

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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www.xior.be – email address : ir@xior.be

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

NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF FRIDAY APRIL 4, 2025 AT 10:00 AM

Since the extraordinary meeting of Friday March 14, 2025 did not achieve the required quorum, the shareholders, directors and statutory auditor of the Company are hereby invited to a new extraordinary general meeting of the Company to be held on Friday April 4, 2025 at 10:00 am (the "**Extraordinary General Meeting**").

The purpose of the Extraordinary General Meeting is to deliberate on the agenda and proposed resolutions listed below. The meeting will proceed at the Company's registered office.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. **Renewal of the authorisation authorised capital**
- 1.1 **Acknowledgment of the special report of the Board of Directors in accordance with Article 7:199 of the Companies and Associations Code regarding the 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.

- 1.2 **Proposal for resolution, subject to the condition precedent of approval of the resulting amendment to the Articles of Association by the Financial Services and Markets Authority (FSMA), to 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 September 12, 2024 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 preferential subscription right or irreducible allocation right, 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 1.2 (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 subscription right or irreducible allocation right 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 authorisation is a complete renewal and extension of the existing authorisation provided for in Article 7, paragraph 1 until 3 of the Company's Articles of Association which will be replaced and modified by the aforesaid renewed and extended authorisations.

The proposal to renew and extend the authorization authorized capital is subject to the condition precedent of approval by the Financial Services and Markets Authority (FSMA) of the resulting amendment to the Articles of Association.

2. Special powers - coordination of articles of association

- 2.1. 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.
- 2.2. Proposal for resolution to authorise Michael Truyen, Julie Vuylsteke, Pieter Bogaert, 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.
- 2.3. Proposal for 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:

Since the extraordinary meeting of Friday March 14, 2025 did not achieve the required quorum, the Extraordinary General Meeting to be held on Friday April 4, 2025 (with the same agenda *mutatis mutandis*), will be able to deliberate validly regardless of the amount of capital present or represented.

However, there must be a majority of at least three-fourths of the votes cast at the meeting.

Formalities for admission and exercise of voting rights: To be present or represented at the Extraordinary General Meeting 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 Extraordinary General Meeting 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. March 21, 2025 (midnight Belgian time) will be the record date (the "**Record Date**").

Confirmation of participation: Shareholders who wish to participate in the Extraordinary General Meeting must give notice of their intention to do so before or no later than **March 28, 2025**: electronically to ABN AMRO Bank N.V. via 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 Extraordinary General Meeting. 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.

Proxy: Each shareholder may be represented at Extraordinary General Meeting 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): 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 (<https://corporate.xior.be/en/investors/general-meeting>) - 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 **March 28, 2025** 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). 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.

The proxies given by shareholders related to the extraordinary general meeting of March 14, 2025 will also be valid for this Extraordinary General Meeting 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) no later than March 28, 2025. 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 Extraordinary General Meeting can contact the Company (T +32 3 257 04 89; E ir@xior.be).

The Board of Directors