

COFINIMMO
PUBLIC LIMITED COMPANY
PUBLIC REGULATED REAL ESTATE COMPANY UNDER BELGIAN LAW
BOULEVARD DE LA WOLUWE 58, 1200 BRUSSELS
REGISTER OF LEGAL ENTITIES BRUSSELS 0426.184.049
(hereinafter the "Company")

As the attendance quorum was not reached at the extraordinary general meeting of 8 May 2024, the board of directors of the Public Limited Company "COFINIMMO" invites the shareholders to attend a second extraordinary shareholders' meeting which will be held on **5 June 2024 at 15:00** (hereinafter the "General Meeting"), **avenue de Tervueren 270, 1150 Brussels**, to deliberate on the following agenda :

Agenda of the extraordinary shareholders' meeting of 5 June 2024 at 15:00

Part A. Authorisation relating to the authorised capital.

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.
 - 1.2. Proposal to renew the existing authorisation relating to the authorised capital and thereby authorise the board of directors of the Company to increase the capital on the dates and under the conditions it shall determine, on one or more occasions, up to 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 the priority allocation right;
 - 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;
 - 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,it being specified that the capital, within the framework of this authorisation, may never be increased by an amount greater than the cumulative amount of the various authorisations in terms of authorised capital.
This proposed authorisation will be granted for a period of five years from the date of publication of the minutes of the extraordinary shareholders' meeting approving the proposed authorisation in the Appendices to the Belgian Official Gazette.
 - 1.3. Therefore, proposal to replace article 6.2 of the articles of association in accordance with item 1.2 above.

Comments: the current authorised capital authorisation granted by the extraordinary shareholders' meeting of 10 May 2023 will be replaced by the proposed new authorisation. If the proposed new authorisation is not approved, the current authorised capital authorisation will continue to apply for the board of directors of the Company. The board of directors invites you to approve, by separate vote, each of items 1°), 2°) and 3°) with the understanding that, depending on the outcome of the vote on each of items 1°), 2°) and 3°), the final text of article 6.2 of the articles of association may be amended at the meeting. The full text of the proposed amendment to article 6.2 of the articles of association is set out in the board of directors' report referred to in item 1.1.

Part B. Authorisations to the board of directors to acquire, pledge and dispose of the Company's own shares.

2. Replacement of the current authorisations to acquire, pledge and dispose of the Company's shares by new authorisations for a new term of five years.
 - 2.1. Proposal to replace the authorisations relating to the acquisition, pledge and disposal of own shares granted to the board of directors at the general meeting held on 15 January 2020 with new authorisations to acquire, pledge and dispose of the Company's shares for a period of five years as from the publication date in the Annexes to the Belgian State Gazette of the minutes of the extraordinary general meeting at which the proposed authorisation is approved and, consequently, proposal to replace article 6.3 of the articles of association with the following wording:

"The Company may acquire, pledge and dispose of its own shares at the conditions provided for by law.

For a period of five years from publication in the Belgian Official Gazette of the decision of the extraordinary general meeting of [8 May 2024 or, if the quorum is not reached, 5 June 2024], the board of directors may acquire and pledge of (including over-the-counter) the Company's own shares on behalf of the Company at a unit price which may not be less than eighty-five percent (85%) of the closing market price on the day preceding the date of the transaction (for an acquisition or pledge) and which may not be greater than one hundred fifteen percent (115%) of the closing market price on the day preceding the date of the transaction (for an acquisition or pledge), it being noted that the Company may at no time hold more than ten percent (10%) of its total outstanding shares.

The board of directors is also expressly authorised to dispose of the Company's own shares to one or more specified persons other than employees of the Company or of its subsidiaries, in accordance with the provisions of the Companies and Associations Code. The above-mentioned authorisations extend to acquisitions and disposals of the Company's shares by one or more direct subsidiaries of the latter, within the meaning of the statutory provisions on the acquisition of shares of a parent company by its subsidiaries."

Comments: the current authorisations to acquire, pledge and dispose of own shares, granted by the extraordinary shareholders' meeting of 15 January 2020, shall be replaced with the new proposed authorisations. If the new proposed authorisations are not approved, the current authorisations to acquire, pledge and dispose of own shares shall continue to apply to the Company's board of directors.

Part C. 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. Grant of a new 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 by the general meeting of 15 January 2020 with a new authorisation to proceed with the distribution to employees of the Company and its subsidiaries of a part of the profits, up to a maximum amount of 750,000.00 EUR of the profits for the financial year, for a period of five years as from the date of the decision of the extraordinary general meeting approving the authorisation and, consequently, proposal to replace article 29, paragraph 2 and seq. of the articles of association as follows:

"By decision of the extraordinary general meeting held on [8 May 2024 or, if the quorum is not reached, 5 June 2024], the board of directors was authorised to decide to distribute to the employees of the Company and its subsidiaries a part of the profits up to a maximum amount of seven hundred and fifty thousand euros (750,000.00 EUR) of the profits for the financial year, for a new period of five years, with the first distributable profits relating to financial year 2024. This amount may not, in any case, exceed the limit provided for by the applicable legislation in this matter.

The authorisation proposed in the preceding alinea is conferred for a five-year period as from [8 May 2024 or, if the quorum is not reached, 5 June 2024]"

Comments: the current authorisation to proceed with distribution to the employees of the Company and its subsidiaries of a part of the Company's profits, granted by the extraordinary general meeting of 15 January 2020, shall be replaced with the new proposed authorisation. If the new proposed authorisation is not approved, the current authorisation to proceed with distribution to the employees of the Company of a share of the Company's profits shall continue to apply to the Company's board of directors.

Part D. Amendments of the articles of association.

4. Amendment to article 12 of the articles of association.
Proposal to amend article 12 of the articles of association relating to the powers of the board of directors in order to specify the powers relating to daily management.
5. Amendment to article 13 of the articles of association.
Proposal to amend article 13 of the articles of association relating to the executive committee.
6. Amendment to article 17 of the articles of association.

Proposal to amend article 17 of the articles of association relating to the representation of the Company and the signing of documents.

7. Adoption of a new text of the articles of association.

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, as this version, together with a document explaining the main amendments to the articles of association, is available on the website www.cofinimmo.com. Any shareholder may obtain free of charge a copy of the draft of the new articles of association after a request sent by email to shareholders@cofinimmo.be.

Titre E. Delegation of powers for the purpose of fulfilling the necessary formalities.

8. Delegation of powers.

Proposal to grant to (i) each director of the Company, each acting alone and with power of substitution, all powers to do all that is necessary or useful to execute the foregoing resolutions, and (ii) each notary and/or collaborator of "Berquin Notaires" SRL, all powers to draw up the text of the coordination of the articles of association of the Company, to sign it and to file it in the electronic database provided for this purpose, in accordance with the legal provisions on the matter.

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