

REGULATED INFORMATION

Brussels, embargo until 13.05.2014, 05:40 PM CET

Minutes of the Ordinary General Meeting of Shareholders of 13.05.2015

1. Approval of the accounts

The Ordinary General Meeting of Shareholders of 13.05.2015, chaired by Mr. André Bergen, approved Cofinimmo's annual company and consolidated accounts closed on 31.12.2014, including the appropriation of the result.

Following the conversion of preference shares into ordinary shares during the period from 22.03.2015 to 31.03.2014¹, the appropriation of the 2014 result was amended from that published in the 2014 Annual Financial Report.

Final appropriation of the result (in €)

| | |
|--|-----------------------|
| A. NET RESULT | -53,638,587.99 |
| B. TRANSFER FROM/TO THE RESERVES | 153,429,785.01 |
| Transfer from/to the reserve of the positive balance of changes in fair value of investment properties | -27,969,182.11 |
| <i>Financial year</i> | -19,507,941.43 |
| <i>Previous years²</i> | -8,461,240.68 |
| Transfer from/to the reserve of the negative balance of changes in fair value of investment properties | 46,251,452.91 |
| <i>Financial year</i> | 15,311,272.08 |
| <i>Previous years³</i> | 30,940,180.83 |
| Transfer from/to the reserve of the estimated transaction costs resulting from hypothetical disposal of investment properties | 488,054.90 |
| Transfer from/to the reserve of the balance of the changes in fair value of authorised cash flow hedging instruments qualifying for hedge accounting | 10,511,811.21 |
| Transfer from/to the reserve of the balance of the changes in fair value of authorised cash flow hedging instruments not qualifying for hedge accounting | 71,579,092.00 |
| Transfer from/to other reserves | -215,704.50 |
| Transfer from/to the result carried forward of the previous years | 52,784,260.60 |
| C. REMUNERATION OF THE CAPITAL | 0.00 |
| D. ALLOCATION FOR THE FINANCIAL YEAR OTHER THAN THE REMUNERATION OF CAPITAL | -99,791,197.02 |
| E. RESULT TO BE CARRIED FORWARD⁴ | 294,363,679.64 |

¹ See our press release dated 07.04.2015, available on our website.

² These transfers result from the realisation of unrealised gains or losses which were previously posted in the reserve for changes in fair value, as well as own shares purchase and cancellation transactions.

³ These transfers result from the realisation of unrealised gains or losses which were previously posted in the reserve for changes in fair value, as well as own shares purchase and cancellation transactions.

⁴ The result to be carried forward comprises the result to be carried forward of the year and of the previous years.

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Information regarding the rights related to the detention of ordinary and preference shares

| | |
|--------------------------|--|
| Ordinary shares | |
| Ex date ⁵ | 22.04.2015 |
| Record date ⁶ | 23.04.2015 |
| Dividend payment date | As from 26.05.2015 |
| Financial service | Bank Degroof (principal paying agent) or any other financial institution |
| Coupon | Coupon No 26 |
| Preference shares | |
| Ex date ⁵ | 22.05.2015 |
| Record date ⁶ | 25.05.2015 |
| Dividend payment date | As from 26.05.2015 |
| Financial service | Bank Degroof (principal paying agent) or any other financial institution |
| Coupons | Coupon No 15 (COFP1) Coupon No 14 (COFP2) |

The Ordinary General Meeting has accepted the proposal to suspend the dividend entitlement of the 39,219 ordinary own shares held by Cofinimmo for the stock option plan and to cancel the dividend entitlement for the 2014 financial year in respect of 15,195 ordinary own shares held by Cofinimmo.

2. Approval of the Compensation Report

The Ordinary General Meeting approved, by separate vote, the Compensation Report for the financial year ended 31.12.2014.

3. Renewal of one Director's mandate

The General Meeting renewed, under the suspensive condition of approval of the Financial Services and Markets Authority (FSMA), the Director's term of Mr Xavier Denis, with immediate effect and until the end of the Ordinary General Meeting to be held in 2019.

4. Nomination of two new Directors

4.1. The General Meeting appointed, under the suspensive condition of approval of the Financial Services and Markets Authority (FSMA), with immediate effect Mrs Kathleen Van den Eynde as Director until the Ordinary General Meeting to be held in 2019, and records her independence in accordance with Article 526ter of the Belgian Company Code, provided she meets the criteria set out in that article.

4.2. The General Meeting appointed Mr Jérôme Descamps as Director, with immediate effect and until the end of the Ordinary General Meeting to be held in 2019.

⁵ Date from which the stock exchange trading takes place without any entitlement to the future dividend payment.

⁶ Date on which positions are recorded in order to identify shareholders entitled to the dividend.

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5. Approval, in accordance with Article 556 of the Belgian Company Code, of any change of control clause present in any credit agreement or terms of issue of debt securities or capital agreed by the Company, and to carry out the publication formalities stipulated in Article 556 of the Belgian Company Code

The General Meeting approved the control clause related to the bond of March 2015 produced as part of a private placement.

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About Cofinimmo:

Founded in 1983, Cofinimmo is today the foremost listed Belgian real estate company specialising in rental property and an important player in the European market.

The company owns a diversified property portfolio spread over Belgium, France, the Netherlands and Germany, worth over €3.2 billion, representing a total area of 1,780,000m². Riding on demographic trends, its main investment segments are offices (41%), healthcare properties (41%), and distribution networks (17%). As an independent company that consistently applies the highest corporate governance and sustainability standards, Cofinimmo services its tenants and manages its properties through its team of over 110 people, operating from Brussels.

Cofinimmo is listed on Euronext Brussels (BEL20) and benefits from the fiscal REIT regime in Belgium (RREC), in France (SIIC) and in the Netherlands (FBI). Its activities are controlled by the Financial Services and Markets Authority, the Belgian regulator.

At 31.03.2015, its total market capitalisation stands at €1.95 billion. The company pursues investment policies which seek to offer a high dividend yield and capital protection over the long term, targeting both institutional and private investors.

www.cofinimmo.com

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