

**Xior Student Housing**

Public Limited Company, PRREC according to Belgian law  
Mechelsesteenweg 34, PO Box 108, 2018 Antwerp (Belgium)  
RPR (Antwerp Register of Companies, Antwerp division) 0547.972.794  
(the "Company" or "Xior")

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**CONVENING NOTICE FOR THE SPECIAL GENERAL MEETING OF 24 JUNE 2021 AT 09.00 AM**

**AND**

**CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF 24 JUNE 2021 AT 09.30 AM**

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As the extraordinary general meeting held on 20 May 2021 did not reach the required quorum, the shareholders, directors and statutory auditor are hereby invited to attend a new extraordinary general meeting of the Company to be held on 24 June 2021 at 09:30 am. Prior to this meeting, a special general meeting of the Company will be held at 09:00 am. The purpose of the meetings is to deliberate on the agendas and proposals for resolution listed below. Both meetings will be held in the building "Prince", Koningstraat 8, 2000 Antwerp (please read the note below).

**IMPORTANT NOTE:** The federal measures against the spread of the coronavirus COVID-19 do not allow, as of the date of this notice, to hold the meetings with physical attendance of the shareholders. Therefore, the Board of Directors asks the shareholders to grant power of attorney with specific voting instructions to Mr. Christian Teunissen, managing director of the Company, prior to the meetings and, as the case may be, to exercise their right to ask questions in writing as explained below. In the event that, at the latest on 10 June 2021, legal exemptions would become applicable allowing the meetings to be held with physical attendance by the shareholders, the Board of Directors of the Company will communicate on its website [www.xior.be](http://www.xior.be) the conditions under which physical attendance is possible, without prejudice to the right to participate in the special and extraordinary general meetings and to vote on the items on the agendas of these meetings in accordance with the above possibilities. Except in the event of such communication by the Company (and subject to the conditions stated therein), physical attendance by shareholders at the meetings is not permitted.

**AGENDA OF THE SPECIAL GENERAL MEETING AT 09:00 AM**

**1. Reappointment of PwC Bedrijfsrevisoren BV as statutory auditor of the Company and approval of the remuneration of the mandate as statutory auditor**

Proposal for resolution to reappoint as statutory auditor of the Company, the private limited company "PricewaterhouseCoopers Bedrijfsrevisoren" ("PwC Bedrijfsrevisoren"), having its registered office at 1932 Zaventem, Woluwedal 18, registered in the Register of Legal Entities of Brussels under the number 0429.501.944, represented by Mr. Jeroen Bockaert, auditor, for a period of 3 years ending at the annual meeting of the Company to be held in 2024, as well as to approve his remuneration amounting to 47.753,73 EUR (excl. VAT / expenses and to be indexed annually).

*Mr. Jeroen Bockaert replaces as representative Mr. Damien Walgrave who was the representative of PwC Bedrijfsrevisoren BV for the past 2 terms of office.*

**The Board of Directors invites you to approve the reappointment of the statutory auditor and his remuneration.**

**2. Special powers**

2.1. Proposal for resolution to grant to the members of the Board of Directors, each of them acting individually and with the right of substitution, power of attorney to perform all acts necessary or useful for the execution of the resolutions taken.

**The Board of Directors invites you to approve and grant this special power of attorney.**

2.2. Proposal for resolution to authorise Pieter Bogaert, Julie Vuylsteke, Véronique Bal, Andries De Smet and Sofie Robberechts, each of them acting individually and with the right of substitution, to carry out all acts necessary or useful for the completion of the formalities (including, but not limited to the drafting and signing of all necessary documents and forms) with a view to (i) the filing of these minutes with the clerk's office of the competent corporate court, (ii) the publication thereof 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.

**The Board of Directors invites you to approve and grant this special power of attorney.**

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING AT 09:30 AM**

**1. Renewal of the authorisation for authorised capital**

1.1. Acknowledgement of the special report of the Board of Directors in accordance with Article 7:199 of the Belgian Companies and Associations Code concerning the renewal and extension of the authorisation of the authorised capital, describing the special circumstances in which the authorised capital may be used and setting out the purposes for which it may be used.

**As it is a mere acknowledgement, no proposal for a decision has been included in respect of this agenda item.**

1.2. Proposal for resolution to renew the authorisation granted to the Board of Directors by the Extraordinary General Meeting of 6 November 2019, for a period of five years from the publication of the resolution of this extraordinary general meeting in the Annexes to the Belgian Official Gazette, to increase, renew and extend the capital on one or more occasions, under the conditions set out in the aforementioned report.

**The Board of Directors invites you to approve the authorisation by separate vote on each of the sub-agenda items (a) and (b), with a vote on sub-agenda item (b) only if the sub-agenda item (a) is not approved.**

- (a) Proposal for resolution to grant an authorisation to the Board of Directors in respect of:
  - i. capital increases by way of contribution in cash which provide for the possibility for the shareholders of Xior Student Housing to exercise their statutory preferential subscription right or irreducible allocation right, to increase the capital

during five years with a maximum amount of 50% of the amount of the capital on the date of the extraordinary general meeting, being two hundred twenty-seven million three hundred one thousand five hundred sixty-one euros (EUR 227,301,561.00);

- ii. capital increases in the framework of the distribution of an optional dividend, to increase the capital during five years with a maximum of 50% of the amount of the capital on the date of the extraordinary general meeting, being two hundred and twenty-seven million three hundred and one thousand five hundred and sixty-one euro (EUR 227,301,561.00);
- iii. capital increases by way of contribution in cash, which do not provide for the possibility for Xior Student Housing's shareholders to exercise their statutory preferential subscription right or irreducible allocation right, to increase the capital during five years by a maximum amount of 10% of the amount of the capital on the date of the extraordinary general meeting, being forty-five million four hundred and sixty thousand three hundred and twelve euro and twenty eurocents (EUR 45,460,312.20);
- iv. capital increases by contribution in kind, and any capital increases other than those mentioned above, to increase the capital during five years with a maximum of 10% of the amount of the capital on the date of the extraordinary general meeting, being forty-five million four hundred and sixty thousand three hundred and twenty-two eurocents (EUR 45,460,312.20);

it being understood that, in any event, the Board of Directors will never be able to increase the capital by more than the statutory maximum, i.e. 100% of the amount of the capital (four hundred and fifty-four million six hundred and three thousand one hundred and twenty-two euro (EUR 454,603,122.00)) during the five-year period of this authorisation.

- (b) If the proposal under 1.2(a) is not approved, proposal to grant an authorisation to the Board of Directors in respect of:
- i. capital increases by way of contribution in cash which provide for the possibility of the shareholders of Xior Student Housing to exercise their statutory preferential subscription right or irreducible allocation right, to increase the capital for a period of five years by a maximum amount of 50% of the amount of the capital on the date of the extraordinary general meeting, being two hundred twenty-seven million three hundred one thousand five hundred sixty-one euros (EUR 227,301,561.00);
  - ii. capital increases in the framework of the distribution of an optional dividend, to increase the capital for a period of five years by a maximum amount of 50% of the amount of the capital on the date of the extraordinary general meeting, being two hundred twenty-seven million three hundred one thousand five hundred sixty-one euro (EUR 227,301,561.00);
  - iii. (a) capital increases by way of contribution in cash which do not provide for the possibility of the shareholders of Xior Student Housing to exercise their statutory preferential subscription right or irreducible allocation right, (b) capital increases by way of contribution in kind, and (c) any capital increases other than those

mentioned above, to increase the capital during a period of five years with a maximum amount of 10% of the amount of the capital on the date of the extraordinary general meeting, being forty-five million four hundred and sixty thousand three hundred and twelve euro and twenty eurocents (EUR 45.460.312,20);

it being understood that, in any event, the Board of Directors will never be able to increase the capital by more than the statutory maximum, i.e. 100% of the amount of the capital (four hundred and fifty-four million six hundred and three thousand one hundred and twenty-two euro (EUR 454,603,122.00)) during the five-year period of this authorisation.

Pursuant to this new authorisation, Article 7 of the Articles of Association ("Authorised Capital") shall be amended accordingly to bring it in line with the relevant approved (alternative) proposals and the aforementioned report, by:

- i. In the first paragraph of Article 7, replacing the entire text with the following :  
*"The board of directors is authorised to increase the capital, in one or more instalments, on such dates and under such conditions as it shall determine:*
  - (a) *for capital increases by way of contribution in cash whereby it is provided that the Company's shareholders may exercise their statutory preferential subscription right or irreducible allocation right, up to a maximum amount of two hundred and twenty-seven million three hundred and one thousand five hundred and sixty-one euros (EUR 227,301,561.00);*
  - (b) *for capital increases in connection with the distribution of an optional dividend, up to a maximum amount of two hundred and twenty-seven million three hundred and one thousand five hundred and sixty-one euros (EUR 227,301,561.00);*
  - (c) *(IN CASE OF APPROVAL OF THE PROPOSAL UNDER 1.2 (a):) for capital increases by way of contribution in cash which do not provide for the possibility of the Company's shareholders to exercise their statutory preferential subscription right or irreducible allocation right, up to a maximum amount of forty-five million four hundred and sixty thousand three hundred and twelve euro and twenty eurocents (EUR 45.460,312.20) OR IN CASE OF APPROVAL OF THE PROPOSAL UNDER 1.2 (b):] For (a) capital increases by way of contribution in cash which do not provide for the possibility of Xior Student Housing's shareholders to exercise their statutory preferential subscription right or irreducible allocation right, (b) capital increases by way of contribution in kind, and (c) any other capital increases other than those mentioned above, up to a maximum amount of forty-five million four hundred and sixty thousand three hundred and twenty-two eurocents (EUR 45,460,312.20);*
  - (d) *ONLY IN CASE OF APPROVAL OF THE PROPOSAL UNDER 1.2(a):] for (a) capital increases by way of contribution in kind, and (b) any capital increases other than those mentioned above, up to a maximum amount of*

*forty-five million four hundred and sixty thousand three hundred and twelve euro and twenty eurocents (EUR 45,460,312.20);*

*it being understood that the Board of Directors may never increase the capital by more than the statutory maximum amount, being 100% of the amount of the capital (four hundred and fifty-four million six hundred and three thousand one hundred and twenty-two euros (EUR 454,603,122.00)) on the date of the extraordinary general meeting of 24 June 2021.”;*

- ii. in the second paragraph, replacing the entire text with the following text: *“This authorisation is valid for a period of five years from the publication in the annexes to the Belgian Official Gazette of the minutes of the extraordinary general meeting of 24 June 2021.”;*

If the proposal to authorise the Board of Directors and the associated amendment of the articles of association is not approved, the existing authorisation approved on 6 November 2019 will continue to apply and the relevant part of Article 7 of the current articles of association will remain unchanged.

## **2. Amendments to the articles of association**

Proposal for resolution to bring the articles of association into line with the Belgian Code of Companies and Associations and other recent legislative changes, taking into account the existing characteristics of the Company, without changing its legal form or object:

- whose seat will be in the Flemish Region;
- whose address, which shall not be reproduced in the articles of association, is at Mechelsesteenweg 34 box 108, 2018 Antwerp, in the jurisdiction of the Antwerp Business Court, Antwerp section;
- whose website is [www.xior.be](http://www.xior.be) and which uses the e-mail address [ir@xior.be](mailto:ir@xior.be) for its relations with the shareholders, the directors and the statutory auditor, which shall be stated in the Articles of Association, and it being understood that the Company may at any time create, change and announce another website and/or e-mail address, which may or may not be stated in the Articles of Association;
- whose capital is fixed at four hundred and fifty-four million six hundred and three thousand one hundred and twenty-two euro zero cent (€ 454,603,122.00) and is represented by twenty-five million two hundred and fifty-five thousand seven hundred and twenty-nine (25,255,729) shares without designation of nominal value, each representing 1/25,255,729th of the capital, and which are of the same class and enjoy the same rights and benefits;
- whose shares are freely transferable;
- which will be managed according to the one-tier board model, whereby the board of directors will be composed of at least five (5) directors;
- the effective management of which shall be entrusted to at least two natural persons who satisfy the requirements of good repute and professionalism as laid down in the applicable regulations

- on regulated property companies and who do not fall within the scope of the prohibitions laid down in the applicable regulations on regulated property companies;
- whose daily management may be assigned to one or more persons, whether or not they are directors, who may also represent the Company within the limits of the daily management;
  - which, without prejudice to special proxies, may be represented externally by two directors acting jointly or, within the limits of the daily management, by one managing director acting alone,

and on this occasion to restate, renumber, add to and/or simplify the articles of association where necessary, but without altering the essential provisions, it being understood that the word "purpose" will be changed to "object" where necessary, the references to "management committee" will be deleted, the references to legal provisions have been updated where necessary and then to adopt a completely new text for the articles of association in accordance with the draft that has been made available to all shareholders on the website and is available at the Company's registered office. Through the same channels, the shareholders will also be able to take note of a comparative document showing the changes compared to the current articles of association.

**The Board of Directors invites you to approve the amendments to the various articles of the Articles of Association in order to bring them into line with the Belgian Companies and Associations Code and other recent legislative amendments.**

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

- 3.1. Proposal for resolution to grant power of attorney to the members of the Board of Directors, each of them acting alone and with the right of substitution, to perform all acts necessary or useful for the implementation of the resolutions passed.

**The Board of Directors invites you to approve and grant this special power of attorney.**

- 3.2. Proposal for resolution to authorise Pieter Bogaert, Julie Vuylsteke, Véronique Bal, Andries De Smet and Sofie Robberechts, each of them acting individually and with the right of substitution, to carry out all acts necessary or useful for the completion of the formalities (including, but not limited to the drafting and signing of all necessary documents and forms) with a view to (i) the filing of these minutes with the registry of the competent Corporate Court, (ii) the publication thereof 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.

**The Board of Directors invites you to approve and grant this special power of attorney.**

- 3.3. Proposal to authorise the civil-law notary and all his associates, each of them acting individually, to carry out the formalities of publication and to ensure the filing of the new text of the articles of association.

**The Board of Directors invites you to approve and grant this special power of attorney**

### **Information for shareholders**

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

***Approval of the amendment of the articles of association and other decisions to be taken at the extraordinary general meeting:*** As the extraordinary general meeting of 20 May 2021 did not reach the required quorum, the extraordinary general meeting that will take place on 24 June 2021 at 9:30 am (with the same agenda as the extraordinary general meeting of 20 May 2021) will be able to validly deliberate regardless of the part of the capital present or represented.

***Amendment of the agendas:*** Shareholders who alone or jointly hold at least 3% of the capital of the Company shall be entitled to have items placed on the agenda of respectively the special general meeting and/or the extraordinary general meeting and to submit proposed resolutions (relating to items included or to be included on the agenda).

The requests to that effect must reach the Company by 2 June 2021 at the latest by ordinary mail (Xior Student Housing NV – FAO the General Counsel - Mechelsesteenweg 34, box 108, 2018 Antwerp) or by e-mail (ir@xior.be) (Article 7:130 of the Belgian Code of Companies and Associations). The Company shall acknowledge receipt of the requests by e-mail or by letter within a period of 48 hours from receipt. More detailed information on the rights pursuant to Article 7:130 of the Belgian Companies and Associations Code is made available to shareholders on the website of the Company (<http://www.xior.be/nl/investor/investor-relations>).

If the Company receives any requests to supplement the agendas and/or proposed resolutions, it shall (i) add such proposed resolutions to its website as soon as possible after receiving them, and (ii) publish amended agendas and amended proxy forms on its website, no later than 9 June 2021.

***Formalities for admission and exercise of voting rights:*** In order to be represented and exercise voting rights at the special general meeting and/or the extraordinary general meeting, shareholders must comply with the provisions of Articles 26 and 27 of the Company's articles of association. In order to be admitted to the meeting, shareholders must prove that they are the actual owner of the shares concerned.

***Registration:*** Only persons who are shareholders of the Company on the Record Date (as defined below) may participate in the special general meeting and/or the extraordinary general meeting and exercise the voting rights therein, on the basis of the accounting registration of the shares in the name of the shareholder on the Record Date, either by their registration in the share register or by their registration in the accounts of a recognised account holder or a settlement institution, regardless of the number of shares held by the shareholder on the date of the meetings. **10 June 2021 (24:00 hours Belgian time)** shall be the record date (the "**Record Date**").

***Confirmation of participation:*** Shareholders who wish to participate in the special general meeting and/or the extraordinary general meeting should, before or at the latest on **18 June 2021**, notify their intention to do so: 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 through a financial intermediary at the instruction of the shareholder); via e-mail to the Company, [ir@xior.be](mailto:ir@xior.be); or by mail to the Company, Xior Student Housing NV, FAO the General Counsel, Mechelsesteenweg 34, bus 108, 2018 Antwerpen. Holders of dematerialised shares must enclose with the notification a certificate issued by a recognised account holder or a settlement institution certifying the number of dematerialised shares registered in the shareholder's name in its accounts on the Record Date with which the shareholder has indicated its intention to participate in the special general meeting and/or the extraordinary general meeting. In the event of electronic notification to ABN AMRO Bank N.V., the authorised account holder or the settlement institution shall provide such certificate electronically via the following website: [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary).

**Proxy:** Each shareholder may be represented at the special general meeting and/or the extraordinary general meeting by Mr Christian Teunissen, managing director of the Company, by means of a proxy with specific voting instructions.

A power of attorney can be issued in two ways:

- By using ABN AMRO's platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)): if a shareholder has registered via this platform, the shareholder can give a proxy with voting instructions via an electronic form;
- By using a written power of attorney, for which a form is available at the registered office of the Company or can be downloaded from its website (<http://www.xior.be/nl/investor/investor-relations>).

The proxy or proxies must arrive at the Company's registered office via the abovementioned ABN AMRO platform, by ordinary mail (Xior Student Housing NV – FAO the General Counsel - Mechelsesteenweg 34, box 108, 2018 Antwerp) or by e-mail ([ir@xior.be](mailto:ir@xior.be)) no later than 18 June 2021. The shareholders are requested to follow the instructions set out in the proxy form in order to be validly represented. In addition, shareholders wishing to be represented will have to comply with the registration and confirmation procedure mentioned above.

**Written questions:** Shareholders may exercise their right to ask questions. Written questions to the directors or the statutory auditor should be submitted by ordinary mail or by e-mail to the registered office of the Company (Xior Student Housing NV – FAO the General Counsel - Mechelsesteenweg 34, box 108, 2018 Antwerp; [ir@xior.be](mailto:ir@xior.be)) at the latest on 18 June 2021. More detailed information on the rights pursuant to Article 7:139 of the Belgian Companies and Associations Code is made available on the Company's website (<http://www.xior.be/nl/investor/investor-relations>). Only written questions submitted by shareholders who have complied with the formalities to be admitted to the meetings 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 special general meeting and the extraordinary general meeting has been published, obtain at the Company's registered office (Xior Student Housing NV – FAO the General Counsel - Mechelsesteenweg 34, box 108, 2018 Antwerpen),



free of charge, a copy of the documents that will be submitted to the meetings, the agenda of the meetings, which also contains a proposal for resolution or a commentary by the Board of Directors, and the form that can be used for voting by proxy. These documents, as well as the information that must be made available in accordance with Article 7:129 of the Belgian Companies and Associations Code, can be consulted on the Company's website (<http://www.xior.be/nl/investor/investor-relations>).

**Practical information:** Shareholders who wish to obtain further information on the modalities of participation in the special general meeting and/or the extraordinary general meeting may contact the Company (T +32 3 257 04 89; E [ir@xior.be](mailto:ir@xior.be)).

*The Board of Directors*