 1 and exercise voting rights therein, based on the accounting registration of the shares in the shareholder's name on the Record Date, either by their registration in the share register or by their registration in the accounts of an authorised account holder or a settlement institution, irrespective of the number of shares held by the shareholder on the date of the meeting. 5 February 2024 (midnight Belgian time) will be the record date (the "**Record Date**").

**Confirmation of participation:** Shareholders who wish to participate in the EGM 1 must give notice of their intention to do so before or no later than 13 February 2024: 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 via a financial intermediary on behalf of the shareholder); by e-mail to the Company, ir@xior.be; or by post to the Company, Frankrijklei 64-68, 2000 Antwerp - Attn: Investor Relations). Holders of dematerialised shares must enclose with the notification a certificate issued by a recognised account holder or by a settlement institution showing the number of dematerialised shares registered in the name of the shareholder in his accounts on the Record Date and by which the shareholder has indicated his intention to participate in the EGM 1. In case of electronic notification to ABN AMRO Bank N.V., the authorised account holder or the settlement institution will provide this certificate electronically via the following website: [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary).

**Proxy:** Each shareholder may be represented at EGM 1 by Mr Christian Teunissen, managing director of the Company, or by another person (who is not necessarily a shareholder), by means of a proxy with specific voting instructions.

A proxy can be given in two ways:

- By using ABN AMRO's platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)): if a shareholder has registered through this platform, the shareholder can give a proxy with voting instructions via an electronic form - this proxy can only be given to Mr Christian Teunissen;

- by using a written proxy, for which a form is available at the Company's registered office or can be downloaded from its website (<http://www.xior.be/en/investor/investor-relations>) - this proxy can be given either to Mr Christian Teunissen or to any other person.

The proxy should arrive at the Company's registered office no later than 13 February 2024 via the ABN AMRO platform mentioned above, by ordinary mail (Frankrijklei 64-68, 2000 Antwerp - attn Investor Relations) or by e-mail ([ir@xior.be](mailto:ir@xior.be)). Shareholders are requested to follow the instructions on the proxy form in order to be validly represented. Furthermore, shareholders wishing to be represented will have to follow the registration and confirmation procedure mentioned above.

If no quorum is reached at EGM 1, the proxy given for this meeting will also be valid for EGM 2 to be held, if any, on 11 March 2024, with the same agenda, provided that the shareholder wishing to be represented again complies with the aforementioned registration and confirmation procedure.

**Written questions:** Shareholders may exercise their right to ask questions. Written questions to the directors or the statutory auditor must be submitted by ordinary mail or by e-mail to the Company's registered office (Frankrijklei 64-68, 2000 Antwerp - Attn: Investor Relations; [ir@xior.be](mailto:ir@xior.be)) no later than 13 February 2024. More detailed information on the rights under Article 7:139 of the Companies and Associations Code is 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 relevant meeting.

**Provision of documents:** Each shareholder may, upon presentation of his certificate (in case of dematerialised shares), as soon as the convocation for the Extraordinary General Meeting is published, obtain free of charge at the Company's registered office (Frankrijklei 64-68, 2000 Antwerp) a copy of the documents that will be submitted to the meeting, of the agenda of the meeting, which also contains a proposal for a resolution or a comment from the Board of Directors, and of the form that can be used to vote by proxy. These documents, as well as the information to be made available pursuant to Article 7:129 of the Companies and Associations Code, can be consulted on the Company's website (<https://corporate.xior.be/en/investors/general-meeting>).

**Practical information:** Shareholders seeking further information on the modalities of participation in the EGM 1 can contact the Company (T +32 3 257 04 89; E [ir@xior.be](mailto:ir@xior.be)).

*The Board of Directors*