

## PROXY

For the holders of registered shares, a copy of the signed proxy voting form must be sent by ordinary letter to the Company's registered office (Boulevard de la Woluwe 58, 1200 Brussels), or by email ([shareholders@cofinimmo.be](mailto:shareholders@cofinimmo.be)) **by 2 May 2024 at the latest**. Alternatively, an electronic proxy voting form is available until 2 May 2024 at the latest via [www.abnamro.com/evoting](http://www.abnamro.com/evoting), by selecting "Registrar", to be completed **by 2 May 2024 at the latest**

For the holders of dematerialised shares, an electronic proxy voting is available via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) (in the case of dematerialised shares, with the intervention of a financial intermediary acting on instruction of the shareholder – via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary)) to be completed **by 2 May 2024 at the latest**

**The Undersigned** (the Principal),

**Legal person:**

Company name and legal form:	
Registered office:	
Validly represented by:	Residing at:

**Natural person:**

Last name:
First name :
Address:

Declares that the following shares have been registered in the accounts on the Registration Date (see practical modalities):

.....dematerialised shares

.....registered shares, in full ownership, in bare ownership, in usufruct **(cross out as appropriate)**

of the public limited company COFINIMMO with registered office at 1200 Brussels, Boulevard de la Woluwe, 58, registered in the Register of Legal Entities under number BE 0426 184 049.

**Hereby appoints as special Proxy Holder:**

.....

To whom he/she confers all powers for the purposes of representing him/her at the **extraordinary shareholders' meeting** which will be held on **8 May 2024 at 15:00** (or, if the required quorum is not reached at this meeting of 8 May 2024, on 5 June 2024 at 15:00) and at the **ordinary shareholders' meeting** which will be held on **8 May 2024 at 15:30** (hereinafter the "General Meetings") at Cofinimmo's headquarters, Boulevard de la Woluwe 58, 1200 Brussels, to deliberate on the following agendas, for the purpose of voting in his/her name and on his/her behalf according to his/her voting instructions expressed hereafter.

## **POWERS OF THE PROXY HOLDER**

- I. The proxy holder may in particular take part in any deliberation and vote and pass and sign all deeds, documents, minutes, attendance lists, substitute and generally do whatever is necessary.  
The proxy holder may attend any other meeting with the same agenda, if the first meeting cannot be held for any reason whatsoever.
- II. The proxy holder shall vote in accordance with the voting instructions contained in the proxy.  
**Please indicate a specific voting instruction for each item on the agendas.**  
**If the absence of specific voting instructions, or if the voting instructions are not clear, the proxy holder will vote FOR the proposal.**
- III. **Proxy voting forms without indication of a proxy holder shall be considered to be addressed to the board of directors, therefore generating a potential conflict of interest under article 7:143, §4 of the Company and Associations Code<sup>1</sup>.**  
**In order to be valid, proxy voting forms must contain specific voting instructions for each item on the agendas. If no specific voting instructions are included for an item included in the agendas, the proxy holder will be considered as having a conflict of interest and will not be allowed to partake in the vote.**
- IV. If, pursuant to article 7:130 of the Companies and Associations Code, new items are added to the agendas of the General Meetings or proposals for decisions are added after the date of this proxy:
  - The proxy voting form will remain valid for the agenda items it covers;
  - The proxy holder will have to abstain from voting on the new agenda items and the relevant proposals for a decision.

In this case, Cofinimmo will make the amended agenda and an amended proxy form available on its website, in order to allow shareholders who wish to do so to return a new proxy to Cofinimmo and to give specific voting instructions on the new items on the agenda or the new resolution proposals.

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<sup>1</sup> In the event of potential conflicts of interest between the proxy and the shareholder, the proxy must disclose the precise facts relevant to the shareholder, to allow the shareholder to assess the risk that the proxy could pursue an interest other than that of the shareholder. The proxy shall only be authorised to vote on behalf of the shareholder provided that he/she has specific voting instructions for each topic included in the agenda.

A conflict of interest exists, in particular, when the proxy: (i) is the Company itself or an entity controlled by it, a shareholder which controls the Company or another entity controlled by such a shareholder; (ii) is a member of the board of directors or the management bodies of the Company or a shareholder which controls it or a controlled entity as described in (i) above; (iii) is an employee or auditor of the Company or a shareholder which controls it or a controlled entity as described in (i) above; (iv) is related to an individual described in (i) to (iii) above or is the spouse or legal cohabitant of such a person or is related to such a person.

## **VOTING INSTRUCTIONS**

The proxy shall exercise the principal's right to vote as follows (see attached agendas, published in the Belgian Official Gazette (Moniteur Belge), l'Echo and De Tijd and on our website [www.cofinimmo.com](http://www.cofinimmo.com)):

### **EXTRAORDINARY SHAREHOLDERS' MEETING OF 8 MAY 2024 AT 15:00**

1. Renewal of the authorisation concerning the authorised capital			
1.1. Acknowledgement of the special report of the board of directors in accordance with article 7:199 of the Companies and Associations Code	DOES NOT REQUIRE A VOTE		
1.2. Proposal to authorise the board of directors to increase the capital by a maximum amount of:			
1°) 50% of the amount of the capital on the date of the extraordinary shareholders' meeting that will approve the authorisation, rounded if necessary, for capital increases by contributions in cash, with the possibility for the Company's shareholders to exercise a pre-emptive right or priority allocation right	YES*	NO*	ABSTENTION*
2°) 20% of the amount of the capital on the date of the extraordinary shareholders' meeting that will approve the authorisation, rounded if necessary, for capital increases in the context of the distribution of an optional dividend	YES*	NO*	ABSTENTION*
3°) 10% of the amount of the capital on the date of the extraordinary shareholders' meeting that will approve the authorisation, rounded if necessary, for (a.) capital increases by contributions in kind, (b.) capital increases by contributions in cash without the possibility for the Company's shareholders to exercise a pre-emptive right or priority allocation right, or (c.) any other type of capital increase	YES*	NO*	ABSTENTION*
1.3. Amendment to article 6.2 of the articles of association	YES*	NO*	ABSTENTION*
2. Authorisations to the board of directors to acquire, pledge and dispose of the Company's own shares			
2.1. Proposal to replace the authorisations relating to the acquisition, pledge and disposal of own shares granted to the board of directors with new authorisations to acquire, pledge and dispose of the Company's shares and to replace article 6.3 of the articles of association	YES*	NO*	ABSTENTION*
3. Authorisation to the board of directors to proceed with the distribution to the employees of the Company and its subsidiaries of a part of the Company's profits			
3.1. Proposal to replace the authorisation granted to the board of directors with a new authorisation to proceed with the distribution to employees of the Company and its subsidiaries of a part of the profits and to replace article 29, paragraph 2 and seq. of the articles of association	YES*	NO*	ABSTENTION*
4. Amendment to article 12 of the articles of association relating to the powers of the board of directors	YES*	NO*	ABSTENTION*
5. Amendment to article 13 of the articles of association relating to the executive committee	YES*	NO*	ABSTENTION*
6. Amendment to article 17 of the articles of association relating to the representation of the Company and the signing of documents	YES*	NO*	ABSTENTION*
7. Proposal to adopt a new text of the Company's articles of association in order to bring them in line with the proposed decisions mentioned in this agenda	YES*	NO*	ABSTENTION*
8. Delegation of powers	YES*	NO*	ABSTENTION*

(\*) cross out as appropriate

### **ORDINARY SHAREHOLDERS' MEETING OF 8 MAY 2024 AT 15:30**

1. Acknowledgment of the management report on the statutory and consolidated financial year ending on 31 December 2023	DOES NOT REQUIRE A VOTE
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2. Acknowledgment of the statutory auditor's report on the statutory annual accounts as at 31 December 2023 and the statutory auditor's report on the consolidated annual accounts as at 31 December 2023	DOES NOT REQUIRE A VOTE		
3. Acknowledgment of the consolidated annual accounts as at 31 December 2023	DOES NOT REQUIRE A VOTE		
4. Approval of the statutory annual accounts as at 31 December 2023 and allocation of the result	YES*	NO*	ABSTENTION*
5. Approval of the remuneration report for the financial year ending 31 December 2023	YES*	NO*	ABSTENTION*
6. Discharge to the directors	YES*	NO*	ABSTENTION*
7. Discharge to the statutory auditor	YES*	NO*	ABSTENTION*
8. Remuneration policy	YES*	NO*	ABSTENTION*
9. Renewal of the mandate of two non-executive directors			
9.1. Renewal of the mandate of Mr Olivier Chapelle	YES*	NO*	ABSTENTION*
9.2. Renewal of the mandate of Mr Xavier de Walque	YES*	NO*	ABSTENTION*
10. Appointment of three non-executive directors			
10.1. Appointment of Mrs Nathalie Charles	YES*	NO*	ABSTENTION*
10.2. Appointment of Mr Jan Suykens	YES*	NO*	ABSTENTION*
10.3. Appointment of Mr Mirjam van Velthuisen-Lormans	YES*	NO*	ABSTENTION*
11. Proposal to grant power to implement the resolutions	YES*	NO*	ABSTENTION*
12. Miscellaneous	DOES NOT REQUIRE A VOTE		

(\*) cross out as appropriate

Signed in \_\_\_\_\_, on \_\_\_\_\_

\_\_\_\_\_  
 (« approved to grant proxy powers » + signature)