

PROXY FOR THE ORDINARY GENERAL MEETING

To be valid, this **proxy should be entirely completed, signed** and transmitted to Nextensa SA **at the latest on Tuesday 10 May 2022** by e-mail (legal@nextensa.eu) or by mail (to Picardstraat 11 box 505, 1000 Brussels). A scanned or photographed copy of the completed and signed proxy should be added, in case the proxy is sent by e-mail.

As the proposed proxyholder may potentially fall under article 7:143, §4 of the Belgian Code for companies and associations (Code des Sociétés et des Associations) applicable in case of conflicts of interest, we ask you to indicate your **specific voting instructions** regarding every proposed decision. If no specific voting instructions are given, the proxyholder shall be deemed to have received the specific instruction to approve such item on the agenda.

The undersigned:

Name and first name /
(company) name

address / office:

owner of: registered shares, and/or

owner of: dematerialised shares, of

company name: **Nextensa SA**

office: *Picardstraat 11 box 505, 1000 Brussels*

registered under number: 0436.323.915

has taken notice of the extraordinary general meeting of shareholders to be held:

date: **on Monday 16 May 2022 at 16.00h (PM)**

place: **at Maison de la Poste at Picardstraat 5 box 7, 1000 Brussels**

and appoints the following person as proxy holder, charged with his/her/its representation at the ordinary general meeting of shareholders:

the secretary of the meeting.

.....

(strike out what is not applicable)¹

¹ In order to enable shareholders to still exercise their voting right if the Company would be forced to limit physical access to the general meeting due to changing circumstances, shareholders are invited to designate the secretary of the meeting as proxy holder.

VOTING INSTRUCTIONS FOR EXISTING AGENDA ITEMS

The proxy holder will vote or abstain from voting on behalf of the undersigned shareholder in accordance with the voting instructions set out below. If no voting instructions are given in respect of any of the proposed decisions set out below or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given by the shareholder, the proxy holder will always, in relation to the proposed resolution(s) concerned, vote IN FAVOUR OF the proposed resolution(s).

Ordinary general meeting of shareholders of 16 May 2022

AGENDA AND PROPOSED DECISIONS

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.

Approved Rejected Abstention

5. **Remuneration Report.**

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

Approved Rejected Abstention

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.

Approved Rejected Abstention

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.

Approved Rejected Abstention

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.

Approved Rejected Abstention

9. (Re)appointment of directors².

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.

Approved Rejected Abstention

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.

Approved Rejected Abstention

- ii. Hilde Delabie as non-executive director, with her mandate running until the end of the annual meeting which will be held in 2026.

Approved Rejected Abstention

- 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.

Approved Rejected Abstention

- iv. Piet Dejonghe as non-executive director, with his mandate running until the end of the annual meeting which will be held in 2026.

Approved Rejected Abstention

² 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/>.

- 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.

Approved *Rejected* *Abstention*

- 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.

Approved *Rejected* *Abstention*

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 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.

Approved *Rejected* *Abstention*

- 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.

Approved *Rejected* *Abstention*

- 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.

Approved *Rejected* *Abstention*

- 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.

Approved *Rejected* *Abstention*

- 16. Varia.**

**VOTING INSTRUCTIONS REGARDING ADDITIONAL AGENDA ITEMS AND/OR NEW/ALTERNATIVE
PROPOSED DECISIONS WHICH ARE SUBSEQUENTLY ADDED TO THE AGENDA**

In case additional agenda items and/or new/alternative proposed decisions are subsequently validly added to the agenda, the Company will make available to the shareholders a new proxy form which is completed by the additional agenda items and proposed decisions concerned and/or new/alternative proposed decisions, so as to enable the shareholder to give specific voting instructions in this respect to the proxy holder. Proxies previously received, shall remain valid for the items for which they were given, subject to applicable legislation and other specifications in the proxy form.

The following voting instructions will therefore only be applicable in case no new specific voting instructions are validly provided to the proxy holder after the date of this proxy.

1. If new items are added to the agenda after the date of this proxy, the proxy holder shall (please tick one of the boxes):

- abstain from voting on the new items and proposed decisions concerned;
- vote or abstain from voting on the new items and proposed decisions concerned as he/she/it will deem fit, taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and proposed decisions concerned.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new items and proposed decisions concerned.

2. If new/alternative proposed decisions are filed with respect to agenda items after the date of this proxy, the proxy holder shall (please tick one of the boxes):

- abstain from voting on the new/alternative proposed decisions and vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under "Voting instructions for existing agenda items");
- vote or abstain from voting on the new/alternative proposed decisions as he/she/it will deem fit, taking into consideration the interests of the shareholder;

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed decisions and will be required to vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under "Voting instructions for existing agenda items").

However, the proxy holder will be entitled to deviate, at the general meeting, from the voting instructions set out above (under "Voting instructions for existing agenda items") if their implementation would be detrimental to the interests of the shareholder. If the proxy holder uses this option, the proxy holder shall notify the shareholder thereof.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new/alternative proposed resolutions.

AUTHORITY OF AND INSTRUCTIONS TO THE PROXY HOLDER

The proxy holder is hereby expressly granted the authority and given the instruction to take the following actions on behalf of the undersigned:

1. to participate in all following meetings that would be convened with the same agenda;
2. to participate in the discussions, to speak up, to ask questions and to exercise the right to vote;
3. to sign any minutes, attendance sheets, registers, deeds or documents concerning the above and, in general, to do all that is necessary or useful to implement this proxy.

* * *

This form must be completed, signed and received at the latest on Tuesday 10 May 2022 by the company, by e-mail (legal@nextensa.eu) or by mail (to Picardstraat 11 box 505, 1000 Brussels).

Signed in:

On: 2022

Signature

Name:

Capacity (for companies):