

Public regulated real estate company according to Belgian law, limited liability company

## RETAIL ESTATES

Industrielaan 6, B-1740 Ternat (Belgium)  
Commercial Court Brussels (Dutch section)

VAT: BE 0434 797 847

Company number: 0434.797.847

Hereafter, the “**Company**”

### *IN RETAIL WE TRUST*

---

## AGENDA FOR THE SPECIAL GENERAL MEETING OF SHAREHOLDERS OF 27 MARCH 2026 AT 10 A.M.

---

### Retail Estates NV/SA

1. Confirmation of the co-optation of an executive director.

Proposal to confirm, on the recommendation of the remuneration and nomination committee, by separate vote, the co-optation of Mr Nicolas Beaussillon as an executive board member of the Company with effect from 1 January 2026, replacing Mr Michel Van Geyte, whose term of office expired on 3 September 2025, for the remaining term of Michel Van Geyte's term of office, and to appoint Mr Nicolas Beaussillon as an executive board member of the Company for a term expiring after the annual general meeting to be held in 2029. Mr Nicolas Beaussillon's term of office was approved by the FSMA on 16 December 2025.

Proposal to not separately remunerate the mandate of Mr Nicolas Beaussillon as executive board member.

*Nicolas Beaussillon has been appointed managing director of Retail Estates since 1 January 2026. He began his career in the retail sector in 2005 at Cushman & Wakefield Belux, where he rose from account manager to co-Head of Retail Letting. In 2016, he moved to Wereldhave Belgium, where he became Commercial & Investment Director and then CEO. In 2024, he became CEO of Tans Urban Landmarks, a Belgian family-owned retail property investor.*

2. Remuneration policy.

Proposal to approve the revised remuneration policy drawn up in accordance with Article 7:89/1 CAC, which forms a specific part of the Corporate Governance Charter.

*On the recommendation of the remuneration and nomination committee, the board of directors has revised the remuneration policy applicable to the members of the board of directors and the management committee. The new version is available at [www.retailstates.com/nl/investors/shareholders-agenda/extraordinary-general-meeting](http://www.retailstates.com/nl/investors/shareholders-agenda/extraordinary-general-meeting).*

3. Approval with application of article 7:151 CAC of the clauses in financing agreements in which rights are granted to third parties in connection with a change of control.

In order to finance its activities, the Company has entered into the following financing agreements:

- a credit agreement with Bank Nagelmackers dated 26 June 2025 for an amount of EUR 20,000,000.00;
- a revolving credit agreement with BNP Paribas Fortis dated 16 January 2026 for an amount of EUR 25,000,000.00;

together, the “**Financing Agreements**”.

Proposal to approve, in accordance with article 7:151 CAC, all clauses in (the general terms and conditions applicable to) the Financing Agreements granting rights to the credit institution concerned (Bank Nagelmackers and BNP Paribas Fortis) in connection with a change of control over the Company (a.o. a possible early demand for repayment of the credit in question (and of all other amounts due or outstanding under the credit) and/or a possible immediate suspension of the use of the credit).

### Merged company

*Pursuant to Article 12:58 CAC, the general meeting of the acquiring company (in this case, Retail Estates) must approve the annual accounts of the company acquired by a transaction assimilated to a merger (in this case, Retail Warehousing Invest NV/SA, an institutional regulated real estate company) and grant discharge to the management and supervisory bodies of the company acquired, for the period between the date of the annual closing of the last financial year for which the accounts have been approved (i.e. 31 December 2024) and the date from which the transactions of the absorbed company are deemed to have been carried out on behalf of the acquiring company (in this case, Retail Estates) (i. e. 1 July 2025).*

4. Acknowledgement of the annual report with regard to the statutory annual accounts of the institutional regulated real estate company in the form of a limited liability company “Retail Warehousing Invest”, absorbed by Retail Estates on 1 July 2025, for the aborted financial year that ended on 1 July 2025.
5. Acknowledgement of the report of the auditor on the statutory accounts of the institutional regulated real estate company in the form of a limited liability company “Retail Warehousing Invest” for the aborted financial year that ended on 1 July 2025.

*As agenda items 4 and 5 refer to mere acknowledgements, the General Meeting does not have to resolve on the items. Therefore, this convocation does not include proposals for resolutions with regard to these agenda items.*

6. Approval of the statutory annual accounts of the institutional regulated real estate company in the form of a limited liability company “Retail Warehousing Invest”, absorbed by Retail Estates on 1 July 2025, for the aborted financial year that ended on 1 July 2025.

Proposal to approve the statutory annual accounts of the institutional regulated real estate company in the form of a limited liability company “Retail Warehousing Invest”, for the aborted financial year that ended on 1 July 2025.

7. Discharge to the directors of the institutional regulated real estate company in the form of a limited liability company “Retail Warehousing Invest”.

Proposal to grant discharge to the (former) directors of the institutional regulated real estate company in the form of a

limited liability company “Retail Warehousing Invest” for the execution of their mandate during the aborted financial year that ended on 1 July 2025.

8. Discharge to the auditor of the institutional regulated real estate company in the form of a limited liability company “Retail Warehousing Invest”.

Proposal to grant discharge to the auditor of the institutional regulated real estate company in the form of a limited liability company “Retail Warehousing Invest” for the execution of his mandate during the aborted financial year that ended on 1 July 2025.