

LIMITED LIABILITY COMPANY
PUBLIC REGULATED REAL ESTATE COMPANY UNDER BELGIAN LAW
BOULEVARD DE LA WOLUWE 58, 1200 BRUXELLES
R.L.E. BRUSSELS 0426.184.049

On 5 April 2019, the capital of Cofinimmo is represented by 22,993,248 shares

The shareholders are invited to attend the annual general meeting that will be held on **Wednesday 8 May 2019 at 03:30 PM** at the registered seat of Cofinimmo, Boulevard de la Woluwe, 58, 1200 Brussels to deliberate on the following agenda :

1. *Acknowledgment of the management report for the statutory and consolidated financial year closed on 31 December 2018.*
2. *Approval of the remuneration report for the financial year closed on 31 December 2018.*
Proposal to approve the remuneration report the financial year closed on 31 December 2018.
3. *Acknowledgment of the report of the auditor on the statutory annual accounts closed on 31 December 2018 and acknowledgment of the report of the auditor on the consolidated annual accounts closed on 31 December 2018.*
4. *Approval of the statutory annual accounts closed on 31 December 2018 and appropriation of the results.*
Proposal to approve the statutory annual accounts closed on 31 December 2018, including the appropriation of the result.
Proposal to distribute a gross priority dividend of € 6.37 to the preferred shareholders (coupon n° 21 for the preferential shares I and coupon n° 20 for the preferential shares II) and a gross dividend of € 5.50 to the ordinary shareholders (coupon n° 33 for a gross amount of € 2.74 an amount for the period from 01.01.2018 till 01.07.2018 and coupon n° 34 for a gross amount of € 2.76 for the period from 02.07.2018 till 31.12.2018).
Proposal to suspend the right to dividend of the 33,892 own ordinary shares held by Cofinimmo to cover the stock option plan and to cancel the right to dividend of 5,997 own ordinary shares held by Cofinimmo.
The payment date is determined by the Board of Directors
5. *Acknowledgment of the consolidated annual accounts closed on 31 December 2018.*
6. *Discharge of the directors of the company.*
Proposal to grant discharge to the directors of the company for the exercise of their mandate for the financial year closed on 31 December 2018.
7. *Discharge of the auditor.*
Proposal to grant discharge to the auditor of the company for the exercise of its mandate for the financial year closed on 31 December 2018.
8. *Renewal of one director's mandate.*
Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, of the mandate of Ms. Kathleen Van den Eynde, until the end of the annual general meeting that will be held in 2023 and to note its independence in accordance with Article 526ter of the Companies Code as long as she complies with all the criteria set out in this article.
9. *Election of a new Director*
Proposal to elect, subject to the approval by the FSMA, with immediate effect, as director, Mr. Benoit Graulich, until the end of the annual general meeting that will be held in 2023 and to note its independence in accordance with Article 526ter of the Companies Code as long as he complies with all the criteria set out in this article.
10. *Approval, in accordance with article 556 of the Companies Code, of any change of control clause present in any credit agreement or conditions for the issue of debt or equity securities agreed by the Company and to carry out the formalities of advertising provided for in Article 556 of the Companies Code.*
Proposal to approve and, in so far as necessary, ratify in accordance with Article 556 of the Companies Code, all provisions of the following credit agreements which provide in a possible acceleration of maturity of the repayment in case of a change of control over the company:
 - Credit agreement of 26 June 2017 between the company and BANQUE MONTE PASCHI BELGIO SA.
 - Credit agreement of 21 August 2018 between the company and ING BELGIUM NV.
 - Credit agreement of 27 December 2018 between the company and ARGENTA ASSURANTIES.
 - Credit agreement of 27 December 2018 between the company and ARGENTA SPAARBANK.
 - Credit agreement of 27 December 2018 between the company and BNP PARIBAS FORTIS SA.Proposal to approve and, in so far as necessary, ratify in accordance with Article 556 of the Companies Code, all the provisions of the credit agreements concluded between the convening of the general meeting and its holding (and which will be where applicable, at the meeting) which provide in a possible acceleration of maturity of the repayment in case of a change of control over the company.
11. *Miscellaneous*

ADMISSION FORMALITIES

In accordance with Article 536§2 BCC, shareholders will only be admitted and may vote at the Ordinary General Meeting of May 8, 2019 provided that the two following conditions are respected:

- 1) COFINIMMO must obtain the proof that the shareholders were on **April 24, 2019 at midnight** (the “Registration Date”) in the possession of the number of shares for which the shareholder intends to participate at the General Meeting, and,
- 2) COFINIMMO must receive a confirmation of the intention to participate to the General Meeting, at the latest on **May 2, 2019**.

REGISTRATION

The registration procedure is as follows :

The holders of registered shares have to be registered in the register of registered shares of COFINIMMO on **April 24, 2019 at midnight** (Belgian time) for the number of shares for which the shareholder intends to participate at the General Meeting.

The holders of dematerialized shares have to notify their financial intermediary at the latest on **April 24, 2019 at midnight** (Belgian time) the number of shares for which the shareholder intends to participate at the General Meeting. The financial intermediary will produce a registration certificate for this purpose.

Only persons who are shareholders on the Registration Date will have the right to participate and vote at the general meeting, regardless of the number of shares held by the shareholder on the day of the general meeting.

The deposit of the abovementioned registration certificate by the owners of dematerialized shares must be made at the latest on **2 May 2019** at the BANQUE DEGROOF PETERCAM, 1040 Brussels, rue de l'Industrie, 44 (general.meetings@degroofpetercam.com).

CONFIRMATION OF PARTICIPATION

In addition to the registration procedure described above, shareholders who intend to attend the general meeting have to notify their intention to attend the general meeting at the latest on **May 2, 2019**:

The holders of registered shares have to inform COFINIMMO by ordinary letter to the registered seat, or by email (shareholders@cofinimmo.be) of their intention to attend the meeting.

The holders of dematerialized shares have to send the certificate referred to in REGISTRATION at the BANQUE DEGROOF PETERCAM, 1040 Brussels, rue de l'Industrie, 44 (general.meetings@degroofpetercam.com).

PROXY

Shareholders may also be represented by a proxyholder, using the proxy form established by the company. This form can be obtained on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) or upon request by email (shareholders@cofinimmo.be). Shareholders must comply with the registration and confirmation procedure described above.

For holders of registered shares, a copy of the signed form has to be sent to the company by e-mail (shareholders@cofinimmo.be), at the latest on **May 2, 2019**.

For holders of dematerialized shares, a copy of the signed form has to be sent by e-mail to BANQUE DEGROOF PETERCAM (general.meetings@degroofpetercam.com), at the latest on **2 May 2019**.

The original signed paper form must be handed over at the latest on the moment of the general meeting.

IMPORTANT INFORMATIONS

Right to have items added to the agenda and to submit proposals resolutions

One or more shareholders who jointly hold at least 3% of the share capital of the company may add items to the agenda of the general meeting and submit proposals for resolutions with regard to items already included or to be included on the agenda of the ordinary general meeting. The items to be added to the agenda and/or the proposals for resolutions have to be sent to the company at the latest on **April 16, 2019** by ordinary mail to the registered seat or by email (shareholders@cofinimmo.be). As the case may be, the company will publish an amended agenda at the latest on **April 23, 2019**. Further information on the aforementioned rights and the mode of practice are available on the website of the company (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

Right to submit questions

Shareholders have the right to submit written questions to the directors and/or the auditor prior to the general meeting. These questions have to be received by the company prior to the general meeting by ordinary letter at its registered seat or per email (shareholders@cofinimmo.be). Such written questions must reach at the latest on **2 May 2019 at 5:00 PM**.

Further information on the aforementioned rights and the mode of practice are available on the website of the company (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

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 (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) as from 5 April 2019. As from this date, shareholders can also look into these documents on working days and during normal office hours, at the company's registered seat (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 per mail (shareholders@cofinimmo.be).

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