

**PUBLIC LIMITED COMPANY
PUBLIC REGULATED REAL ESTATE COMPANY UNDER BELGIAN LAW
BOULEVARD DE LA WOLUWE 58, 1200 BRUSSELS
REGISTER OF LEGAL ENTITIES BRUSSELS 0426.184.049**

The Board of Directors of the Public Limited Company "COFINIMMO" invites the shareholders to attend the extraordinary shareholder's meeting which will be held on **10 May 2023 at 3.00 p.m.** (or, if the required quorum is not reached at this meeting of 10 May 2023, on 30 May 2023 at 3.00 p.m.), and the ordinary shareholders' meeting which will be held on **10 May 2023 at 3.30 p.m.** (hereinafter the "General Meetings") at Cofinimmo's headquarters, Boulevard de la Woluwe 58, 1200 Brussels, to deliberate on the following agendas :

Agenda of the extraordinary shareholders' meeting of 10 May 2023 at 3:00 p.m.

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.
- 1.2. Subject to approval by the FSMA, proposal to renew the existing authorisation relating to the authorised capital and thereby authorise the board of directors of the company to increase the capital on the dates and under the conditions it shall determine, on one or more occasions, up to 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 the priority allocation right;

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;

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 cash without the possibility for the company's shareholders to exercise a pre-emptive right or priority allocation right, or (iii) any other type of capital increase ;

it being specified that the capital, within the framework of this authorisation, may never be increased by an amount greater than the cumulative amount of the various authorisations in terms of authorised capital.

This proposed authorisation will be granted for a period of five years from the date of publication of the minutes of the extraordinary shareholders' meeting approving the proposed authorisation in the Annexes to the Belgian State Gazette.

- 1.3. Therefore, proposal to replace Article 6.2 of the articles of association in accordance with point 1.2 above.

Comments: The current authorised capital authorisation granted by the extraordinary shareholders' meeting of 7 June 2021 will be replaced by the proposed new authorisation. If the proposed new authorisation is not approved, the current authorised capital authorisation will continue to apply for the board of directors of the company. The board of directors invites you to approve, by separate vote, each of items 1°), 2°) and 3°) with the understanding that, depending on the outcome of the vote on each of items 1°), 2°) and 3°), the final text of Article 6.2 of the articles of association may be amended at the meeting. The full text of the proposed amendment to Article 6.2 of the articles of association is set out in the board of directors' report referred to in point 1.1.

2. *Delegation of powers*

Proposal to grant to (i) each director of the company, each acting alone and with power of substitution, to do all that is necessary or useful to execute the foregoing resolutions, and (ii) each notary and/or collaborator of "Berquin Notaires" SCRL, all powers to draw up the text of the coordination of the articles of association of the company, to sign it and to file it in the electronic database provided for this purpose, in accordance with the legal provisions on the matter.

Agenda of the ordinary shareholders' meeting of 10 May 2023 at 3:30 p.m.

1. *Acknowledgment of the management report on the statutory and consolidated financial year ending on 31 December 2022.*
2. *Acknowledgment of the statutory auditor's report on the statutory annual accounts as at 31 December 2022 and the statutory auditor's report on the consolidated annual accounts as at 31 December 2022.*
3. *Acknowledgment of the consolidated annual accounts as at 31 December 2022.*
4. *Approval of the statutory annual accounts as at 31 December 2022 and allocation of the result.*
Proposal to approve the statutory annual accounts as at 31 December 2022, including the allocation of the result.
Proposal to allocate a gross dividend of € 6.20 per share to the shareholders (coupon n°38). The treasury shares held by the company do not entitle the company itself to any dividend.
The payment date is determined by the Board of Directors.

5. *Approval of the remuneration report for the financial year ending 31 December 2022.*
Proposal to approve the remuneration report for the financial year ending on 31 December 2022, in accordance with the remuneration policy adopted by the ordinary shareholders' meeting on 13 May 2020 and amended by the ordinary shareholders' meeting of 11 May 2022.
6. *Discharge to the directors.*
Proposal to grant discharge to the directors of the company for the performance of their mandate for the financial year ending 31 December 2022.
7. *Discharge to the statutory auditor.*
Proposal to grant discharge to the statutory auditor for the performance of his mandate during the financial year ending 31 December 2022.
8. *Renewal of the mandate of a director.*
In view of his large experience in management and risk management, his knowledge of finance and M&A and his appropriate contribution to the Board of Directors, it is proposed that Mr Benoit Graulich's mandate be renewed. It is clarified that in case of approval by the General Meeting, the Board of Directors has decided that Mr. Benoit Graulich would continue his functions as Chairman of the Audit Committee. His curriculum vitae is available on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

Renewal of the mandate of Mr. Benoit Graulich.

- 8.1. Subject to approval by the FSMA, proposal to renew, with immediate effect, as director, the mandate of Mr. Benoit Graulich, until the end of the ordinary shareholders' meeting to be held in 2027.
- 8.2. Proposal to acknowledge his independence in accordance with article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020, as long he meets all the criteria set out therein.

9. *Appointment of a director.*

In view of his exceptional expertise in financial management, in risk management and prudential control, the Board of Directors proposes to appoint Mr Jean Hilgers. It should be noted that, if approved by the General Meeting, the Board of Directors has decided that Mr Jean Hilgers will be a member of the Audit Committee.

His curriculum vitae is available on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

Appointment of Mr. Jean Hilgers.

- 9.1. Subject to approval by the FSMA, proposal to appoint, with immediate effect, as director, Mr. Jean Hilgers, until the end of the ordinary shareholders' meeting to be held in 2027.
- 9.2. Proposal to acknowledge his independence in accordance with article 7:87 of the Companies and Associations Code and provision 3.5 of the Belgian Corporate Governance Code 2020, as long he meets all the criteria set out therein.

10. *Appointment of the statutory auditor.*

The mandate of the auditor, SCRL Deloitte, Réviseurs d'Entreprises, represented by Mr. Rik Neckebroeck, expires at the end of the General Meeting of 10 May 2023 and may not be renewed.

In accordance with the "private tender" selection procedure for the new auditor, Cofinimmo's Audit Committee has made a recommendation to the Board of Directors for the appointment of a new auditor with at least two possible choices, and a reasoned preference among the choices proposed following the selection procedure during which offers were submitted in accordance with the selection criteria previously defined in the tender documents.

Following this recommendation, the Board of Directors of Cofinimmo has decided to propose the appointment of KPMG Réviseurs d'Entreprises SRL, with Mr. Jean-François Kupper as its permanent representative, Auditor approved by the FSMA and registered with the Institute of Company Auditors, as statutory auditor of the company for a period of 3 years expiring at the General Meeting to be held in 2026. On 17 January 2023, the FSMA decided, subject to the decisions to be taken at the General Meeting of 10 May 2023, to approve this appointment, which did not raise any objections with regard to article 58 of the law of 12 May 2014 on regulated real estate companies.

Appointment of KPMG Réviseurs d'Entreprises SRL as statutory auditor

- 10.1. Proposal to appoint, with immediate effect, as statutory auditor, the company KPMG Réviseurs d'Entreprises SRL, having as its permanent representative Mr Jean-François Kupper, Auditor approved by the FSMA and registered with the Institute of Company Auditors, whose registered office is at Luchthaven Nationaal 1k, 1930 Zaventem, until the end of the General Meeting to be held in 2026.
 - 10.2. Proposal to set the auditor's fees at € 185,000 per annum, excluding VAT and disbursements, to be indexed annually in accordance with the evolution of the health index.
11. *Approval, in accordance with article 7:151 of the Companies and Associations Code, of any change of control clause present in any credit agreement or conditions of issue of debt or equity securities agreed by the Company and to carry out the disclosure formalities provided for in article 7:151 of the Companies and Associations Code.*

Proposal to approve and, as far as necessary, ratify in accordance with article 7:151 of the Companies Associations Code, the provisions of clause 7.2 of the credit agreement for € 315,000,000 concluded on 19 May 2022 between the Company and a bank syndicate where INTESA SANPAOLO S.P.A. is acting as agent.

Under this clause, in the event of acquisition of control over the Company by a person or group of persons acting in concert, an event of which the Company should immediately inform the agent INTESA SANPAOLO, any of the lenders part of the syndicate group shall not be obliged to fund an utilisation (except for a rollover loan) and could, if requested individually, with minimum fifteen working days' notice, cancel its commitments and declare all loans – including the accrued interests and all accounted amounts pursuant the convention – which are immediately owed and payable:

12. Approval of the annual accounts of the companies absorbed by an operation assimilated to a merger by absorption by the company, discharge to the directors and the auditors of these companies.

In the context of the simplification of the group structure, the company has carried out operations assimilated by a merger by absorption in accordance with article 12:50 of the Companies and Associations Code, which did not result in the issue of shares. In accordance with article 12:58 of the Companies and Associations Code, the General Meeting of the acquiring company approves the annual accounts and decides on the discharge of the administrative and controlling bodies of the acquired company.

12.1. Proposal to approve the annual accounts of CURA INVEST SA/NV for the period from 1 January 2022 to 9 May 2022, and of RHEASTONE 3 SA/NV, RHEASTONE 4 SA/NV and RHEASTONE 5 SA/NV, for the period from 1 January 2022 to 28 October 2022.

12.2. Proposal to grant discharge to the directors of the companies referred to in point 12.1 for the periods referred to above in point 12.1, for the execution of their mandate.

12.3. Proposal to grant discharge to the auditors of the companies referred to in point 12.1 for the periods referred to in point 12.1 above, for the execution of their mandate.

13. Delegation of powers to implement decisions taken.

Proposal to confer on two members of the Executive Committee, with the right of substitution, all powers to implement the decisions taken by the General Meeting, as well as all powers to carry out the formalities necessary for their publication.

14. Miscellaneous.

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I. ADMISSION REQUIREMENTS

Pursuant to article 7:134 §2 of the Companies and Associations Code, shareholders may only participate and vote at the General Meetings if both of the following conditions are met :

- 1) **The registration:** COFINIMMO must obtain evidence that the shareholders hold on **26 April 2023** at midnight (the “**Registration date**”) the number of shares for which the shareholder intends to participate at the General Meetings; and,
- 2) **The notification of participation** at the General Meetings: COFINIMMO must receive confirmation of the intention to participate at the General Meetings, by **4 May 2023** at the latest.

1. REGISTRATION OF SHARES

The registration procedure is as follows :

- The holders of registered shares must be registered in the register of registered shares of COFINIMMO on **26 April 2023 at midnight** (Belgian time) for the number of shares for which the shareholders intend to participate at the General Meetings.
- The holders of dematerialised shares have to provide a registration certificate on **26 April 2023 at midnight** (Belgian time) which attests the number of shares for which the shareholders intend to participate at the General Meetings . The procedure for this certificate is set out in section 2 below.

Only persons who are shareholders on the registration date will be entitled to participate and vote at the General Meetings, regardless of the number of shares held by the shareholder on the day of the General Meetings.

2. NOTIFICATION OF PARTICIPATION

In addition to the registration procedure described above, shareholders who intend to participate in person at the General Meetings vote (physical presence to vote) must notify their intention to participate at the General Meetings **by 4 May 2023 at the latest** :

The holders of registered shares must notify COFINIMMO of their intention to participate by ordinary letter to the company’s registered office (Boulevard de la Woluwe 58, 1200 Brussels), or by email (shareholders@cofinimmo.be).

The holders of dematerialised shares must notify their intention to participate to their financial intermediary who will produce a registration certificate for this purpose. This registration certificate must be sent to BANQUE DEGROOF PETERCAM by email (general.meetings@degroofpetercam.com).

For shareholders who intend to vote by correspondence or by proxy, the mailing of the correspondence voting form or the proxy voting form will constitute notification of participation.

II. VOTE

1. VOTING BY PHYSICAL PRESENCE

Shareholders wishing to participate in person at the venue of the General Meetings must comply with the procedure described under sections I.1 and I.2.

2. VOTING BY CORRESPONDENCE

Shareholders may vote by correspondence using the correspondence voting form created by the company.

The correspondence voting form can be found on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) or requested by email (shareholders@cofinimmo.be).

The shareholders who wish to vote by correspondence must comply with the registration procedure described in section I.1. The mailing of the correspondence voting form will constitute notification of participation.

For the holders of registered shares, a copy of the signed correspondence voting form must be sent to the company by ordinary letter addressed to the company’s registered office (Boulevard de la Woluwe 58, 1200 Brussels), or by email (shareholders@cofinimmo.be) **by 4 May 2023 at the latest**.

For the holders of dematerialised shares, a copy of the signed correspondence voting form must be sent to BANQUE DEGROOF PETERCAM by email (general.meetings@degroofpetercam.com) **by 4 May 2023 at the latest** .

3. VOTE BY PROXY

Shareholders may also be represented by a proxy holder, using the proxy form provided by the company.

The proxy voting form can be found on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) or requested by email (shareholders@cofinimmo.be).

The shareholders who wish to be represented must comply with the registration procedure described in section I.1. The mailing of the proxy voting form will constitute notification of participation.

For the holders of registered shares, a copy of the signed proxy voting form must be sent to the company by ordinary letter addressed to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels), or by email (shareholders@cofinimmo.be) **by May 4, 2023 at the latest**.

For the holders of dematerialised shares, a copy of the signed proxy voting form must be sent to BANQUE DEGROOF PETERCAM by email (general.meetings@degroofpetercam.com) **by 4 May 2023 at the latest**.

III. IMPORTANT INFORMATION

Approval of proposals on the agenda

As regards the ordinary shareholders' meeting, 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.

As regards the extraordinary shareholders' meeting, in order to be adopted, proposals for amendments to the articles of association require a quorum of at least half of the shareholders and special majorities of at least three quarters of the votes cast for the items concerned.

In the event that the required quorum is not reached at the extraordinary shareholders' meeting of 10 May 2023, a second extraordinary shareholders' meeting will be held on 30 May 2023 at the company's registered office with the same agenda. At this second extraordinary shareholders' meeting, the above-mentioned proposals may be adopted by the same special majorities and regardless of the number of shares present or represented.

Right to add items to the agendas and submit resolution proposals

One or more shareholders who together hold at least 3% of the Cofinimmo share capital may request to add items and / or resolution proposals concerning items to the agendas of the General Meetings.

The items to be added to the agendas and/or the resolution proposals must be sent to the company **by 18 April 2023 at the latest** by ordinary letter mailed to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels) or by email (shareholders@cofinimmo.be). If additions are requested, the company will publish an amended agenda **by 25 April 2023 at the latest**. In this case, Cofinimmo will also provide revised proxy and correspondence forms on its website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) at the same time as the publication of the amended agenda.

In case shareholders, in accordance with article 7:130 of the Companies and Associations Code, exercise their right to add items to the agenda and to submit resolution proposals, proxy and correspondence voting forms notified prior to the publication of the amended agenda will remain valid for the agenda items they cover. In case items to be added to the agenda and/or resolution proposals are submitted after the proxy and correspondence voting forms notified to the company, the proxy holder shall abstain from voting on the new or alternative resolution proposals. In this case, however, shareholders will have the possibility to submit new proxy and correspondence voting forms, using the revised forms mentioned in the previous paragraph.

Right to submit questions

Shareholders have the right to ask questions in writing to the directors and/or the statutory auditor prior to the General Meetings. Written questions will only be answered if the shareholder asking the question has complied with the above-mentioned admission requirements in accordance with article 7:134 of the Companies and Associations Code. These questions can be submitted in advance of the General Meetings by e-mail (shareholders@cofinimmo.be) or by ordinary letter to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels). They must reach the company by **4 May 2023 at the latest**. Answers to written questions will be provided during the General Meetings.

Available documents

All documents relating to the General Meetings that are required by law to be made available to shareholders will be available on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) as from **6 April 2023**.

IV. DATA PROTECTION

The company is responsible for processing personal data received from security and proxy holders in the context of the General Meetings, within the framework of the General Meetings in accordance with the applicable data protection legislation. The processing of such personal data shall be carried out on the basis of the necessity for the performance of the company agreement or a legal obligation incumbent upon it, whichever basis applies. The processing shall take place for the purpose of analysing and managing the attendance and voting procedure relating to the General Meetings and this in

accordance with the applicable legislation and the Privacy Policy of the company. These personal data will be transferred to the company's partners for the purpose of providing assistance in the organisation of the General Meetings, the management of the attendance and voting procedure, and for the analysis of the composition of the participants in the General Meetings. The personal data will not be kept longer than necessary in view of the above mentioned purpose and will therefore be deleted in accordance with the Privacy Policy of the company .

Security and proxy holders can find the Privacy Policy of the company on its website. This Privacy Policy contains detailed information regarding the processing of personal data of, among others, security and proxy holders. Security and proxy holders have the right to access, correct or remove their personal data, to restrict processing, to object to processing and the right to data portability, to the extent they have these rights under the applicable law, as well as the right to file a complaint with the competent data protection authority.

Security and proxy holders may validate their rights in relation to their personal data provided to the company by contacting the company at privacy@cofinimmo.be.

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