



MONTEA

Public regulated real estate investment company under Belgian law
Public limited liability company
27 Industrielaan, bus 6 - 9320 Erembodegem (Aalst)
Ghent Register of Legal Entities, Dendermonde Division – VAT BE 0417.186.211

(Montea or the Company)

PROXY

To be valid, this proxy form should be, fully completed and duly signed, delivered to the Company no later than **Wednesday 15 May 2024** by post to the following address: Industrielaan 27, box 6, 9320 Erembodegem (Aalst), or by e-mail to compliance@montea.com.

Only proxies with specific voting instructions will be taken into account in the voting at the general meeting.

Undersigned:

Natural person

Name

Domicile

Legal entity

Name legal entity

Legal form

Registered office

Company number

Represented by

Owner of

..... registered shares of the Company

..... dematerialised shares of the Company

appoints as his/her special proxy holder, Mr. Dirk De Pauw, chairman of the board of directors of Montea Management NV (sole director of Montea), to whom undersigned shareholder grants all powers to:

- represent the shareholder at the ordinary general meeting of the Company to be held on **Tuesday 21 May 2024 at 10:00 a.m.** in the offices of the Company at Industrielaan 27, box 6, 9320 Erembodegem, Belgium;
- to participate in all the deliberations concerning the agenda listed below, and
- to vote on the proposed resolutions as follows:

VOTING INSTRUCTIONS

- 1) Acknowledgement and discussion of the annual accounts and consolidated annual accounts of the Company as at 31 December 2023, and the reports of the Sole Director, including the corporate governance statement and the remuneration report, with respect to the annual accounts and consolidated annual accounts of the Company as at 31 December 2023.

This agenda item is for acknowledgement only, no voting required.

- 2) Acknowledgement and discussion of the statutory auditor's reports with respect to the aforementioned annual accounts.

This agenda item is for acknowledgement only, no voting required.

- 3) Approval of the annual accounts as at 31 December 2023.
Proposed resolution: *The general meeting of shareholders approves the annual accounts as at 31 December 2023.*

Voting instructions on this proposed resolution (indicate your vote):

- ☐ For
☐ Against
☐ Abstain

- 4) Approval of the appropriation of the results for financial year 2023.
Proposed resolution: *The general meeting of shareholders decides to allocate the profit of the last financial year as proposed by the Sole Director with a gross dividend of € 3.74 per share.*

Voting instructions on this proposed resolution (indicate your vote):

- ☐ For
☐ Against
☐ Abstain

- 5) Approval of the remuneration report.
Proposed resolution: *The general meeting of shareholders approves the remuneration report relating to the financial year 2023.*

Voting instructions on this proposed resolution (indicate your vote):

- ☐ For
☐ Against
☐ Abstain

- 6) Discharge of the Sole Director.
Proposed resolution: *The general meeting of shareholders grants discharge to the Sole Director for its duties performed in the course of the financial year 2023.*

Voting instructions on this proposed resolution (indicate your vote):

- ☐ For
☐ Against
☐ Abstain

- 7) Discharge of the permanent representative of the Sole Director.
Proposed resolution: *The general meeting of shareholders grants discharge to the permanent representative of the Sole Director for his duties performed in the course of the financial year 2023.*

Voting instructions on this proposed resolution (indicate your vote):

- ☐ For
☐ Against
☐ Abstain

- 8) Discharge of the statutory auditor and its permanent representative.

Proposed resolution: *The general meeting of shareholders grants discharge to the statutory auditor, and its permanent representative, for their duties performed in the course of the financial year 2023.*

Voting instructions on this proposed resolution (indicate your vote):

- ☐ For
☐ Against
☐ Abstain

- 9) Approval of the remuneration of the Sole Director for financial year 2023.

Proposed resolution: *The general meeting of shareholders approves the remuneration of the Sole Director for financial year 2023 for an amount of € 1,060,505.93 (exclusive of VAT).*

Voting instructions on this proposed resolution (indicate your vote):

- ☐ For
☐ Against
☐ Abstain

- 10) Acknowledgement of the voting on the proposal of reappointment of Koen Van Gerven and Barbara De Saedeleer as non-executive independent directors of the Sole Director for an additional period of four years.

This agenda item is for acknowledgement only, no voting required.

IMPORTANT INFORMATION

The appointment of the proxy holder by a shareholder shall be conducted by means of this proxy form, which must be signed by the shareholder.

The principal grants also all rights to the proxy holder to (i) vote on each proposal, (ii) adopt or reject all amendments, (iii) sign all deeds, minutes and attendance lists, (iv) make all declarations, including a declaration of waiver of the time limits and formalities for convening a meeting, pursuant to articles 7:128 and 7:132 of the Code of companies and associations (hereinafter **CCA**), (v) substitute, and (vi) generally undertake anything which is necessary or useful under this proxy, even if not explicitly stated.

Undersigned undertakes to compensate the proxy holder for any damage he may incur as a result of any act pursuant to this proxy, provided that he acted within the limits of his powers. Furthermore, the undersigned undertakes not to claim the nullity of any decision approved by the proxy holder and not to claim any compensation of him, provided that latter has acted within the limits of his powers.

The shareholder can only appoint one person for a specific general meeting as proxy holder, except for the exceptions set forth in the CCA.

The shareholder who wishes to be represented, has to fulfil the participation formalities of prior registration and confirmation of participation as described in the convocation published by the Company. For the calculation of the quorum requirements and majority only those proxies are considered that are submitted by the shareholders who fulfil the formalities of article 7:134 of the CCA that have to be fulfilled to be admitted to the meeting.

Without prejudice to the possibility to deviate from the instructions (if any) in certain circumstances in accordance with article 7:145 of the CCA, the proxy holder votes in accordance with the instructions of the shareholder who appointed him. The proxy holder (or at his choice, the Company) must keep, for a period of at least one year, a register of the voting instructions and at the shareholder's request confirm that he complied with the voting instructions.

As described in the convocation notice for the general ordinary general meeting (and according to the modalities specified therein) shareholders who have alone or together 3% of the capital of the Company may request to have topics included on the agenda of the ordinary general meeting and proposals for resolutions (regarding items on the agenda or items to be included) until **Monday 29 April 2024** at the latest. The topics to be added to the agenda and the corresponding proposed resolutions that would be added to the agenda will be announced in accordance with the modalities of the CCA (as set forth in the convocation notice). If applicable, the Company will simultaneously make available to its shareholders, on its website, a form that can be used for voting by



proxy, supplemented with new topics to be discussed and corresponding resolution proposals that would have been included in the agenda, and/or merely with the resolution proposals that would have been formulated. The proxies which were notified to the Company before the publication of the amended agenda, remain valid for the topics to be discussed as mentioned on the agenda, it being understood that the proxy holder, for the subjects mentioned on the agenda for which new resolution proposals are submitted, may deviate during the meeting from potential instructions from the principal in case the execution of these instructions would damage the interests of the principal. The proxy holder must notify the principal thereof. Regarding new topics to be dealt with, the principal decides as follows:

- ☐ **The proxy holder is authorised to vote on any new topics to be discussed that are included in the agenda.**
- ☐ **The proxy holder must refrain from voting on any new topics to be discussed that are included in the agenda.**

* * *

SIGNATURE

Done on 2024 (*date*) at (*place*)

(*signature to be preceded by handwritten text "Good for proxy"*)