



## VOTE BY CORRESPONDENCE ANNUAL GENERAL MEETING

- This properly completed, dated and signed proxy form must be received by WDP NV/SA at the latest on **Thursday, 20 April 2023** and can be transmitted:
  - by ordinary letter at the following address: WDP NV, attn. Johanna Vermeeren – General Counsel, Blakebergen 15, 1861 Wolvertem
  - by e-mail: [shareholdersmeetings@wdp.eu](mailto:shareholdersmeetings@wdp.eu)
- 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):

### On the registration date (12 April 2023) 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 annual general meeting of WDP to be held on **Wednesday 26 April 2023 at 10.00 a.m.** at the registered office of the Company (the **General Meeting**):



## Agenda and proposals for resolution

### 1.-3. Acknowledgement of the reports

NO VOTE REQUIRED

<p><b>4. Approval of the statutory financial statements of the Company closed on 31 December 2022 and the appropriation of the result.</b>  <i>Proposed resolution:</i> The General Meeting approves the statutory financial statements of the Company as at 31 December 2022, including the appropriation of the result.</p>	FOR	AGAINST	ABSTAIN
<p><b>5. Granting discharge to the directors of the Company for the mandate fulfilled by them.</b>  <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 2022.</p>	FOR	AGAINST	ABSTAIN
<p><b>6. Granting discharge to the statutory auditor of the Company.</b>  <i>Proposed resolution:</i> The General Meeting grants discharge to the statutory auditor for the fulfillment of his mandate during the financial year 2022.</p>	FOR	AGAINST	ABSTAIN
<p><b>7. Approval of the remuneration report, which forms a specific part of the corporate governance statement in the annual report of the Company.</b>  <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><b>8. Renewal of the mandate of Rik Vandenberghe as non-executive and independent director.</b>  <i>Proposed resolution:</i> The General Meeting approves the proposal to renew the mandate of Mr. Rik Vandenberghe as a non-executive and independent director for a period of four years and thus until the annual General Meeting in 2027. The Board of Directors confirms that, based on the information available to the Company, Mr. Rik Vandenberghe qualifies as an independent director under the independence criteria of article 7:87, §1 of the CCA, of the Belgian Corporate Governance Code 2020 and of article 13 of the GVV/SIR Act.</p>	FOR	AGAINST	ABSTAIN
<p><b>9. Renewal of the mandate of Tony De Pauw as executive director.</b></p>	FOR	AGAINST	ABSTAIN



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	<p><u>Proposed resolution:</u> The General Meeting approves the proposal to renew the mandate of Mr. Tony De Pauw as executive director for a period of four years and thus until the annual General Meeting in 2027. Mr. Tony De Pauw is nominated in application of the binding nomination right under article 15 of the Company's Articles of Association by the current reference shareholder of the Company, the partnership RTKA. The partnership RKTA, which individually and directly holds more than 20% of the shares in the Company, has indicated that for the time being it will not exercise its right for a second director to be appointed on its binding nomination.</p>			
10.	<p><b>Reappointment of Deloitte Bedrijfsrevisoren BV as auditor of the Company and approval of the remuneration for the mandate as auditor.</b></p> <p><u>Proposed resolution:</u> On the proposal of the Audit Committee, the General Meeting approves the reappointment of Deloitte Bedrijfsrevisoren BV (located at Gateway Building, Brussels National Airport 1J, 1930 Zaventem) as statutory auditor of the Company for a period of 3 years, with immediate effect. In accordance with article 41 of EU Regulation No 537/2014, as transposed into Belgian law, the mandate will reach the statutory maximum term at the Annual General Meeting of 2025 and be terminated at that time. Deloitte Bedrijfsrevisoren BV will be represented in this position by Kathleen De Brabander. Deloitte Bedrijfsrevisoren BV will receive for this position an annual remuneration in the amount of EUR 108,321 (excluding VAT and expenses IBR). The remuneration is adjusted annually in line with the consumer price index.</p>	FOR	AGAINST	ABSTAIN
11.	<p><b>Approval of the remuneration of the non-executive directors, with the exception of the chairman of the Board of Directors.</b></p> <p><u>Proposed resolution:</u> The General Meeting approves the increase of the annual fixed remuneration for the non-executive directors, with the exception of the chairman of the Board of Directors, from EUR 50,000 to EUR 55,000 (including reimbursement of expenses).</p>	FOR	AGAINST	ABSTAIN
12.	<p><b>Approval of the remuneration of the chairman of the Board of Directors.</b></p>	FOR	AGAINST	ABSTAIN



<p><u>Proposed resolution:</u> The General Meeting approves the increase of the annual fixed remuneration of the chairman of the Board of Directors, from EUR 100,000 to EUR 110,000 (including reimbursement of expenses).</p>		
<p><b>13. 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.</b></p> <p>13.1. <u>Proposed resolution:</u> Approval, pursuant to article 7:151 of the Code of companies and associations, of all clauses regarding a change of control 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"> <li>- Credit agreement of 25 October 2022 between the Company and the European Bank for Reconstruction and Development (EBRD) for a total amount of EUR 150 million;</li> <li>- Credit agreement of 1 August 2022 between the Company and Intesa SanPaolo for a total amount of EUR 60 million;</li> <li>- Credit agreement of 25 November 2022 between the Company and a syndicate of international banks for a total amount of EUR 440 million;</li> <li>- Credit agreement of 31 March 2022 between the Company and Metlife for a total amount of EUR 100 million;</li> <li>- Credit agreement of 18 May 2022 between the Company and a number of international investors through a US private placement for a total amount of EUR 500 million;</li> <li>- Credit agreements of 24 February 2022 between the Company and ING for a total amount of EUR 130 million;</li> <li>- Credit agreement of 27 December 2022 between the Company and KBC for a total amount of EUR 25 million;</li> <li>- Credit agreement of 24 November 2022 between the Company and BNP Paribas Fortis for a total amount of EUR 85 million;</li> </ul>	FOR	AGAINST
		ABSTAIN



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- Credit agreement of 22 December 2022 between the Company and Triodos Bank for a total amount of EUR 40 million;
- Credit agreement of 23 December 2022 between the Company and Belfius Bank for a total amount of EUR 25 million;
- Credit agreement of 9 June 2022 between the Company and Natixis and Caisse d'Epargne et de Prevoyance Hauts de France for a total amount of EUR 150 million.

13.2. Proposed resolution: 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), 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.

FOR

AGAINST

ABSTAIN

Date:

Date:

Signature:

Signature:

Name<sup>1</sup>:

Name:

Position:

Position:

<sup>1</sup>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.