

The public limited company "COFINIMMO", Real Estate Investment Fund (Sicafi), having its registered office at 1200 Brussels, Boulevard de la Woluwe, 58, registered with the Register of Legal Persons with nr 0 426 184 049 and partially submitted to VAT with nr BE 426.184.049.

The shareholders are invited to gather at the registered office on Wednesday May 8th, 2013 at 3.30pm (GMT+1), to consider the following agenda of the ordinary general assembly:

Agenda of the ordinary general assembly

1. *Examination of the management report on the corporate and consolidated financial year ending December 31st, 2012*
2. *Proposal to approve the remuneration report for the corporate financial year ending December 31st*
3. *Examination of the auditor's report on the company's accounts as at December 31st, 2012 and the auditor's report on the consolidated accounts as at December 31st, 2012*
4. *Approval of the company's annual accounts as at December 31st, 2012 and allocation of results*
Proposal to approve the company's annual accounts as at December 31st, 2012, including allocation of results.
Consequently, proposal to allocate a gross preferential dividend of €6.37 to preferential shareholders and a gross dividend of €6.50 to ordinary shareholders; proposal to suspend the dividend entitlement of the 39.286 ordinary own shares held by Cofinimmo for the stock option plan and to cancel dividend entitlement for the 2012 financial year in respect of the other ordinary own shares still held by Cofinimmo on the date of the General Meeting. The payment date is decided by the Board of Directors.
5. *Examination of the consolidated annual accounts as at December 31st, 2012*
6. *Discharge of the directors*
Proposal to grant discharge to the company's directors for fulfilment of their mandate during the financial year ending December 31st, 2012.
7. *Discharge of the auditor*
Proposal to grant discharge to the auditor for fulfilment of its mandate during the financial year ending December 31st, 2012.
8. *Appointment of a director – Renewal of directors' mandates*
As from September 1st, 2012, Sir Vincent Doumier holds office as an independent director under the terms of article 526ter of the Belgian Company Code and no longer represents the shareholder Compagnie du Bois Sauvage. As from this date, half of the members of the Board of Directors are independent under the terms of article 526ter of the Belgian Company Code. The mandate of Mr Gilbert van Marcke de Lummen, independent director under the terms of article 526ter of the Belgian Company Code, expires at the end of this meeting on May 8th, 2013. In accordance with his wishes and in consideration of the corporate governance provisions applicable in this respect, his mandate will not be renewed.
 - a) Proposal to appoint, subject to approval by the Financial Services and Markets Authority (FSMA), with immediate effect, as an independent director under the terms of article 526ter of the Belgian Company Code, Mrs Inès Reinmann, until the end of the Ordinary General Meeting to be held in 2017 and to record her independence in accordance with article 526ter of the Belgian Company Code, provided she meets the criteria set out in that article.
 - b) Proposal to renew, with immediate effect, the mandate as director of Mrs Françoise Roels, until the end of the Ordinary General Meeting to be held in 2017.
 - c) Proposal to renew, with immediate effect, the mandate as director of Mr Alain Schockert, until the end of the Ordinary General Meeting to be held in 2017.
 - d) Proposal to renew, with immediate effect, the mandate as an independent director under the terms of article 526ter of the Belgian Company Code, Mr André Bergen, until the end of the Ordinary General Meeting to be held in 2017 and to record his independence in accordance with article 526ter of the Belgian Company Code, provided he meets the criteria set out in that article.
9. *Proposal to approve and, as necessary, ratify any change of control clause present in any credit agreement agreed by the company between October 26th, 2012 and the date of this General Meeting, in accordance with article 566 of the Belgian Company Code, and to carry out the publication formalities stipulated in article 556 of the Belgian Company Code.*
10. *Miscellaneous*

Practical information

In accordance with article 536§2 of the Belgian Company Code, shareholders shall only be admitted to the Ordinary General Meeting on May 8th, 2013 and shall only be able to vote at that meeting if both of the following conditions are met:

- 1) COFINIMMO must receive proof that on **Wednesday April 24th, 2013 at midnight** (Belgian time) (the "Registration Date"), the shareholders who want to participate in the General Meeting hold the number of shares for which they intend to participate in the meeting, and,
- 2) COFINIMMO must receive a confirmation in writing, by **Thursday May 2nd, 2013** at the latest, their intention to attend the meeting.

REGISTRATION

The registration of the shares involves:

Holders of registered shares must be recorded in COFINIMMO's register of shareholders on **Wednesday April 24th, 2013 at midnight (Belgian time)** for the number of shares for which they intend to participate in the meeting. Owners of dematerialised shares must notify their financial intermediary or below-mentioned approved account holder at the latest on **Wednesday April 24th, 2013 at midnight (Belgian time)**, of the number of shares for which they would like to be registered and for which they intend to participate in the meeting. The financial intermediary will issue a registration certificate for this purpose. Owners of bearer shares must physically submit, to the below-mentioned approved account holder, the number of shares for which they would like to be registered and for which they intend to participate in the meeting, at the latest on **Wednesday April 24th, 2013 at midnight (Belgian time)**. Since January 1st, 2008, pursuant to the Belgian law dated 14 December 2005 concerning the abolition of bearer shares, the submission of printed bearer shares to a financial institution in order for the shareholder to participate in a General Meeting automatically results in the dematerialisation of those bearer shares and their registration in a dematerialised securities account held by that financial institution. It is no longer possible to have printed bearer shares returned once they have been submitted.

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.

The holders of dematerialized or bearer shares must submit the abovementioned registration certificate by **Thursday May 2nd, 2013** at the latest:

- * at COFINIMMO's registered office, 1200 Brussels, Boulevard de la Woluwe 58, or
- * at BNP PARIBAS FORTIS, 1000 Brussels, Montage du Parc, 3, and its agencies and offices, or
- * at BELFIUS, 1000 Brussels, Boulevard de Pacheco, 44 and its agencies and offices, or
- * at BANK DEGROOF, 1040 Brussels, rue de l'Industrie, 44, or
- * at ING Belgium, 1000 Brussels, avenue Marnix 24, and its agencies and offices, or
- * at KBC GROUP, 1080 Brussels, avenue du Port 2, and its agencies and offices.

CONFIRMATION OF PARTICIPATION

Shareholders must notify COFINIMMO of their intention to attend the meeting by **Thursday May 2nd, 2013** at the latest. In addition to the abovementioned registration procedure, shareholders must notify COFINIMMO of their intention to attend the meeting by ordinary post, fax (+32 (0)2 373.00.10) or email (shareholders@cofinimmo.be) for the attention of Mr Kenneth De Kegel, by **Thursday May 2nd, 2013** at the latest.

In accordance with the article 533bis of the Belgian Company Code, shareholders may also be represented by a proxy, using the proxy voting form issued by the company. This form can be obtained on the company's website (www.cofinimmo.com/investor-relations--media/shareholders-meetings.aspx) or by simple demand with Mr Kenneth De Kegel (+32 (0)2 777.08.81) or by email : shareholders@cofinimmo.be.

Shareholders wishing to vote by proxy must comply with the registration and confirmation procedure described above, and must send the duly signed paper version of this form to COFINIMMO's registered office by **Thursday May 2nd, 2013** at the latest.

IMPORTANT INFORMATION

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.

Right to include items to be dealt with on the agenda and to submit proposals for decisions

In accordance with article 533ter of the Belgian Company Code, one or more shareholders jointly holding at least 3% of COFINIMMO's share capital have until **Tuesday April 16th, 2013** at the latest to 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 sent by ordinary post to the registered office for the attention of Mr Kenneth De Kegel or by email (shareholders@cofinimmo.be). The shareholder(s) who exercise(s) this right must comply with the two following conditions, should their demand be discussed on the General Meeting : (i) prove that they hold the required percentage described above on the date of their demand (through a certificate confirming the registration of this number of the corresponding number of shares recorded in the company's register of shareholders, or through a certificate issued by a financial intermediary confirming the number of bearer shares that have been physically submitted, or through a certificate issued by the approved account holder or the clearing house, confirming the registration, in their name, of the corresponding number of dematerialised shares) ; and (ii) still hold 3% of the company's share capital on the Registration Date. Within 48 hours of reception, the company will send an acknowledgement receipt of the demands that have been sent by ordinary post, fax (+32 (0)2 373.00.10) or email to the address indicated by the shareholder. If one or more requests to add new points or proposals for new resolutions have been received, COFINIMMO will publish an amended agenda, by **Tuesday April 23rd, 2013** at the latest, on its website www.cofinimmo.com/investor-relations--media/shareholders-meetings.aspx, on the Belgian Official Journal and in the press. The ad hoc proxy form, amended with the new points and/or proposals for new resolutions, will be available on the website www.cofinimmo.com/investor-relations--media/shareholders-meetings.aspx, together with the publication of the amended agenda, on **Tuesday April 23rd, 2013** at the latest. The proxies that have been sent before the publication of an amended agenda remain valid for the agenda points that they contain. However, for the agenda points that result from valid proposals for new resolutions in accordance with article 533ter of the Belgian Company Code, during the General meeting, the proxy may choose not to follow instructions given by

the shareholder if the execution of these instructions would compromise the shareholders interests. The proxy form must mention if the proxy is authorised to vote on the amended points or resolutions or if he must abstain.

Right to ask questions

Furthermore, 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 COFINIMMO by ordinary post, fax (+32 (0)2 373.00.10) or email (shareholders@cofinimmo.be) for the attention of Mr Kenneth De Kegel, by **Thursday May 2nd, 2013** at the latest. These questions will be answered provided that the shareholders concerned have fulfilled the General Meeting's registration and participation confirmation conditions.

Available documents

All of the documentation regarding the General Meeting that is required to be available by Law to the shareholders can be consulted on the company's website www.cofinimmo.com/investor-relations--media/shareholders'-meetings.aspx, as from **Friday April 5th, 2013**. As from this date shareholders can also look into these documents on working days and during normal office hours, in the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels) and/or obtain a free copy of these documents. Written requests for free copies can also be sent for the attention of Mr Kenneth De Kegel or by mail: shareholders@cofinimmo.be.

In order to facilitate validation of the attendance list, please arrive at COFINIMMO's registered office 30 minutes before the start of the meeting.