

Proxy

In order to complete and submit their proxy, shareholders now have the choice between using the “paper” format or the AGM+ platform. This proxy form should only be used when using a “paper” proxy.

For holders of registered shares, a copy of the signed form must be sent to the company by e-mail (shareholders@cofinimmo.be), at the latest by 6 May 2021.

For holders of dematerialised shares, a copy of the signed form must be sent to BANQUE DEGROOF PETERCAM by e-mail (general.meetings@degroofpetercam.com), at the latest by 6 May 2021.

Covid-19 warning

Given the exceptional situation linked to the coronavirus and the police measures taken by the authorities restricting gatherings, the proxy holder appointed by virtue of the proxies will be exclusively the Secretary General of Cofinimmo or a person appointed by Cofinimmo to represent it.

Using Lumi's AGM+ platform

As indicated in the convening notice, instead of using this proxy, shareholders may use the AGM+ platform to complete and submit their proxy electronically. In this case, in order to be valid, the proxy must be submitted directly on the AGM+ platform by 6 May 2021 at the latest, in the manner described in the convening notice, using the form available on the AGM+ platform.

The undersigned (the Principal),

Legal person:

| | |
|------------------------------|--------------|
| Company name and legal form: | |
| Registered office: | |
| Validly represented by: | Residing at: |

Natural person:

| |
|--------------|
| Name: |
| First name : |
| Address: |

Declares that it has carried out the accounting registration on the Registration Date (see practical modalities) of :

.....dematerialised shares, in full ownership, in bare ownership, in usufruct **(delete as appropriate)**

.....registered shares, in full ownership, in bare ownership, in usufruct **(delete as appropriate)**

of the public limited company (*société anonyme/naamloze vennootschap*) COFINIMMO with registered office at 1200 Brussels, Boulevard de la Woluwe, 58, registered in the Register of Legal Entities under number BE 0426 184 049;

Hereby appoints as special proxy holder:

the Secretary General of Cofinimmo or a person appointed by Cofinimmo to represent it,

To whom he/she confers all powers for the purpose of representing him/her at the ordinary and extraordinary shareholders' meetings (the "Shareholders' Meetings") of the said public limited company (*société anonyme/naamloze vennootschap*) "Cofinimmo", which will be held at the registered office on **12 May 2021 at 3.30 p.m.**, and to deliberate on the items on the agenda, for the purpose of voting in his/her name and on his/her behalf according to his/her voting instructions expressed hereafter (see page 3).

POWERS OF THE PROXY HOLDER

- I. The proxy holder may in particular take part in any deliberations and vote and pass and sign all deeds, documents, minutes, attendance lists, substitute and generally do whatever is necessary.
The proxy holder may attend any other meeting with the same agenda, if the first meeting cannot be held for any reason whatsoever.

- II. The proxy holder shall vote in accordance with the voting instructions contained in the proxy.
Please indicate a specific voting instruction for each item on the agenda.
In the absence of specific voting instructions, the proxy holder will vote FOR the proposal.

- III. The proxy holder, i.e. the Secretary General of Cofinimmo or the person appointed by Cofinimmo to represent it, is in a situation of potential conflict of interest within the meaning of article 7:143, §4 of the Companies and Associations Code.
If, pursuant to Article 7:130 of the Companies and Associations Code, new items are added to the agenda of the Shareholders' Meetings or resolution proposals are added after the date of this proxy:
 - The proxy will remain valid for the agenda items it covers;
 - the proxy holder shall abstain from voting on the new items on the agenda and the relevant resolution proposals.In this case, Cofinimmo will make the amended agenda and an amended proxy form available on its website by 27 April 2021 at the latest, in order to allow shareholders who wish to do so to return a new proxy to Cofinimmo and to give specific voting instructions on the new items on the agenda or the new resolution proposals.

VOTING INSTRUCTIONS

The proxy holder will exercise the Principal's voting rights as follows (see agenda published in the Belgian State Gazette, in L'Echo and De Tijd and on our website www.cofinimmo.com):

ORDINARY SHAREHOLDERS' MEETING

| | | | |
|--|------------------|-----|-------------|
| 1. Acknowledgement of the management report on the statutory and consolidated financial year ending on 31 December 2020 | No vote required | | |
| 2. Approval of the remuneration report for the financial year ending 31 December 2020 | YES* | NO* | ABSTENTION* |
| 3. Acknowledgement of the statutory auditor's report on the statutory annual accounts as at 31 December 2020 and the statutory auditor's report on the consolidated annual accounts as at 31 December 2020 | No vote required | | |
| 4. Approval of the statutory annual accounts as at 31 December 2020 and allocation of the result | YES* | NO* | ABSTENTION* |
| 5. Acknowledgement of the consolidated annual accounts as at 31 December 2020 | No vote required | | |
| 6. Discharge to the directors | YES* | NO* | ABSTENTION* |
| 7. Discharge to the statutory auditor | YES* | NO* | ABSTENTION* |
| 8. Renewal of the mandate of three directors | | | |
| 8.1. Renewal of the mandate of Mrs Françoise Roels | YES* | NO* | ABSTENTION* |
| 8.2. Renewal of the mandate of Mr Jacques van Rijckevorsel | YES* | NO* | ABSTENTION* |
| 8.3. Acknowledgement of the independence of Mr Jacques van Rijckevorsel | YES* | NO* | ABSTENTION* |
| 8.4. Renewal of the mandate of Mrs Inès Archer-Toper | YES* | NO* | ABSTENTION* |
| 8.5. Acknowledgement of the independence of Mrs Inès Archer-Toper | YES* | NO* | ABSTENTION* |
| 9. Approval of change of control clauses | YES* | NO* | ABSTENTION* |
| 10. Delegation of powers to implement decisions taken | YES* | NO* | ABSTENTION* |
| 11. Miscellaneous | No vote required | | |

(*) Delete as appropriate

EXTRAORDINARY SHAREHOLDERS' MEETING

| | | | |
|--|------------------|-----|-------------|
| 1. Renewal of the authorisation concerning the authorised capital | | | |
| 1.1. Acknowledgement of the special report of the board of directors in accordance with article 7:199 of the Companies and Associations Code | No vote required | | |
| 1.2. Proposal to authorise the board of directors to increase the capital by a maximum amount of: | | | |
| 1°) 50% of the amount of the capital on the date of the extraordinary shareholders' meeting that will approve the authorisation, rounded down, for capital increases by contributions in cash, with the possibility for the company's shareholders to exercise a pre-emptive right or priority allocation right; | YES* | NO* | ABSTENTION* |
| 2°) 20% of the amount of the capital on the date of the extraordinary shareholders' meeting that will approve the authorisation, rounded down, for capital increases in the context of the distribution of an optional dividend; | YES* | NO* | ABSTENTION* |
| 3°) 10% of the amount of the capital on the date of the extraordinary shareholders' meeting that will approve the authorisation, rounded down, for (i) capital increases by contributions in kind, (ii) capital increases by contributions in | YES* | NO* | ABSTENTION* |

| | | | |
|---|------|-----|-------------|
| <i>cash without the possibility for the company's shareholders to exercise a preemptive right or priority allocation right, or (iii) any other type of capital increase</i> | | | |
| 1.3. <i>Amendment to Article 6.2 of the articles of association</i> | YES* | NO* | ABSTENTION* |
| 2. <i>Delegation of powers</i> | YES* | NO* | ABSTENTION* |

(*) Delete as appropriate

Specific comments:

The company encourages shareholders to play an important role in carefully assessing the company's corporate governance. Shareholders' Meetings are a special time for shareholders to express themselves via a special box (see below) in the proxies.

Comments:

Done at _____, on _____ 2021

("good for proxy" + signature)