

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)

In accordance with Royal Decree No. 4 of April 9, 2020 stipulating various provisions relating to co-ownership and company and association legislation in the context of the fight against the Covid-19 pandemic, the Board of Directors of Cofinimmo has decided that the exercise of voting rights at the Ordinary General Meeting of **May 13th 2020 at 3.30 PM** will only be possible through a correspondence vote or by giving a proxy to the Secretary General or any other person designated by the company in case of impediment.

Correspondence voting forms and proxy forms are available to shareholders on the company's website and may be sent by any means, including an e-mail with the attachment of a scanned or photographed copy of the completed and signed correspondence voting form or proxy form, to the e-mail address stated in the practical arrangements.

These documents must reach the designated entity no later than the fourth day before the date of the general meeting.

If the Company has already received a valid proxy containing specific voting instructions but for which the proxy is not to a representative appointed by the company, the votes or abstentions expressed in this proxy will be taken into account, without it being necessary that this representative is present. Similarly, if the company has already received a correspondence voting form, this form will be taken into account.

The Board of Directors also decided to prohibit any physical presence of shareholders, members or other persons entitled to participate in the meeting, or their proxies, at the place where the general meeting is held, except for the members of the bureau of the general meeting.

I. ADMISSION FORMALITIES

In accordance with article 7:134 §2 of the Code of Companies and Associations and Royal Decree no. 4 of April 9, 2020 stipulating various provisions on co-ownership and company and association legislation in the context of the fight against the Covid-19 pandemic, shareholders may only vote at the Ordinary General Meeting if the following two conditions are respected:

- 1) COFINIMMO must obtain the proof that the shareholders were on **April 29, 2020 at midnight** (the "Registration Date") in the possession of the number of shares for which the shareholder intends to participate to the General Meeting, and,
- 2) COFINIMMO must receive a scanned or photographed copy of the correspondence voting form or proxy form completed and signed no later than **May 9, 2020**.

In accordance with the aforementioned Royal Decree of Special Powers :

- 1) it will only be possible to partake in the general meeting by voting by mail or by proxy granted to a representative appointed by the company itself,
- 2) written questions may be asked as specified below, and
- 3) no physical presence at the general meeting will be possible.

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 **April 29, 2020 at midnight** (Belgian time) for the number of shares for which the shareholder intends to participate to the General Meeting.

The holders of dematerialized shares have to notify their financial intermediary no later than **April 29, 2020 at midnight** (Belgian time) of the number of shares for which the shareholder intends to participate to 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 no later than **May 7, 2020** at the BANQUE DEGROOF PETERCAM, 1040 Brussels, rue de l'Industrie, 44 (general.meetings@degroofpetercam.com).

2. PROXY

Shareholders may also be represented by the Secretary General or any other person designated by the company in case of impediment, using the proxy form created 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), no later than **May 9, 2020**.

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), no later than **May 9, 2020**.

3. CORRESPONDENCE VOTE

Shareholders may vote by correspondence using the correspondence voting form created by the company. This form can be obtained on the company's website (<http://www.cofinimmo.com/investisseurs/information-actionnaire/assemblées-générales/>) or on request by email (shareholders@cofinimmo.be).

Shareholders wishing to vote by correspondence must comply with the registration procedure described above.

For holders of registered shares, a copy of the signed form must be sent to the company by email (shareholders@cofinimmo.be) by **May 9, 2020** at the latest.

For holders of dematerialized shares, a copy of the signed form must be sent to BANQUE DEGROOF PETERCAM by email (general.meetings@degroofpetercam.com) by **May 9, 2020** at the latest.

II. IMPORTANT INFORMATION

Approval of the proposed resolutions on the agenda

All proposals on the agenda may be adopted by a simple majority of the votes cast at the meeting, regardless of the number of shares represented.

Right to have items added to the agenda and to submit proposed 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 no later than **April 16, 2019** by ordinary mail to the official company address or by email (shareholders@cofinimmo.be). If necessary, the company will publish an amended agenda no later than **April 23, 2019**. Further information on the aforementioned rights and how to exercise them are available on the company website (<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 the official company address or per email (shareholders@cofinimmo.be). Such written questions must be received no later than **May 9, 2020**.

Further information on the aforementioned rights and how to exercise them are available on the company website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

The Company emphasizes the importance of an ongoing dialogue with its shareholders, who will be able to ask written questions until 09.05.2020. Answers to these questions will be published on the website prior to the meeting. It will not be possible to ask oral questions. The minutes of the general meeting will be made available on the Company's website after the meeting. An annex to these minutes will also contain the answers to the written questions.

Available documents

All of the documentation regarding the General Meeting required by Law to be made available to the shareholders can be consulted on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) as from **April 9, 2020**.

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AGENDA

COFINIMMO SA
A LIMITED LIABILITY COMPANY
A PUBLIC REGULATED REAL ESTATE COMPANY FORMED UNDER BELGIAN LAW
BOULEVARD DE LA WOLUWE 58, 1200 BRUXELLES
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On April 9th, 2020, the capital of Cofinimmo is represented by 25,849,283 shares

The ordinary general meeting will be held
May 13th, 2020 at 3:30 PM, 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 December 31, 2019.*
2. *Approval of the remuneration report for the financial year closed on December 31, 2019.*
Proposal to approve the remuneration report the financial year closed on December 31, 2019.
3. *Approval of the remuneration policy.*
Proposal to approve the remuneration policy in accordance with principle 7.3 of the Belgian Corporate Governance Code 2020.
4. *Acknowledgment of the report of the auditor on the statutory annual accounts closed on December 31, 2019 and acknowledgment of the report of the auditor on the consolidated annual accounts closed on December 31, 2019.*
5. *Approval of the statutory annual accounts closed on December 31, 2019 and appropriation of the results.*
Proposal to approve the statutory annual accounts closed on December 31, 2019, including the appropriation of the result.
Proposal to distribute a gross priority dividend of € 5.60 to the shareholders (coupon n°35).
It is specified that the 32,959 treasury shares held by the company do not entitle the company itself to any dividends.
The payment date is determined by the Board of Directors
6. *Acknowledgment of the consolidated annual accounts closed on December 31, 2019.*
7. *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 December 31, 2019.
8. *Discharge of the auditor.*
Proposal to grant discharge to the auditor of the company for the exercise of their mandate for the financial year closed on December 31, 2019.
9. *Renewal of four director's mandate.*

Renewal of the mandate of Mr. Olivier Chapelle
9.1. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mr. Olivier Chapelle, until the end of the annual general meeting that will be held in 2024.
9.2. Proposal to note his independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as he complies with all the criteria set out in this article.

Renewal of the mandate of Mr. Xavier de Walque
9.3. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mr. Xavier de Walque, until the end of the annual general meeting that will be held in 2024.
9.4. Proposal to note his independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as she complies with all the criteria set out in this article, in so far that Mr de Walque's mandate, which exceeds 12 years, in no way impairs his independence. Indeed, Mr. de Walque does not have a relationship with the Company or with a major shareholder of the Company that is such as to jeopardize his independence. Moreover, during the exercise of his mandate, Mr. de Walque has always demonstrated that he has a free, independent and critical mind while putting forward the good of the company .

Renewal of the mandate of Mr. Maurice Gauchot
9.5. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mr. Maurice Gauchot, until the end of the annual general meeting that will be held in 2024.
9.6. Proposal to note his independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as he complies with all the criteria set out in this article.

- Renewal of the mandate of Mrs. Diana Monissen
- 9.7. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mrs. Diana Monissen, until the end of the annual general meeting that will be held in 2024.
- 9.6. Proposal to note her independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as she complies with all the criteria set out in this article.
10. Renewal of the mandate of the Auditor
- 10.1 Proposal to renew, subject to the approval of the FSMA, the mandate of the company Deloitte Bedrijfsrevisoren, represented by Mr Rik NECKEBROECK, registered auditor, whose registered office is located at Luchthaven Nationaal 1J in 1930 Zaventem, until the end of the ordinary general meeting to be held in 2023.
- 10.2 Proposal to set the auditor's fees at the sum of € 146.000 per year, excluding VAT and disbursements, to be indexed annually according to the evolution of the health index.
11. *Approval, in accordance with article 7:151 of the Companies Code and Associations, 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 7:151 of the Companies Code and Associations.*
- Proposal to approve and, if necessary, ratify in accordance with Article 7:151 of the Companies Code and Associations, all provisions of the following credit agreements which stipulate a possible accelerated eligibility for reimbursement in case of a change of control over the company:
- Syndicated credit agreement of July 1st, 2019 between the company and KBC BANK, BNP PARIBAS FORTIS, J.P. MORGAN SECURITIES, HSBC FRANCE, SOCIETE GENERALE, SOCIETE GENERALE BRUSSELS BRANCH, SUMITOMO MITSUI BANKING CORPORATION, BARCLAYS BANK, and ABN AMRO BANK.
 - Credit agreement of January 6th, 2020 between the company and SMBC.
 - Credit agreement of March 23rd, 2020 between the company and ABN AMRO.
- Proposal to approve and, if necessary, ratify in accordance with Article 7:151 of the Companies Code and Associations, all the provisions of the credit agreements concluded between the convening of the general meeting and the meeting itself (and that will – if applicable – be exposed during the meeting) which stipulate a possible accelerated eligibility for reimbursement in case of a change of control over the company.
12. *Proposal to grant power to implement the resolutions.*
- Proposal to grant all powers to two members of the Executive Committee, acting jointly, with power of substitution, for the implementation of the decisions made by the ordinary general meeting, and to carry out any formalities necessary for their publication.
13. *Miscellaneous.*

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