

PROXY

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

The Undersigned (the Principal),

Legal person:

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

Natural person:

Last name:
First name :
Address:

Declares that the following shares have been registered in the accounts on the Registration Date (see practical modalities):

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

.....registered shares, in full ownership, in bare ownership, in usufruct **(cross out 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:

.....
To whom he/she confers all powers for the purposes of representing him/her at 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 at 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, for the purpose of voting in his/her name and on his/her behalf according to his/her voting instructions expressed hereafter.

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 proxyholder 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 agendas.
If the absence of specific voting instructions, or if the voting instructions are not clear, the proxyholder will vote FOR the proposal.
- III. Proxy voting forms returned to COFINIMMO that do not indicate a proxy holder shall be considered to be addressed to the Board of Directors, therefore generating a potential conflict of interest under article 7:143, §4 of the Company and Associations Code¹.
In order to be valid, proxy voting forms must contain specific voting instructions for each item on the agendas. If no specific voting instructions are included for an item included in the agendas, the proxy holder will be considered as having a conflict of interest and will not be allowed to partake in the vote.
- IV. If, pursuant to article 7:130 of the Companies and Associations Code, new items are added to the agendas of the General Meetings or proposals for decisions are added after the date of this proxy:
- The proxy voting form will remain valid for the agenda items it covers;
 - The proxy holder will have to abstain from voting on the new agenda items and the relevant proposals for a decision.
- In this case, Cofinimmo will make the amended agenda and an amended proxy form available on its website by 25 April 2023 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.

¹ In the event of potential conflicts of interest between the proxy and the shareholder, the proxy must disclose the precise facts relevant to the shareholder, to allow the shareholder to assess the risk that the proxy could pursue an interest other than that of the shareholder. The proxy shall only be authorised to vote on behalf of the shareholder provided that he/she has specific voting instructions for each topic included in the agenda.

A conflict of interest exists, in particular, when the proxy: (i) is the company itself or an entity controlled by it, a shareholder which controls the company or another entity controlled by such a shareholder; (ii) is a member of the Board of Directors or the management bodies of company or a shareholder which controls it or a controlled entity as described in (i) above; (iii) is an employee or auditor of the company, or a shareholder which controls it or a controlled entity as described in (i) above; (iv) is related to an individual described in (i) to (iii) above or is the spouse or legal cohabitant of such a person or is related to such a person.

VOTING INSTRUCTIONS

The proxy shall exercise the principal's right to vote as follows (see attached agendas, published in the Belgian Official Gazette (Moniteur Belge), l'Echo et De Tijd and on our website www.cofinimmo.com):

EXTRAORDINARY SHAREHOLDERS' MEETING OF 10 MAY 2023 AT 3.00 P.M.

1. <i>Renewal of the authorisation concerning the authorised capital</i>			
1.1. <i>Acknowledgement of the special report of the board of directors in accordance with article 7:199 of the Companies and Associations Code</i>	No vote required		
1.2. <i>Proposal to authorise the board of directors to increase the capital by a maximum amount of:</i>			
1°) <i>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;</i>	YES*	NO*	ABSTENTION*
2°) <i>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;</i>	YES*	NO*	ABSTENTION*
3°) <i>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</i>	YES*	NO*	ABSTENTION*
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*

(*) cross out as appropriate

ORDINARY SHAREHOLDERS' MEETING OF 10 MAY 2023 AT 3.30 P.M.

1. <i>Acknowledgment of the management report on the statutory and consolidated financial year ending on 31 December 2022</i>	DOES NOT REQUIRE A VOTE		
2. <i>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</i>	DOES NOT REQUIRE A VOTE		
3. <i>Acknowledgment of the consolidated annual accounts as at 31 December 2022</i>	DOES NOT REQUIRE A VOTE		
4. <i>Approval of the statutory annual accounts as at 31 December 2022 and allocation of the result</i>	YES*	NO*	ABSTENTION*
5. <i>Approval of the remuneration report for the financial year ending 31 December 2022</i>	YES*	NO*	ABSTENTION*
6. <i>Discharge to the directors</i>	YES*	NO*	ABSTENTION*
7. <i>Discharge to the statutory auditor</i>	YES*	NO*	ABSTENTION*
8. <i>Renewal of the mandate of a director</i>			
8.1. <i>Renewal of the mandate of Mr. Benoit Graulich</i>	YES*	NO*	ABSTENTION*
8.1. <i>Confirmation of the independence of Mr. Benoit Graulich</i>	YES*	NO*	ABSTENTION*
9. <i>Appointment of a director</i>			
9.1. <i>Appointment of Mr. Jean Hilgers</i>	YES*	NO*	ABSTENTION*
9.2. <i>Confirmation of the independence of Mr. Jean Hilgers</i>	YES*	NO*	ABSTENTION*
10. <i>Appointment of the statutory auditor</i>			
10.1. <i>Appointment of the statutory auditor KPMG Réviseurs d'Entreprises SRL</i>	YES*	NO*	ABSTENTION*
10.2. <i>Setting of fees</i>	YES*	NO*	ABSTENTION*

11. Approval of the "change-of-control clause" in in the credit agreement concluded with a syndicate of banks on 19.05.2022	YES*	NO*	ABSTENTION*
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 auditor of these companies.			
12.1. Approval of the annual accounts of CURA INVEST SA/NV for the period from 1 st 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 st January 2022 to 28 October 2022	YES*	NO*	ABSTENTION*
12.2. Discharge to the directors 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.	YES*	NO*	ABSTENTION*
12.3. 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.	YES*	NO*	ABSTENTION*
13. Proposal to grant power to implement the resolutions.	YES*	NO*	ABSTENTION*
14. Miscellaneous	DOES NOT REQUIRE A VOTE		

(*) cross out as appropriate

Signed in _____, on _____ 2023
 (« approved to grant proxy powers » + signature)

 Signature