



WDP

VOTE BY CORRESPONDENCE ORDINARY AND EXTRAORDINARY GENERAL MEETING

- This properly completed, dated and signed paper proxy form must be received by WDP NV/SA at the latest on **Thursday, 18 April 2024** and can be transmitted:
 - by ordinary letter at the following address: WDP NV, attn. Ruben Van Steenbrugge – Legal Counsel, Blakebergen 15, 1861 Wolvertem
 - by e-mail: shareholdersmeetings@wdp.eu
- Alternatively, the shareholder may also submit their voting form electronically via <http://www.abnamro.com/evoting>.
- In case of communication by e-mail, the original voting form must be handed over at the latest on the date of the general meeting. Forms arriving too late or not satisfying the required formalities will be refused.

Signed:

Natural person

Name and first name:

Domicile:

Legal entity

Corporate name and legal form:

Registered office:

Company number:

Validly represented by (name and position):

Owner of

[number] registered shares

[number] dematerialised shares

of Warehouses De Pauw NV/SA, a public regulated real estate company under Belgian law having its offices at 1861 Wolvertem, Blakebergen 15, registered in the Register of Legal Entities of Brussels, Dutch-language section under number 0417.199.869 (**WDP** or the **Company**).

hereby exercises his/her right to vote as follows on the agenda items for the ordinary and extraordinary general meeting of WDP to be held on **Wednesday 24 April 2024 at 10.00 a.m.** at the registered office of the Company (the **Meeting**):



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I. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IF THE SHAREHOLDERS PRESENT OR REPRESENTED AT THE MEETING REPRESENT AT LEAST HALF OF THE CAPITAL, SUBJECT TO THE APPROVAL BY AT LEAST 75% OF THE VOTES CAST

A. Mandate regarding the authorised capital

1. Acknowledgement of report	NO VOTING REQUIRED		
2. <u>Proposed resolution</u> : the extraordinary general meeting resolves to replace the existing mandate regarding the authorised capital with a new mandate to the board of directors of the Company to, within the constraints of the mandatory provisions contained in the applicable company law, increase the Company's capital on the dates and subject to the conditions it will determine, on one or more occasions, up to a maximum amount of:			
I. 50% of the capital amount, if the capital increase to be realised is a capital increase in cash with the option for shareholders to exercise their preferential right or irreducible allocation right (as meant in the RREC Legislation (as defined in Article 1 of the Articles of Association));	FOR	AGAINST	ABSTAIN
II. 50% of the capital amount, if the capital increase to be realised is a capital increase within the context of payment of an optional dividend; and	FOR	AGAINST	ABSTAIN
III. 10% of the capital amount, if the capital increase to be realised is (a) a capital increase in kind or (b) a capital increase by a contribution in cash without the option for shareholders to exercise their preferential right or irreducible allocation right (as meant in the RREC Legislation), or (c) a capital increase in any other form;			
with the understanding that the capital, within the framework of the authorised capital, shall not be increased by an amount greater than the capital as it stands on the date of the extraordinary general meeting that approves the proposed mandate, in other words that the sum of the capital increases with application of the proposed mandate included under points I, II and III will in total not exceed the capital amount as it stands on the date of the extraordinary general meeting that approves the proposed mandate;	FOR	AGAINST	ABSTAIN



and therefore resolves to amend Article 8 of the Articles of Association accordingly as follows:

“ARTICLE 8. AUTHORISED CAPITAL

“The board of directors is authorised, within the constraints of the mandatory provisions contained in the applicable company law, to increase the share capital on the dates and subject to the conditions that it specifies, in one or more increments, up to a maximum amount of:

*I. **[[to be completed: 50% of the amount of the capital on the date of the extraordinary general meeting that approves the mandate, rounded down to the nearest eurocent]**, if the capital increase to be realised is a capital increase in cash with the option of the Company’s shareholders to exercise their preferential right or irreducible allocation right (as referred to in the RREC Legislation);]* and

*II. **[[to be completed: 50% of the amount of capital on the date of the extraordinary general meeting that approves the mandate, rounded down to the nearest eurocent]**, if the capital increase to be realised involves the distribution of an optional dividend;]* and

*III. **[[to be completed: 10% of the amount of the capital on the date of the extraordinary general meeting that approves the authorisation, rounded down to the nearest eurocent]**, if the capital increase to be realised (a) is a capital increase in kind, or (b) a capital increase in cash without the option of the Company’s shareholders to exercise their preferential right or irreducible allocation right (as referred to in the RREC Act), or (c) any other kind of capital increase] ; with the understanding that the capital will not be allowed to increase within the context of this mandate by an amount that exceeds the amount of the capital on the date of the extraordinary general meeting that approves the mandate.*

This mandate is valid for a period of five years from publication of the minutes of the extraordinary general meeting that approves the mandate.

This mandate is renewable.

Capital increases can be carried out via contribution in cash, contribution in kind or conversion of reserves, including profits carried forward and issue premiums as well as all of the equity components in the Company’s individual IFRS financial statements (drawn up based on the RREC Legislation) which are convertible into capital, possibly with issuance of shares or other securities (of any existing kind), in accordance with the mandatory provisions set out in the applicable company law the RREC Legislation.

Eventual issue premiums will be shown in one or more separate accounts under equity in the liabilities on the balance sheet. The board of directors is free to decide to place any issue premiums, possibly after deduction of an amount that does not exceed the cost of the increase in capital in the meaning of the applicable IFRS rules, into an unavailable account, which shall constitute the third party guarantee on the same basis as the capital and cannot under any circumstances be reduced or abolished except by a resolution of the general meeting voting as for an amendment to the Articles of Association, except in the case of the conversion into capital.

Under the conditions and within the limits set out in paragraphs one to five of this article, the board of directors can not only create or issue shares, but also subscription rights (which may be attached to another security), convertible bonds, bonds repayable in shares, or other securities (of any existing kind), while complying at all times with the mandatory provisions set out in the applicable company law and RREC Legislation.

Without prejudice to the application of mandatory provisions of the applicable company law and RREC Legislation, in this process the board of directors may limit or cancel preferential rights, even if this benefits one or more particular persons other than employees of the Company.



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The board of directors has the power to amend the Company's Articles of Association in line with the capital increase(s) that was/were realised within the context of the authorised capital."

B. Powers

Proposal for resolution: the extraordinary general meeting resolves to give the following powers:

1. to grant to any director of the Company, and to Mickaël Van den Hauwe, CFO of the Company, each acting individually and with the right of sub-delegation, the necessary powers to implement the decisions taken;
2. to the acting civil-law notary to draw up the coordinated text of the Articles of Association of the Company, to sign it and to deposit it with the clerk of the competent Business Court, pursuant to the relevant provisions of the law;
3. to any director of the Company, to Mickaël Van den Hauwe (CFO of the Company), to Johanna Vermeeren and to Ruben Van Steenbrugge (employees of the Company), each acting individually and with the right of sub-delegation, and to their staff, appointees and mandataries to ensure completion of the formalities with an enterprise counter with a view to register/update the data records of the Company in the Belgian Central Enterprise Databank and, where applicable, with the Administration for Value-Added Tax.

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II. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IRRESPECTIVE OF THE CAPITAL REPRESENTED BY THE SHAREHOLDERS PRESENT OR REPRESENTED AT THE MEETING, SUBJECT TO THE APPROVAL BY AT LEAST THE MAJORITY OF THE VOTES CAST

Agenda and proposals for resolution

1.-5. Acknowledgement of the reports

NO VOTE REQUIRED

6.	Approval of the statutory financial statements of the Company closed on 31 December 2023 and the appropriation of the result. <i>Proposed resolution:</i> The General Meeting approves the statutory financial statements of the Company as at 31 December 2023, including the appropriation of the result.	FOR	AGAINST	ABSTAIN
7.	Granting discharge to the directors of the Company for the mandate fulfilled by them. <i>Proposed resolution:</i> By a separate vote, the General Meeting grants discharge to the directors of the Company for the mandates fulfilled by them during the financial year 2023.	FOR	AGAINST	ABSTAIN
8.	Granting discharge to the statutory auditor of the Company. <i>Proposed resolution:</i> The General Meeting grants discharge to the statutory auditor for the fulfillment of his mandate during the financial year 2023.	FOR	AGAINST	ABSTAIN
9.	Approval of the statutory financial statements of Sigo NV/SA closed on 28 April 2023 and the appropriation of the result. <i>Proposed resolution:</i> The General Meeting approves the statutory financial statements of Sigo NV/SA as at 28 April 2023, including the appropriation of the result.	FOR	AGAINST	ABSTAIN
10.	Granting discharge to the directors of Sigo NV/SA for the mandates fulfilled during the period of 1 January 2023 to 28 April 2023. <i>Proposed resolution:</i> The General Meeting grants discharge to the directors for the mandates fulfilled during the period of 1 January 2023 to 28 April 2023.	FOR	AGAINST	ABSTAIN
11.	Granting discharge to the statutory auditor of Sigo NV/SA.	FOR	AGAINST	ABSTAIN



	<i>Proposed resolution:</i> The General Meeting grants discharge to the statutory auditor of Sigmo NV/SA for the mandate fulfilled during the course of the past financial year.		
12.	<p>Approval of the appointment of Mr. Patrick O as non-executive and independent director.</p> <p><i>Proposed resolution:</i> The General Meeting approves the proposal, subject to the suspensive condition of approval by the FSMA, to appoint Mr. Patrick O as a non-executive and independent director for a period of four years until the General Meeting of 2028. The Board of Directors confirms that, based on the information available to the Company, Mr. Patrick O qualifies as an independent director according to the independence criteria of Article 7:87, §1 of the Belgian Code of Companies and Associations, the Belgian Corporate Governance Code 2020, and Article 13 of the RREC Legislation.</p>	FOR	AGAINST
13.	<p>Approval, in accordance with Article 7:91 of the Code of companies and associations, of the variable remuneration of the co-CEOs and the other members of the Management Committee with regard to the evaluation of the predetermined and objectively measurable performance criteria.</p> <p><i>Proposed resolution:</i> In accordance with Article 7:91 of the Code of companies and associations, the General Meeting explicitly approves the principle that the variable remuneration of the co-CEOs and the other members of the Management Committee is based on predetermined and objective and measurable performance criteria that are measured:</p> <ul style="list-style-type: none"> - with regard to the co-CEOs, for 60% over a period of 1 year and 40% over a period of at least 3 years; and - with regard to the other members of the Management Committee, for 75% over a period of 1 year and 25% over a period of at least 3 years. 	FOR	AGAINST
14.	<p>Approval of the remuneration policy, which forms a specific part of the Corporate Governance Charter.</p> <p><i>Proposed resolution:</i> The General Meeting approves the remuneration policy, which forms a specific part</p>	FOR	AGAINST



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<p>of the Company's Corporate Governance Charter (more specifically Chapter 7).</p>		
<p>15. Approval of the remuneration report, which forms a specific part of the corporate governance statement in the annual report of the Company. <i>Proposed resolution:</i> The General Meeting approves the remuneration report, which forms a specific part of the corporate governance statement in the annual report.</p>	FOR	AGAINST ABSTAIN
<p>16. Approval, pursuant to article 7:151 of the Code of companies and associations, of clauses granting rights to third parties in connection with a change of control. 16.1. <i>Proposed resolution:</i> Approval, pursuant to article 7:151 of the Code of companies and associations, of all clauses of the following credit agreements in which the Company, at the request of the relevant credit institution, must immediately repay the relevant credit, possibly increased by accrued interest and all other amounts acquired or outstanding under the relevant credit agreement:</p> <ul style="list-style-type: none"> • Credit agreements of 22 December 2023 between the Company and Intesa for a global amount of 90 million EUR; • Credit agreements of 21 December 2023 between the Company and ICBC for a global amount of 40 million EUR; • Credit agreements of 4 December 2023 between the Company and ING for a global amount of 75 million EUR; • Credit agreements of 5 September 2023 between the Company and Belfius for a global amount of 25 million EUR; • Credit agreements of 22 December 2023 between the Company and BNP Paribas for a global amount of 90 million EUR; • Credit agreements of 30 November 2023 between the Company and ABN Amro for a global amount of 100 million EUR; • Credit agreements of 2 February 2024 between the Company and International Finance Corporation for a global amount of 297 million EUR. 	FOR	AGAINST ABSTAIN



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<p>16.2. <i>Proposed resolution:</i> Approval of, with application of Article 7:151 of the Code of companies and associations, every clause of credit agreements permitted between the date of the convocation to the General Meeting and the effective session of the General Meeting (and which, if applicable, shall be explained during the General Meeting and shall be included in the minutes, which are also publicly available on WDP’s website), insofar as such clauses are in line with the clauses with regard to changes in control which until today were already approved by the General Meeting with application of Article 7:151 of the Code of companies and associations.</p>	<p>FOR</p>	<p>AGAINST</p>	<p>ABSTAIN</p>
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If the Meeting is unable to validly deliberate or if it is adjourned for any reason, then this postal voting form remains valid for any subsequent meeting with the same agenda. However, this only applies if the undersigned has fulfilled the formalities required to participate and vote at the subsequent meetings in due time.

Date:	Date:
Signature:	Signature:
Name:	Name:
Position:	Position:

[If the signature is signed on behalf of a legal entity, please state the first and last name and the position of the natural person(s) and provide the articles of association and other documentation in which the representative authority is shown.]