

Xior Student Housing

in short "**Xior**"

Public Limited Company (NV), PRREC according to Belgian law

Frankrijklei 64-68, 2000 Antwerp (Belgium)

RPR (Antwerp Register of Companies, Antwerp division) 0547.972.794

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

CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF 15 SEPTEMBER 2022 AND, IF THE REQUIRED QUORUM WOULD NOT BE REACHED AT SUCH MEETING, A SECOND EXTRAORDINARY GENERAL MEETING OF 6 OCTOBER 2022

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 15 September 2022 at 5:30 pm (the "**EGM 1**") at the Company's registered office, in order to deliberate on the following agenda and proposals for resolution. In case the required quorum for the extraordinary general meeting would not be reached at the EGM 1, a second extraordinary general meeting shall be held on 6 October 2022 at 5:30 pm (the "**EGM 2**") with the same agenda *mutatis mutandis*.

An **explanatory note** on the transactions that are the subject of this Extraordinary General Meeting is available on the Company's website: <https://corporate.xior.be/en/investors/general-meeting>.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. Approval of contributions in kind

1.1 Acknowledgement of the special report of the Board of Directors in accordance with articles 7:179 and 7:197 of the Belgian Code of companies and associations concerning the proposed contributions in kind.

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

1.2 Acknowledgement of the special report of the statutory auditor in accordance with articles 7:179 and 7:197 of the Belgian Code of companies and associations concerning the proposed contributions in kind.

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

1.3 Proposal for resolution to approve the proposed contributions in kind which will result in a capital increase by way of issuance of new shares.

Proposal for resolution to approve (i) the capital increase of the Company by way of the proposed contributions in kind of (a) all the shares of ST Łódź Rewolucji 1905 Sp. z o.o., ST Katowice Krasińskiego Sp. z o.o., ST Łódź Rembielińskiego Sp. z o.o., Studentenwohnheim

Prager Strasse GmbH, ST Potsdam S.à r.l., ST Skovbrynet Student ApS, ESHF 2 Aarhus Residential ApS, ESHF 2 Aarhus Student ApS, BC Student Malmö AB and ESHF 2 Birketinget ApS held by their shareholders, and (b) the receivables of the loans granted by such shareholders (or their subsidiaries) to the companies whose shares are proposed for contribution (the “**Contributions**”), and (ii) the issuance of new shares without nominal value of the Company in consideration for the Contributions which will be listed and admitted to trading on the regulated market of Euronext Brussels.

Pursuant to this approval and resulting capital increase, article 6 of the Articles of Association of the Company shall be amended to bring it in line with the relevant approved proposal and the aforementioned reports.

2. Partial renewal of the authorisation for authorised capital

2.1 Acknowledgement of the special report of the Board of Directors in accordance with article 7:199 of the Belgian Code of companies and associations concerning the partial renewal and extension of the authorisation of the authorised capital.

Since this is a mere acknowledgement, no proposed resolution is included with respect to this agenda item.

2.2 Proposal for resolution to partially renew and extend the authorisation granted to the Board of Directors by the extraordinary general meeting of 24 June 2021, for a period of five years from the publication of the resolution of the aforementioned extraordinary general meeting in the annexes to the Belgian Official Gazette, to increase the capital on one or more occasions under the conditions set out in the aforementioned report.

- (a) If the Contributions under agenda item 1 are approved, proposal for resolution to renew the authorisation for capital increases:
- (i) by way of contributions in cash, which do not provide for the possibility for the Company’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 and as increased pursuant to the Extraordinary General Meeting;
 - (ii) by way of contributions in kind, to increase the capital during five years by a maximum amount of 10% of the capital on the date of and as increased pursuant to the Extraordinary General Meeting; and
 - (iii) by way of the contributions in kind to be made in the context of the acquisition of BaseCamp Group Ltd and/or the payment of the consideration due in connection therewith, to increase the capital during three years by a maximum amount of EUR 40,000,000,

it being understood that that the capital within the framework of the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting which approved the authorisation (in other words that the sum of the capital increases with application of proposed authorisations cannot in total exceed the

amount of the capital on the date of the extraordinary general meeting that approved the authorisation).

- (b) If the Contributions under agenda item 1 and/or the proposal under agenda item 2.2(a) are not approved, proposal for resolution to renew the authorisation for capital increases by way of (i) contributions in cash, which do not provide for the possibility for the Company's shareholders to exercise their statutory preferential subscription right or irreducible allocation right, and (ii) by way of contributions in kind, 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 for such contributions in the aggregate,

it being understood that the capital within the framework of the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting which approved the authorisation (in other words that the sum of the capital increases with application of proposed authorisations cannot in total exceed the amount of the capital on the date of the extraordinary general meeting that approved the authorisation).

The aforementioned authorisations are a complete renewal and extension of the existing authorisations as provided in article 7, paragraph 1, sections (c) and (d) of the Articles of Association of the Company, which will be integrally replaced by the aforementioned renewed and extended authorisations. The authorisations approved on 24 June 2021 by the extraordinary general meeting to increase the capital as provided in article 7, paragraph 1, sections (a) and (b) of the Articles of Association of the Company will not be renewed and will continue to apply and remain unchanged.

If none of the proposals to authorise the Board of Directors and the related amendments of the Articles of Association of the Company are approved, the existing authorisations approved on 24 June 2021 will continue to apply and the relevant parts of article 7 of the current Articles of Association of the Company will remain unchanged.

3. Approval of the revised remuneration policy which includes the new long-term incentive plan

Proposal for resolution to approve the revised remuneration policy which includes the new long-term incentive plan. Such long-term incentive plan is proposed to be implemented in the context of the transactions that are the subject of this Extraordinary General Meeting and includes an incentive plan for members of the newly created Executive Committee by way of an annual cash bonus and a net amount to be used by members of the Executive Committee to purchase shares from the Company in accordance with a three-year vesting scheme. As this long-term incentive plan modifies the current remuneration policy in a material way, the entire revised remuneration policy, which includes this long-term incentive plan, is submitted to the General Meeting for approval in accordance with article 7:89/1, §3 of the Belgian Code of companies and

associations. The revised remuneration policy forms a specific part of the Corporate Governance Charter.

4. Authorisation to acquire own shares

Proposal for resolution to grant the authorisation to the Board of Directors for a period of five years as from the date of the publication of the resolutions of the Extraordinary General Meeting to acquire shares of the Company at a price or exchange value per share which will not be (i) less than 75% of the average price of the last 30 days of the listing of the Company's shares prior to the date of the transaction and (ii) higher than 125% of the average price of the last 30 days of the listing of the Company's shares prior to the date of the transaction, without the Company being allowed to own shares of the Company representing more than 10% of the total number of shares of the Company.

5. Special powers – coordination of the Articles of Association

5.1 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.

5.2 Proposal for resolution to authorise Michael Truyen, Julie Vuylsteke, Andries De Smet, Sofie Robberechts and Katrien Van den Bergh, 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.

5.3 Proposal for resolution 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 of the Company.

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 decisions to be taken at the Extraordinary General Meeting: In order to approve the contributions in kind resulting in a capital increase and the partial renewal of the authorisation for authorised capital, 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 regardless of the part of the capital present or represented), as well as a majority of at least three/fourths of the votes cast at the meeting.

In case the required quorum would not be reached at the EGM 1, the EGM 2 shall be held on 6 October 2022 at 5:30 p.m. with the same agenda *mutatis mutandis*.

Amendment of the agenda: 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 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 24 August 2022 at the latest by ordinary mail (Frankrijklei 64-68, 2000 Antwerp, FAO Investor Relations) or by e-mail (ir@xior.be). 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 Code of companies and associations is made available to shareholders on the website of the Company (<https://corporate.xior.be/en/investors/general-meeting>).

If the Company receives any requests to supplement the agenda and/or proposed resolutions, it shall (i) add such proposed resolutions to its website as soon as possible after receiving them, and (ii) publish the amended agenda and amended proxy form on its website, no later than 31 August 2022.

Formalities for admission and exercise of voting rights: In order to be represented and exercise voting rights at the EGM 1, 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 EGM 1 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. 1 September 2022 (24:00 hours Belgian time) shall be the record date (the "**Record Date**").

Confirmation of participation: Shareholders who wish to participate at the EGM 1 must, before or at the latest on 9 September 2022, notify their intention to do so: electronically to ABN AMRO Bank N.V. via 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; or by mail to the Company, Frankrijklei 64-68, 2000 Antwerp - FAO Investor Relations. 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 EGM 1. 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.

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

A power of attorney can be issued in two ways:

- By using ABN AMRO's platform (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 – this proxy can only be granted to Mr. Christian Teunissen;
- 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 (<https://corporate.xior.be/en/investors/general-meeting>) – this proxy may be given to Mr. Christian Teunissen as well as to any other natural person.

The proxy or proxies must arrive at the Company's registered office via the abovementioned ABN AMRO platform, by ordinary mail (Frankrijklei 64-68, 2000 Antwerp – FAO Investor Relations) or by e-mail (ir@xior.be) no later than 9 September 2022. 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.

In the event that the quorum is not reached at the EGM 1, the proxy given for this meeting shall also apply to the EGM 2 which shall be held, if necessary, on 6 October 2022, with the same agenda, provided that the shareholder wishing to be represented again complies with the above-mentioned registration and confirmation procedure.

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 (Frankrijklei 64-68, 2000 Antwerp – FAO Investor Relations; ir@xior.be) at the latest on 9 September 2022. More detailed information on the rights pursuant to article 7:139 of the Belgian Code of companies and associations is made 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 has been published, obtain at the Company's registered office (Frankrijklei 64-68, 2000 Antwerp), free of charge, a copy of the documents that will be submitted to the meeting, the agenda of the meeting, which also contains proposals 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 Code of companies and associations, can be consulted on the Company's website (<https://corporate.xior.be/en/investors/general-meeting>).

Practical information: Shareholders who wish to obtain further information on the modalities of participation in the EGM 1 may contact the Company (T +32 3 257 04 89; E ir@xior.be).

The Board of Directors