

Cofinimmo

Public limited company – Regulated real estate investment company
58 Boulevard de la Woluwe
1200 Brussels

VAT No. 426.184.049
Register of Legal Entities No. 0426.184.049

(the "**Company**")

REPORT PREPARED BY THE BOARD OF DIRECTORS OF COFINIMMO PURSUANT TO ARTICLE 560 OF THE
COMPANY CODE
FOR THE EXTRAORDINARY GENERAL MEETING OF 20 DECEMBER 2019
AND, IF APPLICABLE, THE SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 JANUARY 2020
IF THE QUORUM IS NOT MET AT THE FIRST MEETING

7 November 2019

1 INTRODUCTION

This report has been drawn up pursuant to Article 560 of the Company Code and relates to the cancellation of classes of shares of the Company.

This proposal shall be submitted to the Company's shareholders for approval at the extraordinary general meeting to be held on 20 December 2019 and, if applicable, at the second extraordinary general meeting to be held on 15 January 2020, if the required quorum is not met on 20 December 2019.

Article 560 of the Company Code provides for a specific procedure to be followed in the event of modification of the rights attached to a class of shares or the replacement of one class of shares or profit (founder's) shares with another.

This procedure entails the drafting of a special report by the Company's board of directors.

Article 560 of the Company Code provides that the board of directors must set out in a special report (i) the purpose of the proposed modifications and (ii) the justification for the proposed modifications.

2 PURPOSE OF THE PROPOSED MODIFICATIONS

The board of directors proposes to cancel the two classes of shares of the Company, namely ordinary shares and preferred shares, and consequently proposes (i) to delete Article 8 of the articles and (ii) to amend Article 7 of the articles as follows:

"The shares have no nominal (i.e. par) value.

*The shares shall be in registered or dematerialized form, at the choosing of their owner or holder (hereinafter, the "**Holder**") and within the limits set by law. The Holder may, at any time and at no expense, request the conversion of registered shares into dematerialized form and vice versa. A dematerialized share is represented by an entry in the Holder's name in an account with an accredited account holder or clearing institution.*

The Company shall keep at its registered office a register of all registered shares, if applicable in electronic form. The Holders of registered shares are entitled to access the register in full."

Moreover, it is also proposed that all references (i) to ordinary shares in the articles be replaced with the word "shares" and (ii) to preferred shares simply be deleted.

3 JUSTIFICATION FOR THE PROPOSED MODIFICATIONS

At its meeting of 25 April 2019, the board of directors resolved, in accordance with Article 8.3 of the Company's articles, to appoint a subsidiary of the Company as holder of the call option for the classes I and II preferred shares.

The Company appointed Gestone III SA as holder of the call option. Gestone III SA decided to exercise the call option on 28 May 2019. The redemption price was set, pursuant to the articles, at the issue price of the classes I and II preferred shares.

Pursuant to the Company's articles, the Company offered the holders of the preferred shares the option to request conversion of their preferred shares into ordinary shares for a one-month period, running from 29 May until 30 June 2019.

At the end of the conversion period, the Company had received conversion requests for 97.5% of the preferred shares still in circulation. These conversions were officially recorded in a notarised document on 12 July 2019.

The classes I and II preferred shares that did not form the object of a conversion request were redeemed by operation of law by Gestone III SA on 12 July 2019.

Gestone III SA also sent the Company a conversion request for the preferred shares it had acquired. This conversion was also officially recorded in a notarised document dated 12 July 2019.

Since 12 July 2019, the Company's capital has thus been represented solely by ordinary (common) shares.

The deletion from the articles of the wording relating to two classes of shares, in particular all references to preferred shares, is for the sole purpose of aligning the Company's articles to the Company's current situation insofar as the Company no longer has any preferred shares.

4 CONCLUSION

The board of directors consequently requests that the shareholders approve the amendment of the Company's articles in order to cancel the classes of shares, in accordance with the conditions described in this report.

Done in Brussels, on 7 november 2019.

For the board of directors,

Jean-Pierre Hanin
Chief Executive Officer

Jacques van Rijckevorsel
Chairman of the Board of Directors