



## **BEFIMMO**

Public BE-REIT (SIR/GVV)  
Public Limited Liability Company  
Chaussée de Wavre 1945, Auderghem (1160 Brussels)  
RPM n° 0455.835.167 – TVA n° 455.835.167  
(hereafter the « Company »)

### Extraordinary General Meeting

**Taking into account the number of shares for which the shareholders have carried out the attendance formalities, until 21 April 2021, to attend the Extraordinary General Meeting of 27 April 2021, the legally required attendance quorum has not been reached at this Meeting.**

**Consequently, a second Extraordinary General Meeting will be held on 18 May 2021 at 10.30 AM to deliberate and decide on the same agenda. In view of the health crisis and the measures imposed by the government with respect to gatherings of people, Shareholders will not be able to participate physically in the Meeting and will only be able to exercise their rights by voting by correspondence or by proxy. Depending on the evolution of the Covid-19 situation and the applicable rules in the coming weeks, the Company reserves the right to modify these participation modalities through a press release and on the Company's website [www.befimmo.be](http://www.befimmo.be)**

**In accordance with article 7:153 of the Code of Companies and Associations, this second Meeting can validly deliberate whatever the share of capital present or represented by the shareholders.**

*This agenda was originally prepared in French and in Dutch, neither language taking preference over the other; this English version is an unofficial translation*

## Agenda

### **1. Renewal of the authorisation of acquisition and pledge of own shares**

Proposal to renew, pursuant to articles 7:215 and 7:226 of the Code of Companies and Associations, the authorisation given to the Board of Directors, to acquire or pledge own shares of the Company, for a new period of five (5) years against a unitary price not inferior to 85% nor superior to 115% of the closing share price of the day prior to the date of the transaction, without BEFIMMO being entitled to hold more than ten percent (10%) of the total issued shares at any time.

and, as a consequence, to replace article 11.2 of the articles of association by the following wording:

“In accordance with the decision of the extraordinary general meeting of 18 May 2021, the Board of Directors can, for a period of five years, from the publication of said decision in the Belgian Official Gazette onwards, acquire and take as pledge the company’s own shares against a unitary price not lower than 85% nor higher than 115% of the closing share price of the day prior to the date of the transaction, without the company being entitled to hold more than ten percent (10%) of the total issued shares at any time. This authorisation is also valid for the company’s direct subsidiaries.”

The Board of Directors proposes to the Shareholders of the Company to renew the authorisation granted to the Board of Directors by the Extraordinary General Meeting of 26 April 2016, for a further period of five years from the publication in the Belgian Official Gazette of the amendment to the articles of association decided by the General Meeting.

***The proposed statutory amendment has been approved by the FSMA.***

**2. Amendments to the Articles of Association - organisational arrangements for general meetings**

2.1 Proposal to add a third sentence at the end of Article 28.3, worded as follows:

"Alternatively, insofar as the convening notice of the general meeting of shareholders so provides, any shareholder may vote remotely via a website, as designated by the convening notice and in accordance with the procedures and time limits set out therein.»

2.2 Proposal to add between Articles 28.3 and 28.4 a new Article 28.4 worded as follows and to renumber the Article accordingly:

"To the extent provided for in the convening notice of the general shareholders' meeting, shareholders may participate remotely and in real time in the general shareholders' meeting in accordance with article 7:137 of the Code of Companies and Associations, with the electronic means of communication mentioned in the convening notice. »

The Board of Directors proposes that the Shareholders approve these amendments to the Articles of Association, which are intended to promote interaction between the Company and its Shareholders at General Meetings and to facilitate the exercise of their rights.

Befimmo believes that the technology of virtual meetings is a useful complement to a traditional Shareholders' meeting, extending participation to Shareholders who cannot attend a Shareholders' meeting in person.

In addition to the traditional means of voting and participating in the meeting (physical presence at the meeting, granting of a proxy, voting in advance by correspondence), Shareholders will have additional means to cast their vote: voting in advance via a website and real-time remote voting.

***The proposed statutory amendment has been approved by the FSMA.***

### **3. Delegation of powers in order to complete the formalities**

Proposal to grant:

- to a member of the Executive Committee all powers in order to implement the decisions taken, with power of substitution and to carry out any formalities necessary for their publication;
- to the notary public who will enact the deed, all powers in order to ensure the filing and publication of this deed as well as the coordination of the articles of association following the decisions taken, and this, both in French and Dutch.

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In order to be adopted, the proposals listed under items 1 and 2 on the agenda of this meeting require a majority vote of three-quarters of the votes cast in the General Meeting and the resolution listed under item 3 requires a vote by simple majority.

#### **Practical formalities for the participation to the Extraordinary General Meeting**

In order to be represented and vote in this Extraordinary General Meeting of **18 May 2021**, Shareholders must comply with the following conditions, pursuant to articles 27 and 28 of the articles of association.

Only natural or legal persons:

- who are Shareholders of the Company on **4 May 2021 at midnight, Belgian time** (hereinafter the "**Registration Date**"), however many shares they hold on the day of the Meeting;
- and, who have informed the Company (through the centralising agent) by **12 May 2021** at the latest of their wish to vote at the General Meeting,

are entitled to vote at the Extraordinary General Meeting of **18 May 2021**.

Therefore, holders of dematerialised shares must inform their financial intermediary or their authorised account keeper by **12 May 2021 at midnight** (Belgian time) at the latest of the number of shares for which they wish to be registered and vote in the Extraordinary General Meeting. The financial intermediary will produce for this purpose a registration certificate (certifying the number of dematerialised shares registered in the Shareholder's name in its accounts on the Registration Date and for which the Shareholder has expressed its intention to vote in the Extraordinary General Meeting). The deposition of the registration certificate as described above by the holders of dematerialised shares must take place no later than **12 May 2021** at the centralising bank: ING Bank Belgium, Issuer Services St-Petersburg + 5 LT.11, Cours St Michel 60 – 1040 Brussels ([be-lfm.coa.spa@ing.be](mailto:be-lfm.coa.spa@ing.be)).

Holders of registered shares wishing to vote in the Extraordinary General Meeting to be held on 18 May 2021 must inform the Company by ordinary letter or email ([contact@befimmo.be](mailto:contact@befimmo.be)) addressed to the Company no later than **12 May 2021**. The delivery of a proxy or voting form to the Company within the above-mentioned time limit will however be sufficient. No additional formalities will need to be complied with.

Any Shareholder may vote by proxy. The proxy can be obtained from the Company's website ([www.befimmo.be](http://www.befimmo.be)), on simple request (tel.: +32 (0)2 679 38 13) or by email ([contact@befimmo.be](mailto:contact@befimmo.be)). Shareholders who wish to vote by proxy must comply with the practical formalities (as described above). The proxies will only be valid if they contain complete and accurate voting instructions for each item on the agenda. In view of the health crisis and the measures imposed by the government with regard to gatherings of people, the proxy may only be granted to the Company or a person designated by the Company to represent it. Pursuant to article 7:143 § 4 of the Code of Companies and Associations, the Company or any person designated by it, acting as proxy holder of the Shareholder, is in a situation of potential conflict of interest. However, it will not be able to deviate in any way from the voting instructions contained in the proxy.

Any Shareholder may vote by correspondence. The vote by correspondence can be obtained from the Company's website ([www.befimmo.be](http://www.befimmo.be)), on simple request (tel.: +32 (0)2 679 38 13) or by email ([contact@befimmo.be](mailto:contact@befimmo.be)). Shareholders who wish to vote by correspondence must comply with the practical formalities (as described above).

The voting or proxy form can be sent via regular postal mail or via e-mail ([contact@befimmo.be](mailto:contact@befimmo.be)) to the Company or via e-mail to ING Bank Belgium (Issuer Services St-Petersburg + 5 LT.11, Cours St Michel 60 – 1040 Brussels or [be-lfm.coa.spa@ing.be](mailto:be-lfm.coa.spa@ing.be)). In the case of sending via e-mail, the e-mail will be accompanied by a scanned or photographed copy of the voting or proxy form completed with precise voting instructions and signed. The voting or proxy form must be received by the Company on **12 May 2021** at the latest.

### **Right of interpellation**

Any Shareholder is entitled to submit questions in writing (by letter, or email) once the Meeting is convened, and no later than **12 May 2021**. Such questions shall be answered during the Meeting if the relevant Shareholder concerned has satisfied all the admission formalities for the Meeting. The answers to these questions will be available on the Befimmo website at the latest on the day of the Meeting (before the start of the Meeting). It will not be possible to ask questions during the Meeting.

The proxy and vote by correspondence forms, may be consulted on the Company's website ([www.befimmo.be](http://www.befimmo.be)).

**Contact addresses:**

Shareholders are invited to use one of the following addresses for sending any documents or communications relating to this General Meeting:

**Address of the registered office :** Befimmo SA  
Chaussée de Wavre 1945  
1160 Brussels  
For the attention of Mrs. Caroline Kerremans  
Head of IR & Communication

**E-mail Address :** [contact@befimmo.be](mailto:contact@befimmo.be)

Only proxies and vote by correspondence forms that are legible, complete and duly signed will be taken into account by the Company.

**For any question relating to this General Meeting :**

**Befimmo SA**

Mrs Caroline Kerremans  
Head of IR & Communication  
Tel.: + 32 (0)2 679 38 13  
Email: [c.kerremans@befimmo.be](mailto:c.kerremans@befimmo.be)

**Centralising agent**

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[Be-lfm.coa.spa@ing.be](mailto:Be-lfm.coa.spa@ing.be)

Brussels, 30 April 2021.  
For the Board of Directors