

NEXTENSA
Public limited liability company
Picardstraat 11 box 505, 1000 Brussels
Enterprise number: 0436.323.915
www.nextensa.eu
(the "Company")

ORDINARY GENERAL MEETING

The board of directors of the Company (the "Board of Directors") invites the shareholders of the Company to attend the annual general meeting of the Company that will be held on **Monday 16 may 2022 at 16.00h**, in **Maison de la Poste**, Picardstraat 5 box 7, 1000 Brussels.

COMMUNICATION TO THE SHAREHOLDERS

An annual general meeting with physical access is organized, taking into account the current health and safety measures in force.

Depending on the evolution of the Covid-19 situation, the Company reserves the right to change the (participation) modalities of this meeting should the corona measures be strengthened and/or additional measures or guidelines apply, taking into account the general safety and health concerns, and will inform the shareholders thereof, by means of a press release and on its website www.nextensa.eu.

In any case, the shareholders are invited to grant a power of attorney to the secretary of the meeting, as described below, in order to allow the shareholders to exercise their voting right even if the Company would in case of changing circumstances be forced to limit physical access to the general meeting.

AGENDA

1. **Acknowledgement of the annual report of the Board of Directors regarding the statutory and consolidated financial statements per 31 December 2021.**
2. **Acknowledgement of the reports of the statutory auditor regarding the statutory and consolidated annual accounts per 31 December 2021.**
3. **Acknowledgement of the consolidated annual accounts closed on 31 December 2021.**

The documents referred to in agenda items 1 to 3 can be found in the Company's 2021 annual report and on the Company's website: <https://nextensa.eu/en/investor-relations/general-meetings/>.

4. **Approval of the statutory annual accounts closed on 31 December 2021 and allocation of the results.**
Proposed resolution: the general meeting approves the statutory annual accounts per 31 December 2021, including the approval of a gross dividend of €2.50 per share. As treasury shares are not entitled to dividends, the total amount of the dividend payment depends on the number of treasury shares held on behalf of Nextensa on the day of the general meeting. The general meeting authorizes the Board of Directors to enter the final amount of the total dividend distribution (and the resulting other changes in the allocation of the results) in the statutory annual accounts in function of this.

5. Remuneration Report.

Proposed resolution: the general meeting approves the remuneration report with respect to the financial year ended 31 December 2021.

6. Discharge to Leasinvest Real Estate Management NV, to the permanent representative of Leasinvest Real Estate Management NV and to the Board of Directors.

Proposed resolution: the general meeting grants discharge to Leasinvest Real Estate Management NV, which was the manager of the Company until 19 July 2021, as well as to its permanent representative (Mr. Michel Van Geyte) and to the Board of Directors of the Company for the performance of their mandate during the 2021 financial year.

7. Discharge to the statutory auditor.

Proposed resolution: the general meeting grants discharge to the statutory auditor Ernst & Young Bedrijfsrevisoren, represented by Mr. Joeri Klaykens, for the exercise of the audit mandate during the 2021 financial year.

8. Approval of amended remuneration policy, in view of the abolition of the fixed fee of EUR 4,000 per year for the members of the audit committee and of the nomination and remuneration committee.

Proposed resolution: the general meeting approves the amended remuneration policy, as made available on the website of the Company www.nextensa.eu, in view of the abolition of the fixed fee of EUR 4,000 per year for the members of the audit committee and of the nomination and remuneration committee.

9. (Re)appointment of directors¹.

9.1. Proposed resolution: the general meeting notes that the mandate of director of Jan Suykens, Starboard BV and Granvelle Consultants & C° BV expires after this annual meeting. The general meeting decides not to renew these mandates.

9.2. Proposed resolution: the general meeting resolves, by separate vote and with immediate effect, to (re)appoint:

- i. An Herremans as non-executive director, with her mandate running until the end of the annual meeting which will be held in 2026.
- ii. Hilde Delabie as non-executive director, with her mandate running until the end of the annual meeting which will be held in 2026.
- iii. Dirk Adriaenssen as a non-executive director, with his mandate running until the end of the annual meeting to be held in 2026. Dirk Adriaenssen qualifies as an independent director under the independence criteria of article 7:87, §1 CCA and of the Belgian Corporate Governance Code 2020 and the general meeting appoints him as an independent director.
- iv. Piet Dejonghe as non-executive director, with his mandate running until the end of the annual meeting which will be held in 2026.
- v. Midhan BV (RLE 0897.698.871), permanently represented by Michel Van Geyte, as executive director, with his mandate running until the end of the annual meeting which will be held in 2026.

9.3. Proposed resolution: the general meeting resolves to remunerate these directors as determined at the extraordinary shareholders' meeting of 19 July 2021 and during this ordinary general meeting.

10. Approval remuneration statutory auditor.

Proposed resolution: taking into account the changed group structure after the business combination with Extensa, the general meeting approves an increase in the annual remuneration of the statutory auditor. The annual remuneration of the statutory auditor for the audit of the statutory and consolidated annual accounts

¹ The CV of An Herremans and Hilde Delabie are available on the Company's website: <https://nextensa.eu/nl/investor-relations-nl/general-meetings-nl/>.

of the Company with respect to the financial year 2021, 2022 and 2023 is determined at € 67,000.00 (excl. VAT and out-of-pocket expenses), to be indexed annually in accordance with the evolution of the health index.

- 11. Acknowledgement of the annual report of the board of directors regarding the annual accounts of Leasinvest Real Estate Management NV, absorbed by the Company as of 1 January 2022, per 31 December 2021.**
- 12. Acknowledgement of the report of the statutory auditor regarding the annual accounts of Leasinvest Real Estate Management NV per 31 December 2021.**
- 13. Approval of the annual accounts of Leasinvest Real Estate Management NV for the financial year that ended on December 31, 2021.**
Proposed resolution: the general meeting approves the annual accounts per 31 December 2021 of Leasinvest Real Estate Management NV.
- 14. Discharge to the directors of Leasinvest Real Estate Management NV.**
Proposed resolution: the general meeting grants discharge to the directors of Leasinvest Real Estate Management NV for the performance of their duties during the 2021 financial year.
- 15. Discharge to the statutory auditor of Leasinvest Real Estate Management NV.**
Proposed resolution: the general meeting grants discharge to the statutory auditor of Leasinvest Real Estate Management NV for the performance of its mandate during the 2021 financial year.
- 16. Varia.**

PRACTICAL INFORMATION

CONDITIONS FOR PARTICIPATION TO THE GENERAL MEETING

Shareholders may only participate to the general meeting and exercise their voting rights, if the following two conditions are met:

- (i) In accordance with the registration procedure described below and the evidence submitted on the basis thereof, the Company must be able to determine that the shareholder concerned was on **Monday 2 May 2022** at 24h00 (midnight, Belgian time) (the “**Registration date**”), effectively in possession of the number of shares with which he/she wants to participate to the general meeting.
- (ii) By **Tuesday 10 May 2022** at the latest the shareholder concerned needs to confirm explicitly to the Company his intention to participate to the general meeting, by ordinary letter (to be addressed to **Picardstraat 11 box 505, 1000 Brussels**) or by e-mail (legal@nextensa.eu).

These conditions have to be met in accordance with the formalities described below.

Registered shareholders are entitled to participate in and to vote at the general meeting, provided that:

- (i) the shares, with which they wish to participate, are effectively registered in their name in the share register of the Company on the Registration date (i.e. **Monday 2 May 2022**); and
- (ii) they have confirmed their participation to the Company in writing **no later than Tuesday 10 May 2022**, mentioning the number of shares with which they wish to participate to this general meeting This confirmation needs to be done by submitting a proxy or by submitting a duly filled out and signed confirmation of participation form in writing, made available by the Board of Directors, to the Company by e-mail (legal@nextensa.eu) or by ordinary letter (to **Picardstraat 11 box 505, 1000 Brussels**).

Holders of dematerialized shares are entitled to participate in and vote at the general meeting, provided that:

(i) the shares, with which they want to participate, are effectively registered in their name in the accounts of an authorized account holder or a central securities depository, no later than the Registration date (i.e. **Monday 2 May 2022**), which has to provide a **certificate** stating the number of shares that is registered in their accounts, in the name of the relevant shareholder on the Registration date and for which the relevant shareholder has indicated wishing to participate to the general meeting; the ownership of the shares on the Registration date shall be determined on the basis of the confirmation sent to the Company by the authorized account holder or central securities depository or by Delen Private Bank; and

(ii) the aforementioned certificate has been submitted to the Company no later than **Tuesday 10 May 2022**, with a written confirmation of their participation and the number of shares participating in the general meeting. This confirmation needs to be done by submitting a proxy or by submitting a duly filled out and signed confirmation of participation form in writing, made available by the Board of Directors, to the Company by e-mail (legal@nextensa.eu) or by ordinary letter (to **Picardstraat 11 box 505, 1000 Brussels**).

REPRESENTATION BY PROXY

Any shareholder who has complied with the aforementioned participation conditions (registration and confirmation procedure) can be represented at the general meeting by a proxy holder, via the **proxy form** that is made available for this purpose on the website www.nextensa.eu or can be requested by e-mail (legal@nextensa.eu).

Except in the cases permitted by the Code of companies and associations, a shareholder may only designate one person as proxy holder.

In order to still be able to exercise their voting right if the Company, due to changing circumstances, should be forced to limit physical access to the general meeting, the shareholders are advised to designate the secretary of the meeting as proxy holder. Since the proposed proxy holder potentially falls under the conflict of interest regulation of Article 7:143, §4 CCA, specific voting instructions should also be indicated for each of the resolutions proposed.

This fully completed and duly signed proxy form has to be submitted to the Company, either by e-mail (legal@nextensa.eu) or by ordinary letter (addressed to **Picardstraat 11 box 505, 1000 Brussels**). The e-mail has to be accompanied by a scanned or photographed copy of the proxy form. This form shall constitute a confirmation of participation.

The completed and duly signed proxy form has to be received by the Company by **Tuesday 10 May 2022 at the latest**.

ENTITLEMENT TO AMEND THE AGENDA

Under certain conditions, as provided for in Article 7:130 CCA, shareholders owning alone or jointly at least 3% of the capital of the Company and who meet the conditions for participation to the general meeting, have the right to put subjects to be discussed on the agenda of the general meeting, and to submit proposals for resolutions with regard to the existing or new agenda items.

This request has to be in the possession of the Company no later than on **Sunday 24 April 2022** and has to be formulated in writing, either by letter to the Company's registered office (**Picardstraat 11 box 505, 1000 Brussels**) or by e-mail (legal@nextensa.eu).

If appropriate, the Company will publish an amended agenda for the general meeting no later than **Friday 29 April 2022**. At the same time, adapted proxy forms will be made available on the Company's website.

All proxies previously submitted shall remain valid for the items on the agenda that are mentioned therein. By way of exception to the foregoing, the proxy holder may, for the items to be discussed on the agenda of the general meeting for which new resolutions have been submitted, deviate from any instructions given by the principal, if carrying out those instructions could prejudice the principal's interests. The proxy shall notify the principal thereof. The proxy must state whether the proxy is authorised to vote on the new items to be discussed on the agenda of the general meeting or whether he must abstain.

VOTING RIGHT

In accordance with Article 28.2 of the Articles of Association, fully paid-up shares that have been registered in the register of registered shares in the name of the same shareholder for at least two years without interruption shall grant double voting rights in accordance with Article 7:53 of the CCA. The shareholders participate in the general meeting with the number of voting rights they have on the Record Date (i.e. Monday 2 May 2022).

In order to determine whether a share confers double voting rights, the Company will rely on the entries in the register of registered shares and the other information known to it, notwithstanding the obligation of each shareholder to inform the Company without delay of facts or circumstances entailing the loss of double voting rights for a shareholder who remains registered unchanged in the register of registered shares, or which entail the retention of double voting rights despite a change of shareholder in the register of registered shares.

RIGHT OF INTERPELLATION

The shareholders have the right to submit, before the general meeting, questions in writing – by e-mail (legal@nextensa.eu) or by letter (addressed to **Picardstraat 11 box 505, 1000 Brussels**) to the directors with regard to the agenda items. These questions will be answered during the meeting, insofar as the shareholder concerned complies with the abovementioned formalities in order to be admitted to the general meeting and insofar as the Company has received these written questions by **Tuesday 10 May 2022** at the latest, and provided that the disclosure of information or facts would not harm the Company or violate any confidentiality agreements entered into by the Company or its directors.

AVAILABILITY OF DOCUMENTS

All documents regarding the general meeting that are required by law to be made available to the shareholders, are available at the Company's office (**Picardstraat 11 box 505, 1000 Brussels**) and on the website of the Company: <https://nextensa.eu/en/investor-relations/general-meetings/>.

PROTECTION OF PERSONAL DATA

The Company is responsible for the processing of personal data it receives from the shareholders and the proxy holders in the context of the general meeting, in particular identification data, contact details, information about the shares held, voting instructions and voting behavior. The Company will process this data to manage and monitor attendance at the meeting, the question and answer session and voting process in accordance with applicable legislation. To this end, the Company relies on its legal obligations with regard to convening the shareholders and organizing the meeting as well as its legitimate interests in order to ensure the validity of the votes and to analyze the results. The Company may share this information with its affiliated entities and with service providers who assist the Company in pursuing the aforementioned objectives. The Company will keep this data no longer than necessary to achieve such objectives (in particular the proxies, the confirmation of attendance and attendance list will be kept for as long as the minutes of the meeting must be kept in order to comply with the applicable Belgian legislation). The Company processes the personal data of shareholders and proxy holders in accordance with its Privacy Policy, which is available via the following link : <https://nextensa.eu/en/privacy-policy/>. This Privacy Policy contains

important additional information about the Company's processing of your data in this context, including an explanation of your rights as well as the Company's obligations in this regard.

CONTACT DETAILS

for the forms to be sent, for written requests or practical questions:

E-mail: legal@nextensa.eu

Tel: +32 (0) 2 882.10.00

By mail: Picardstraat 11 box 505, 1000 Brussels

Centralizing agent: Delen Private Bank

E-mail: Nextensa2022@delen.be

Tel: +32 (0)3 244 54 22

Address: Jan Van Rijswijcklaan 184, 2020 Antwerp