A LIMITED LIABILITY COMPANY
A PUBLIC REGULATED REAL ESTATE COMPANY FORMED UNDER BELGIAN LAW
BOULEVARD DE LA WOLUWE 58, 1200 BRUXELLES
VTA BE 0426.184.049
BRUSSELS REGISTER OF LEGAL ENTITIES (RLE)

On November 20, 2019, the capital of Cofinimmo is represented by 25,849,283 shares

The shareholders are invited to attend the extraordinary general meeting that will be held on **December 20, 2019 at 10:00 AM** at the registered seat of Cofinimmo, Boulevard de la Woluwe, 58, 1200 Brussels to deliberate on the following agenda (and, if the required quorum is not met at this meeting, agenda for the extraordinary general meeting of **January 15, 2020 at 10:00 AM**) :

Part A. New authorisation relating to the authorised capital

1. Prior report

Acknowledgement of the special report prepared by the board of directors pursuant to Article 604 of the Company Code.

As this is simply an acknowledgment, no decision is required on this point.

2. Replacement and extension of the authorised capital for a term of five years

Proposed resolution:

2.1. The general meeting resolves to replace the current authorisation (granted to the board of directors at the extraordinary general meeting of 1st February 2017) with a new authorisation to al-low the board of directors to increase the Company's capital on the dates and at the conditions it determines, on one or more occasions, by a maximum amount of :

1°) 50% of the capital on the date of the extraordinary general meeting that approves the authorisation, rounded down, for capital increases by means of cash contributions with the possibility for the Company's shareholders to exercise a pre-emptive right or priority allocation right;
2°) 20% of the capital on the date of the extraordinary general meeting that approves the authorisation, rounded down, for capital increases in the context of the distribution of an optional dividend;
3°) 10% of the capital on the date of the general meeting that approves the authorisation, rounded down, for (i) capital increases by means of contributions in kind, (ii) capital increases by means of cash contributions without the possibility for the Company's shareholders to exercise a pre-emptive right or priority allocation right and (iii) any other type of capital increase;

it being understood that the capital, pursuant to the exercise of these authorisations, may never be increased by an amount in excess of the cumulated amount of these authorisations.

The proposed authorisation shall be granted for a period of five years as from the publication date in the Annexes to the Moniteur belge of the minutes of the extraordinary general meeting that approves it.

2.2. The general meeting consequently resolves to replace the current wording of Article 6.2 of the articles of association with the following text:

" The board of directors is authorised to increase the capital on one or more occasions by a maximum amount of:
1) six hundred ninety-two million euros (€692,000,000), namely 50% of the capital on the date of the extraordinary general meeting of [20 December 2019 or, if the quorum is not met, 15 January 2020], rounded down, for capital increases by means of cash contributions with the possibility for the Company's shareholders to exercise a preemptive right or priority allocation right;
2) two hundred seventy-seven million euros (€277,000,000), namely 20% of the capital on the date of the extraordinary general meeting of [20 December 2019 or, if the quorum is not met, 15 January 2020], rounded down, for capital increases in the context of the distribution of an optional dividend;
3) one hundred thirty-eight million euros (€138,000,000), namely 10% of the capital on the date of the extraordinary general meeting of [20 December 2019 or, if the quorum is not met, 15 January 2020], rounded down, for
a. capital increases by means of contributions in kind,
b. capital increases by means of cash contributions without the possibility for the Company's share-holders to exercise a preemptive right or priority allocation right, or
c. any other type of capital increase,
it being understood that the capital, pursuant to the exercise of this authorisation, may never be in-creased by an amount in excess of one billion one hundred seven million euros (€1,107,000,000), namely the cumulated amount of the authorisations.
This authorisation is granted for a renewable period of five years as from the publication date in the Moniteur belge of the minutes of the general meeting of [20 December 2019 or, if the quorum is not met, 15 January 2020].

Upon any capital increase, the board of directors shall determine the price, the issue premium, if any, and the conditions for issuance of the new securities.
Capital increases thus determined by the board of directors may be subscribed in cash, in kind or by a combination of both or effected through the incorporation of reserves, including profits carried forward and issue premiums, as well as all components of equity reflected in the Company's IFRS financial statements (drawn up pursuant to the applicable RREC rules) capable of being converted into capital, with or without the creation of new securities. Such capital increases may also be realised through the issuance of convertible bonds, subscription rights or mandatory convertibles, which may give rise to creation of the same securities.
When capital increases decided on pursuant to this authorisation include an issue premium, the amount thereof shall be credited to one or more distinct accounts in the equity section on the liability side of the balance sheet. The board of directors is free to decide to place any issue premium, possibly after deduction of an amount capped at the costs of the capital increase determined in accordance with the applicable IFRS rules, in a non-distributable account, which shall constitute, like the capital, a guarantee for third parties and which may only be reduced or abolished pursuant to a decision of the general meeting taken in accordance with the conditions required to amend the articles, except in the case of conversion into capital.
In the event of a capital increase accompanied by an issue premium, only the amount credited to capital shall be deducted from the remaining useable balance of authorised capital.
The board of directors is authorised to restrict or cancel the pre-emptive right of shareholders, even in favour of one or more specified persons other than employees of the Company or of one of its subsidiaries, provided, to the extent required by the RREC rules, a priority allocation right is granted to the existing shareholders upon allocation of the new securities. If applicable, this priority allocation right shall meet the conditions provided for by the RREC rules and Article 6.4 of the articles. In any case, it should not be granted in the case of cash contributions made in accordance with the Article 6.4.
Capital increases by way of a contribution in kind shall be carried out in accordance with the requirements of the RREC rules and the conditions set out in Article 6.4 of the articles of association. Such contributions may also concern dividend entitlements in the context of the distribution of an optional dividend.
The board of directors is authorised to have set down in a notarised document the resulting amendments to the articles.".

Article 6.4 of the articles of association is replaced with the following wording :

" Any capital increase shall be carried out in accordance with the provisions of the Code of Companies and Associations and the RREC rules.
The Company may not subscribe directly or indirectly to its own capital increase.
For any capital increase, the board of directors shall determine the price, the issue premium, if any and the conditions for issuance of the new securities, unless the general meeting takes a decision on these points.
If the general meeting decides to request the payment of an issue premium, the amount thereof must be credited to one or more distinct accounts in the equity section of the balance sheet.
Contributions in kind may also relate to a dividend entitlement in the context of the distribution of an optional dividend, with or without a complementary cash injection.
*In the event of a **capital increase by way of a cash contribution** pursuant to a decision of the general meeting or within the limits of the authorised capital, the pre-emptive right of shareholders may only be restricted or abolished provided, insofar as required by the RREC rules, a priority allocation right is granted to the existing shareholders upon allocation of the new securities. If applicable, this priority allocation right shall meet the following conditions pursuant to the RREC rules:*

1. *it extends to all newly issued securities;*
2. *it is granted to shareholders in proportion to the capital represented by their shares at the time of the transaction;*
3. *a maximum price per share is announced no later than the day before the opening of the public subscription period, which must last for at least three trading days.*

The priority allocation right is applicable to the issuance of shares, convertible bonds and subscription rights that are exercisable through cash contributions.
In accordance with the RREC rules, such a right should not be granted in the event of a capital increase through a cash contribution carried out at the following conditions:

1. *the capital increase is effected by means of the authorised capital;*
2. *the total value of the capital increases carried out over a period of twelve (12) months, in accordance with this paragraph, does not exceed 10% of the amount of capital as it stood at the time of the decision to increase the capital.*

Nor should it be granted in the event of a cash contribution with restriction or cancellation of the pre-emptive right of shareholders, complementary to a contribution in kind in the context of the distribution of an optional dividend, provided grant of the latter is effectively open to all shareholders.
*Capital increases **by way of a contribution in kind** are subject to the rules set out in the Code of Companies and Associations.*
Moreover, the following conditions must be respected in the event of a contribution in kind, pursuant to the RREC rules:

1. *the identity of the contributor must be mentioned in the report prepared by the board of directors on the capital increase through a contribution in kind as well as, if applicable, in the notice calling the general meeting to vote on the capital increase;*
2. *the issue price may not be less than the lower of (a) a net asset value per share determined within the four-month period prior to the date of the contribution agreement or, at the Company's choosing, prior to the date of the document formalising the capital increase and (b) the average closing price for the period of thirty calendar days preceding this same date; in this regard, it is permitted to deduct from the amount referred to in point 2(b) an amount corresponding to the gross undistributed dividends of which the new shares could be deprived, provided the board of directors specifically justifies the value of the accrued dividends to be deducted in a special report and sets out the financial conditions of the transaction in the annual financial report;*
3. *unless the issue price or, in the case mentioned in Article 6.6, the exchange ratio, as well as the conditions thereof, are determined and communicated to the public no later than the working day following conclusion of the contribution agreement, mentioning*

the period within which the capital increase will effectively be carried out, the document formalising the capital increase shall be executed within a maximum period of four months; and

4. *the report mentioned at point (1) above must also explain the impact of the proposed contribution on the situation of former shareholders, in particular with regard to their share of the profits, the net asset value per share and the capital as well as in terms of voting rights.*

In accordance with the RREC rules, these supplementary conditions are not, in any case, applicable to the contribution of a dividend entitlement in the context of the distribution of an optional dividend, provided the grant thereof is effectively open to all shareholders.".

The authorisation relating to the current authorised capital, granted at the extraordinary general meeting held on 1st February 2017, shall be replaced with the new proposed authorisation. If the new proposed authorisation is not approved, the authorisation relating to the current authorised capital shall continue to apply to the Company's board of directors.

The FSMA has approved the proposed amendments to the articles.

The board of directors requests that you approve, by separate vote, points (1), (2) and (3) above as well as new Articles 6.2 and 6.4, it being understood that depending on the outcome of the vote on each of points (1), (2) and (3), the final wording of Articles 6.2 and 6.4 may be adapted at this meeting.

This proposed resolution is subject to approval by a special majority of at least three quarters of the votes cast.

The board of directors requests that you adopt this proposal.

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

3. Replacement of the current authorisations to acquire, pledge and dispose of the Company's shares by new authorisations for a term of five years

Proposed resolution:

The general meeting resolves 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 9 May 2018 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 Moniteur belge of the minutes of the extraordinary general meeting at which the proposed authorisation is approved and consequently re-solves to replace Article 6.3 of the articles 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 Moniteur belge of the decision of the extraordinary general meeting of [20 December 2019 or, if the quorum is not met, 15 January 2019], the board of directors may acquire, pledge and dispose 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 translation (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 Code of Companies and Associations.
The abovementioned 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.".

The current authorisations to acquire, pledge and dispose of own shares, granted by the extraordinary general meeting of 9 May 2018, 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.

The FSMA has approved the proposed amendments to the articles.

This proposed resolution is subject to approval by a special majority of at least four-fifths of the votes cast.

The board of directors requests that you adopt this proposal.

Part C. New authorisation to proceed with the distribution to the employees of the Company and its subsidiaries of a share of the Company's profits

4. 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 share of the profits

Proposed resolution:

The general meeting resolves to replace the authorisation granted to the board of directors by the general meeting of 6 January 2016 with a new authorisation to proceed with the distribution to employees of the Company and its subsidiaries of a share of the profits, up to a maximum amount of 1% 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 resolves to amend Article 29 paragraph 2 et seq. of the articles as follows:

" Pursuant to a decision of the extraordinary general meeting held on [20 December 2019 or, if the quorum is not met, 15 January 2020], the board of directors is authorised to decide on the distribution to the employees of the Company and its subsidiaries of a share of the profits up to a maximum amount of one percent (1%) of the profits for the financial year, for a new period of five years, the first distributable profits relating to financial year two thousand nineteen.

The authorisation proposed in the preceding paragraph is granted for a period of five years as from [20 December 2019 or, if the quorum is not met, 15 January 2020]".

The current authorisation to proceed with distribution to the employees of the Company and its subsidiaries of a share of the Company's profits, granted by the extraordinary general meeting of 6 January 2016, 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 a share of the Company's profits shall continue to apply to the Company's board of directors.

The FSMA has approved the proposed amendments to the articles.

This proposed resolution is subject to approval by a special majority of at least three quarters of the votes cast.

The board of directors requests that you adopt this proposal.

Part D. Modification of the representation of capital – Cancellation of classes of shares

5. Prior report

Acknowledgement of the special report prepared by the board of directors pursuant to Article 560 of the Company Code.

As this is simply an acknowledgment, no decision is required on this point.

6. Modification of the representation of capital – Cancellation of classes of shares – Amendment to article 7 of the articles – Deletion of article 8 of the articles and any and all references in the articles to the preferred shares

Proposed resolution:

The general meeting, after having noted that the Company's capital is currently represented exclusively by ordinary (common) shares, within the meaning of the current articles, resolves to modify the representation of capital, through cancellation of the two classes of shares of the Company, namely ordinary shares and preferred shares, and consequently resolves (i) 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.".

(ii) to delete Article 8 of the articles, (iii) to replace any and all references in the articles to ordinary shares with the word "shares" and (iv) to delete all references to preferred shares in the articles.

The FSMA has approved the proposed amendments to the articles.

This proposed resolution is subject to approval by a special majority of at least three quarters of the votes cast in each class of shares, it being understood that there are currently no preferred shares.

The board of directors requests that you adopt this proposal.

Part E. Modification of the corporate purpose

7. Prior report

Prise de connaissance du rapport spécial du conseil d'administration établi en application de l'article 559 du Code des sociétés.

As this is simply an acknowledgment, no decision is required on this point.

8. Modification of the corporate purpose and amendment to article 3 of the articles

Proposed resolution:

The general meeting resolves to replace the text of Article 3 of the articles on the Company's corporate purpose with the following version:

"3.1. The Company's sole purpose is to:
(a) place, directly or through a company in which it holds a stake in accordance with the provisions of the RREC rules, buildings at the disposal of users and
(b) within the limits set by the RREC rules, hold the real property mentioned in Article 2(5)(vi) to (xi) of the RREC Act.
Real property means:
i. buildings as defined in Article 517 et seq. of the Civil Code and rights in rem in buildings, excluding buildings used for forestry, agricultural or mining activities;
ii. shares or units with voting rights issued by real estate companies more than twenty-five percent (25%) of whose capital is held directly or indirectly by the Company;
iii. option rights for real property;
iv. shares of public regulated real estate companies or institutional regulated real estate companies provided, in the case of the latter, more than twenty-five percent (25%) of the capital is held directly or indirectly by the Company;
v. rights arising from financial leasing arrangements concluded with the Company as lessee for one or more properties, or contracts conferring similar rights of use;
vi. the units of public and institutional real estate investment companies (sicafi);
vii. the units of foreign real estate funds included on the list referred to in Article 260 of the Act of 9 April 2014 on alternative undertakings for collective investment and their managers;
viii. the units of real estate funds established in another Member State of the European Economic Area and not included on the list referred to in Article 260 of the Act of 19 April 2014 on alternative undertakings for collective investment and their managers, provided they are subject to supervision equivalent to that applicable to public real estate investment companies;
ix. shares or units issued by companies (i) with legal personality, (ii) governed by the law of another Member State of the European Economic Area, (iii) whose shares are admitted (or not admitted) to trading on a regulated market and that form the object (or do not form the object) of prudential control, (iv) whose main activity is the acquisition or construction of buildings in order to make them available to users or the direct or indirect holding of shares in companies engaged in a similar activity, and (v) that are exempt from income tax on profits relating to the activity referred to in point (iv) above, subject to compliance with certain constraints, taking into account at least the statutory obligation to distribute a portion of their income to shareholders (so-called real estate investment trusts or REITs);
x. the real estate certificates referred to in the Act of 11 July 2018;
xi. the shares or units of specialised real estate investment funds (FIIS).
The real property referred to in Article 3.I(b), paragraph 2(vi), (vii), (viii), (ix) and (xi) of the RREC Act which constitutes units in alternative investment funds within the meaning of the European rules may not be considered shares or units with voting rights issued by real estate companies, regardless of the value of the stake held directly or indirectly by the Company.
If the RREC rules change in the future and designate other types of assets as real property within the meaning of these rules, the Company may also invest in these additional types of assets.
(c) conclude in the long term, if applicable in cooperation with third parties, directly or through a company in which it holds a stake in accordance with the provisions of the RREC rules, with a contracting authority or adhere to one or more:
i. DBF agreements, so-called design-build-finance agreements;
ii. DB(F)M agreements, so-called design-build-(finance)-maintain agreements;
iii. DBF(M)O agreements, so-called design-build-finance-(maintain)-operate agreements; and/or
iv. public works concession contracts relating to buildings and/or other real property infrastructure and related services, on the basis of which:
(i) the regulated real estate company is responsible for ensuring availability, maintenance and/or operation for a public entity and/or citizens as end users, in order to meet a societal need and/or allow the provision of a public service; and
(ii) the regulated real estate company, without necessarily having any rights in rem, may assume, in whole or in part, the financing risk, the availability risk, the demand risk and/or the operating risk; and
(d) ensure in the long-term, if applicable in cooperation with third parties, directly or through a company in which it holds a stake in accordance with the RREC rules, the development, establishment, management or operation, with the possibility to sub-contract these activities, of:
i. facilities and installations for the transport, distribution or storage of electricity, gas, combustible fossil or non-fossil fuels and energy in general, including assets related to such infrastructure;
ii. installations for the transport, distribution and storage or purification of water, including assets related to such infrastructure;
iii. installations for the production, storage and transport of renewable or non-renewable energy, including assets related to such infrastructure; or
iv. incinerators and waste disposal facilities, including assets related to such infrastructure.

(e) hold initially less than 25% of the capital of a company that performs the activities mentioned in Article 3.1(c) above, provided this stake is converted through the transfer of shares, within a period of two years or any other longer period required by the public entity with which the contract is concluded and upon expiry of the setting-up phase of the PPP project (within the meaning of the RREC rules), into a stake that complies with the RREC rules.
Should the RREC rules be amended in the future and authorise the performance of other activities by the Company, the Company may also exercise these new activities.
In the context of ensuring the availability of buildings, the Company may in particular perform all activities associated with the construction, fitting out, renovation, development, acquisition, transfer, management and operation of buildings.
3.2.On an ancillary or temporary basis, the Company may invest in securities not constituting real property within the meaning of the RREC rules. These investments shall be made in accordance with the Company's risk management policy and shall be diversified in order to ensure adequate risk diversification. The Company may also hold unallocated cash, in any currency, in the form of sight or term deposits or any easily negotiable money market instrument.
It may also carry out transactions involving hedging instruments, intended solely to hedge interest rate and currency risk in the context of the financing and management of the Company's activities as referred to in the RREC Act, with the exception of purely speculative transactions.
3.3.The Company may enter into finance leases, as lessor or lessee, for one or more buildings. Finance leasing activity, with the option to purchase the buildings, may only be performed on an ancillary basis, unless the buildings are intended to be used in the public interest, including for social housing or education (in which case it can be a main activity).
3.4. The Company may acquire a stake, by way of a merger or otherwise, in all businesses, undertakings or companies having a purpose similar or complementary to its own and that facilitate the development of its business and, in general, perform all transactions relating directly or indirectly to its corporate purpose as well as all acts necessary or useful to realise this purpose.
In general, the Company is obliged to conduct its activities and carry out transactions in accordance with the rules and within the limits set by the RREC provisions and any other applicable legislation ".

If the quorum is met at the extraordinary general meeting of 20 December 2019, this item will be stricken from the agenda. If the quorum is not met at the extraordinary general meeting of 20 December 2019 and a second extraordinary general meeting is held on 15 January 2020, this item will be maintained on the agenda.

The FSMA has approved the proposed amendments to the articles.

This proposed resolution is subject to approval by a special majority of at least four-fifths of the votes cast.

The board of directors requests that you adopt this proposal.

Part F. Voluntary early application of the Code of Companies and Associations ("Opt-in") and corresponding amendments to the articles and additional amendments to take into account all other decisions taken OR, if the required quorum is not met at the extraordinary general meeting of 20 December 2019 and a second extraordinary general meeting is held on 15 January 2020, Amendments to the articles in order to align them to the Code of Companies and Associations and to take into account all other decisions taken

9. Voluntary early application of the Code of Companies and Associations ("Opt-in") and corresponding amendments to the articles and additional amendments to take into account all other decisions taken OR, if the required quorum is not met at the extraordinary general meeting of 20 December 2019 and a second extraordinary general meeting is held on 15 January 2020, amendment of the articles in order to align them to the Code of Companies and Associations and to take into account all other decisions taken

Proposed resolution:

The general meeting resolves in favour of voluntary early application to the Company of the provisions of the Code of Companies and Associations pursuant to Article 39 §1, second paragraph, of the Act of 23 March 2019 introducing the Code of Companies and Associations and containing miscellaneous provisions ("**Opt-in**"). As from the publication date of the amendments to the articles (namely, the date of the Opt-in), the Code of Companies and Associations shall apply to the Company.

The general meeting consequently resolves to replace all references to the Company Code in the Company's articles with references to the Code of Companies and Associations and to the other legislation applicable to the Company (including the rules applicable to regulated real estate companies), without making any amendments, other than purely formal, to the corporate purpose of the Company or its activities.

The general meeting consequently resolves, in particular for the purpose of aligning the articles to the abovementioned proposals and the provisions of the Code of Companies and Associations, to simply replace the current version of the articles with a new version integrating the approved amendments; this version, together with a document explaining the main amendments to the articles, is available on https://www.cofinimmo.com/investors/shareholder-information/general-meetings/. Any shareholder may obtain free of charges a copy of the new articles after a request sent by email (shareholders@cofinimmo.be).

OR, if the required quorum is not met at the extraordinary general meeting of 20 December 2019 and a second general meeting is held on 15 January 2020:

The general meeting resolves, in particular for the purpose of aligning the articles to the above-mentioned proposals and the provisions of the Code of Companies and Associations, to simply re-place the current version of the articles with a new version integrating the approved amendments; this version, together with a document explaining the main amendments to the articles, is available on https://www.cofinimmo.com/investors/shareholder-information/general-meetings/. Any shareholder may obtain free of charges a copy of the new articles after a request sent by email (shareholders@cofinimmo.be).

The FSMA has approved the proposed amendments to the articles.

This proposed resolution is subject to approval by a special majority of at least three quarters of the votes cast.

The board of directors requests that you adopt this proposal.

Part G. Delegation of powers for the purpose of fulfilling the necessary formalities

10. Delegation of powers

Proposed resolution:

The general meeting resolves to confer:

- on each member of the management committee and, if applicable, the executive committee, acting alone, all powers to execute the approved resolutions, with the option to delegate this authority;
- on the acting notary, all powers to ensure filing and publication of the present document as well as the new version of the articles incorporating the approved resolutions, in both French and Dutch, appended to the notice of the present meeting.

This proposed resolution is subject to approval by a simple majority of the votes cast.

The board of directors requests that you adopt this proposal.

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Cofinimmo
together in real estate

I. ADMISSION FORMALITIES

In accordance with Article 536§2 BCC, shareholders will only be admitted and may vote at the Extraordinary 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 **December 6, 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 **December 14, 2019**.

1. 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 **December 6, 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 **December 6, 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 **December 14, 2019** at the BANQUE DEGROOF PETERCAM, 1040 Brussels, rue de l'Industrie, 44 (general.meetings@degroofpetercam.com).

2. 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 **December 14, 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).

3. 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 **December 14, 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 **December 14, 2019**.

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

II. IMPORTANT INFORMATIONS

Approval of the proposed resolutions of the agenda

It is specified that in order to be adopted, the resolutions with respect to the change of the Articles of Association require a quorum of at least half of the existing shares and a special majority of at least three-quarters of the votes that participate in the voting under items Part A.2.1, Part A.2.2, Part C.4, Part D. and Part F.9, and a special majority of at least four-fifths of the votes that participate in the voting under items B.3 and E.8.

In the event that required quorum is not reached at the General Meeting of December 20, 2019, a second General Meeting will be held on January 15,2019 at 10.00 am at the registered seat with the same agenda. At this second General Meeting, the afore-mentioned proposed resolutions may be adopted with the same special majorities and regardless of the number of shares presented or represented.

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 extraordinary 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 **November 28, 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 **December 5, 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 **December 14, 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/).

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 **November 20, 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.