

“Cofinimmo SA/NV” a fixed public capital real estate investment trust incorporated under Belgian Law, having its headoffice at 1200 Brussels, Boulevard de la Woluwe/Woluwedal 58. The company is entered in the Register of Legal Persons of Brussels under the N°.0426.184.049 and its VAT number is BE 0426.184.049

The shareholders of COFINIMMO, are invited to assist to the extraordinary general meeting of shareholders of the Company that will take place on Tuesday September 30rd 2014 at 09.00 AM at the headoffice, at 1200 Brussels, Boulevard de la Woluwe/Woluwedal 58.

THE PURPOSE OF THIS MEETING IS ESSENTIALLY THE CHANGE OF THE STATUS OF THE COMPANY IN ORDER TO ADOPT THE STATUS OF A PUBLIC REGULATED REAL ESTATE COMPANY AS A RESULT OF THE ACT OF 12 MAY 2014 ON REGULATED REAL ESTATE COMPANIES (“RREC Act”) AND ITS IMPLEMENTING DECREE (The Royal Decree of July 13, 2014, hereafter the “RRED RD”).

## Conditions of admission

### **A. Participation to the Meeting and vote**

In order to participate to this Meeting of **September 30<sup>rd</sup> 2014** or to be represented at it, the shareholders are asked to comply with the provisions of articles 20 of the articles of association.

Only natural persons or legal entities:

- who are shareholders of the Company on **September 16<sup>th</sup> 2014, at twenty-four hours** (midnight, Belgian time) (hereafter the “**Registration Date**”), whatever the number of shares held on the date of the Meeting,
- and who have informed the Company at the latest on **September 24<sup>th</sup> 2014** of their desire to participate at the Meeting and to exercise their voting right at that Meeting,

are entitled to participate and to vote at the Meeting of **September 30<sup>rd</sup> 2014**.

As a result, the holders of dematerialised shares must produce a certificate delivered by a registered account holder or a clearing house, certifying the number of dematerialised shares registered at the name of the shareholder in their accounts at the Registration Date, and for which the shareholder has declared wanting to participate at the Meeting. These shareholders must notify the Company of their intention to participate at the Meeting by normal mail, fax (+32 (0)2 373.00.10) or email ([shareholders@cofinimmo.be](mailto:shareholders@cofinimmo.be)) addressed to the Company at the latest on **September 24<sup>th</sup> 2014**.

The holders of dematerialized shares must submit the abovementioned certificate by **September 24<sup>th</sup>, 2014 at the lastet** at BANK DEGROOF, 1040 Brussels, rue de l’Industrie 44.

The owners of registered shares who wish to participate at the Meeting must notify their intention to the Company by normal mail, fax (+32 (0)2 373.00.10) or email ([shareholders@cofinimmo.be](mailto:shareholders@cofinimmo.be)) addressed to the Company at the latest on **September 24<sup>th</sup> 2014**.

Each shareholder can be represented by a proxy holder. The proxy must be notified in writing to the Company and must reach the Company at the latest on **September 24<sup>th</sup> 2014**. The proxy form is made available on the website of the Company.

In order to take part in the Meeting, the shareholders or proxy holders must prove their identity, and the representatives of legal entities must provide documents proving their identity and their powers of representation, at the latest immediately before the start of the Meeting.

### **B. Right to change the agenda**

One or more shareholders owning together at least 3% of the share capital of the Company can, in accordance with article 533ter of the Companies Act, request the adding of new points for consideration to the agenda of the Meeting, as well as file proposals for decisions concerning the points on or to be added to the agenda. The additional points or proposals for decisions for consideration must reach the Company at the latest on **September 08th 2014** by normal mail fax(+32 (0)2 373.00.10) or email ([shareholders@cofinimmo.be](mailto:shareholders@cofinimmo.be)) addressed to the Company. The Company will acknowledge receipt of the request at the address notified by the shareholder within 48 hours after such receipt. If applicable, the Company will publish a completed agenda, at the latest on **September 15th 2014**. At the same time, an amended sample proxy will be available on the website of the Company. All proxies previously sent to the Company will remain valid for the agenda points that are mentioned on them.

### **C. Right to question**

Time for questions is planned at the Meeting. In addition, prior to the Meeting and at the latest on on **September 24<sup>th</sup> 2014**, each shareholder is entitled to ask questions by normal mail ,fax (+32 (0)2 373.00.10) or email ([shareholders@cofinimmo.be](mailto:shareholders@cofinimmo.be)) addressed to the Company with respect to the points included on the agenda, to which sit will be replied during the Meeting, provided that shareholder in question complies with the admission formalities for the Meeting.

### **D. Exit right**

Only the shareholders:

- who, if dematerialised shares are concerned, send to the Company by normal mail fax (+32 (0)2 373.00.10) or email ([shareholders@cofinimmo.be](mailto:shareholders@cofinimmo.be)) at the latest on September 24<sup>th</sup> 2014 the certificate of unavailability of their shares and
- who are present or validly represented at the Meeting

can exercise the exit right.

Indeed, this right can only be exercised during the General Meeting by completing the exit form. The exit form is made available to the shareholders on the website of the Company

Any voting form sent to the Company before the Meeting or completed otherwise than by the shareholder or his/her representative during the Meeting shall be deemed as null and void. The Company cannot accept any proxy for the exercising of the exit right.

For shares that are subject to joint ownership or a split ownership rights, the shareholders will have to appoint one and the same person to exercise this exit right.

The shareholders will also need to provide to the Company on the day of the Meeting with a copy of their identity card or their passport and, if it is a legal entity, a copy of the articles of association and powers.

### **E. Availability of documents**

The documents that are submitted to the Meeting, as well as the agenda of the Meeting, the proxy voting form and the exit form, as well as any other information which is legally required to be made available to the shareholders, are available on the website of the Company [www.cofinimmo.be](http://www.cofinimmo.be)

Each shareholder can, on simple request (and for the holders of dematerialised shares upon the providing of the certificate mentioned above) obtain free of charge at the registered seat of the Company (working days during the usual office hours) a copy of the reports mentioned in points A.1 and A.2 of the agenda. These documents, as well as the proxy and the exit forms are also available on the website of the Company [www.cofinimmo.be](http://www.cofinimmo.be).

### **F. Publication of important participation**

In accordance with article 545 of the Belgian Company Code, nobody is allowed to vote on the General Meeting with more shares than those for which he declared possession in accordance with articles 514, 515, or 515bis of the Belgian Company Code. This means that, If you hold a multiple of at least 5% of our shares, you may only proceed with registration in the accounts up to the maximum of the number of shares for which you have made a transparency declaration.