

CHARTER OF GENERAL SHAREHOLDERS MEETING

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I. PLACE AND DATE

The company's annual Ordinary General Shareholders Meeting is held on the second Wednesday of May at 15:30 at the company's head office situated at 58, Boulevard de la Woluwe, 1200 Brussels.

When an Extraordinary Shareholders Meeting is necessary, the Board of Directors will endeavour to organise it immediately before the Ordinary Annual General Meeting.

II. AGENDA

The General Meeting is convened by the Board of Directors, which also sets the agenda, at least thirty days before the date of the General Meeting.

Shareholders representing at least 3% of the company's shareholder capital can, however, request that a meeting be convened and/or that an item be added to the agenda.

The agenda of the Ordinary Annual General Meeting usually includes the following items:

- the report by the Board of Directors and that of the external auditor on the past financial year;
- the year's statutory and consolidated accounts;
- approval of the annual accounts and the fixing of the dividend for the year;
- discharge of the Directors and the external auditor for the year;
- the Corp[orate governance Report for the year;
- appointment and re-appointment of Directors and the external auditor;
- fixing the Directors' emoluments for the performance of their duties on the Board of Directors or the Committees;
- fixing the auditor's fees for the external audit.

The Extraordinary General Meeting decides on all subjects related to the company's articles of association. The special reports drawn up by the Board of Directors in preparation for an Extraordinary General Meeting are attached to the notice of the meeting sent to the registered shareholders. The documentation is also available on the company's website (<http://www.cofinimmo.com/investor-relations/shareholder-information/general-meetings.aspx>)

III. NOTICE OF MEETING

The notice calling a General Meeting contains the place, date and time of the meeting, the agenda, the reports, the draft resolutions for each item on the agenda to be voted on, as well as the procedure for participating in the meeting or for appointing a proxy.

The notice is sent by post to the registered shareholders at the address which they have indicated. Holders of bearer shares or dematerialised shares are convened by a press announcement in Belgium (the Echo and De Tijd).

IV. PARTICIPATION IN THE GENERAL MEETING

The Companies Code provides for the registration of shares at least on the fourteenth day before the General Meeting at midnight (Belgian time) (the Registration Date), so as to enable the company to identify the shareholders entitled to vote at the General Meeting. Only persons who are shareholders on the Registration Date shall be entitled to participate in and vote at the meeting, irrespective of the number of shares held by the shareholder on the date of the meeting.

Registration:

- the registration for holders of registered shares involves the registration in the shareholders' register ;
- holders of bearer or dematerialised shares must register their shares with the financial institutions, who will inform the company. In order to be able to vote, the proof of registration must be in possession of the Secretary general six days before the General Meeting.

Participation in the General Meeting:

The holders of registered, bearer or dematerialised shares must send their participation declaration for the attention of the company. In order to be able to vote, the participation declaration must arrive six days before the General Meeting.

Representation at the general meeting:

The holders of registered, bearer or dematerialised shares who want to be represented by a proxy, must send their proxy form for the attention of the company. In order to be able to vote, the proxy form must arrive six days before the General Meeting.

The company will take into account the proxy votes as instructed by the proxy. The invalid proxy forms will be rejected. The votes « abstain » formally cast during the voting process or mentioned in the proxy forms will be registered as such.

Proxy voting forms returned to COFINIMMO without indicating a proxy shall be considered as being addressed to the Board of Directors, therefore generating a potential conflict of interest under art. 547bis§4 of the Belgian Company Code. In order to be valid, proxy voting forms must contain specific voting instructions for each topic included in the agenda.

The exercise of the vote on shares in joint ownership or subdivided (usufruct/or (usufruct/bare ownership) requires the appointment of a single representative in order to exercise the right to vote.

Pursuant to article 545 of the Belgian Company Code, if a shareholder holds a multiple of 5% of the company's shares, he may only proceed with registration in the accounts up to the maximum of the number of shares for which he has made a transparency declaration.

V. AGENDA ITEMS AND RIGHT TO ASK QUESTIONS

In accordance with article 533ter of the Belgian Company Code, one or more shareholders jointly holding at least 3% of COFINIMMO's share capital may require the inclusion of items to be dealt with on the agenda for the General Meeting, as well as to submit proposals for decisions concerning the items to be dealt with included or to be included on the agenda. These inclusions of items and/or proposals for decisions must be received by the company at the latest on the twenty-fourth day before the General Meeting. If one or more requests to add new points or proposals for new resolutions have been received, the company will publish an amended agenda at the latest on the fifteenth day before the General Meeting. The discussion of amended agenda items and proposals for decisions is subject to the registration of the abovementioned part of the capital.

Pursuant to article 540 of the Belgian Company Code, shareholders who have completed the meeting admission formalities and have proved their shareholder status on the Registration Date are entitled to put written questions to the directors or the auditor. These questions may be sent to the company at the latest on the sixth day before the General meeting. These questions will be answered provided that the shareholders concerned have fulfilled the General Meeting's registration and participation confirmation conditions.

VI. CONDUCT OF THE MEETING

The General Shareholders Meeting is presided over by the Chairman of the Board of Directors or, in his absence by the longest-serving director. The Chairman appoints the scrutineers and the secretary for the Meeting, who is usually the Secretary General of the Company. He manages the discussions.

Voting on the resolutions at the Ordinary General Meeting is decided by a simple majority of the votes of the shareholders present and represented. The Companies code provides for a quorum (including proxies) at an Extraordinary General Meeting of 50% of the capital, failing which, another General Meeting must be called. This General Meeting may deliberate even if the quorum is not reached. The resolutions put to the vote of the Extraordinary General Meeting generally require qualified majorities amounting to at least 75% of the votes. Voting is public and is carried out by show of hands. The result of each vote is announced immediately.

The minutes of the General Meeting are drawn up and signed by the committee and those shareholders who so desire at the end of the Meeting. In the case of an Extraordinary General Meeting, the minutes are notarised. Minutes of General Meetings are published on the company's website (<http://www.cofinimmo.com/investor-relations/shareholder-information/general-meetings.aspx>)

VII. DOCUMENTATION

The documentation for the General Meetings (notice of meeting, agenda, proxy form, notice of intention to participate, special report by the Board of Directors etc.) is available on the company's website (<http://www.cofinimmo.com/investor-relations/shareholder-information/general-meetings.aspx>). The documentation is available in French and Dutch.

