

**SOCIETE ANONYME / NAAMLOZE VENNOOTSCHAP
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 "COFINIMMO" SA/NV invites the shareholders to attend the ordinary shareholders' meeting, followed by the extraordinary shareholders' meeting, to be held on **12 May 2021 as from 3.30 p.m.** (or, as regards the extraordinary shareholders' meeting, if the required quorum is not reached at the extraordinary shareholders' meeting of 12 May 2021, on 7 June 2021 at 3 p.m.), Boulevard de la Woluwe 58, 1200 Brussels, to deliberate on the following agenda :

Covid-19 warning

Given the exceptional situation related to Covid-19 and the police measures taken by the authorities restricting gatherings, the ordinary shareholders' meeting, followed by the extraordinary general meeting (hereinafter the "Shareholders' Meetings"), will be held digitally on May 12, 2021 as from 3:30 p.m. As a result, shareholders will not be able to participate physically in the Shareholders' Meetings but will be able to participate and exercise their rights either by voting by proxy, by voting remotely in electronic form before the Shareholders' Meetings or by virtually participating in and voting during the Shareholders' Meetings. The company is monitoring the situation closely and will inform the shareholders, by press release and on the company's website, of any developments that may be communicated in due course.

Shareholders now have the choice, to the extent specified below, of using Lumi's AGM+ platform (<https://lumiagm.com>) or contacting Cofinimmo directly, both for admission formalities and for voting.

Agenda of the ordinary shareholders' meeting :

1. *Acknowledgement of the management report on the statutory and consolidated financial year ending 31 December 2020.*
2. *Approval of the remuneration report for the financial year ending 31 December 2020.*
Proposal to approve the remuneration report for the financial year ending 31 December 2020, in accordance with the Remuneration Policy adopted by the ordinary shareholders' meeting on 13 May 2020.
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.*
4. *Approval of the statutory annual accounts as at 31 December 2020 and allocation of the result.*
Proposal to approve the statutory annual accounts as at 31 December 2020, including the allocation of the result.
Proposal to allocate a gross dividend of € 5.80 per share to the shareholders (coupon no. 36). It is specified that the own shares held by the company do not entitle the company itself to any dividend.
The date of payment is determined by the board of directors.
5. *Acknowledgement of the consolidated annual accounts as at 31 December 2020.*
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 2020.
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 2020.
8. *Renewal of the mandate of three directors.*

Renewal of the mandate of Mrs Françoise Roels.
 - 8.1. Proposal to renew, subject to the approval of the FSMA, with immediate effect, the mandate of Mrs Françoise Roels as director until the end of the ordinary shareholders' meeting to be held in 2025.
Renewal of the mandate of Mr Jacques van Rijckevorsel.
 - 8.2. Proposal to renew, subject to the approval of the FSMA, with immediate effect, the mandate of Mr Jacques van Rijckevorsel as director, until the end of the ordinary shareholders' meeting to be held in 2025. It should be noted that in the event of approval by the shareholders' meeting, the board of directors has decided that Mr Jacques van Rijckevorsel will continue his duties as Chairman of the board of directors.
 - 8.3. 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 he meets all the criteria set out therein.

Renewal of the mandate of Mrs Inès Archer-Toper.

- 8.4. Resolution to renew, subject to the approval of the FSMA, with immediate effect, the mandate of Mrs Inès Archer-Toper as director until the end of the ordinary shareholders' meeting to be held in 2025.
- 8.5. Proposal to acknowledge her 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 she meets all the criteria set out therein.

9. *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 and Associations Code, all provisions of the following credit agreements that stipulate a possible early repayment in case of a change of control over the company:

- Extension of a syndicated loan agreement of 11 May 2020 with ABN AMRO
- Split and extension of a credit agreement of 9 June 2020 with KBC BANK
- Early refinancing of 2 October 2020 with BELFIUS BANK
- Issue of a convertible bond on 2 December 2020
- Credit agreement of 18 December 2020 with BECM
- Credit agreement of 2 February 2021 and 15 March 2021 with KBC BANK
- Credit agreement of 12 February 2021 with SOCIETE GENERALE
- Credit agreement of 15 February 2021 with ABN AMRO

Proposal to approve and, to the extent necessary, ratify in accordance with Article 7:151 of the Companies and Associations Code, all provisions of the credit agreements entered into between the convening of the ordinary shareholders' meeting and the holding thereof (and which will be set out at the meeting, if applicable) which stipulate a possible early repayment in the event of a change of control over the company

10. *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 execute the decisions taken by the ordinary shareholders' meeting, as well as all powers to carry out the formalities necessary for their publication.

11. *Miscellaneous.*

Agenda of the 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.

- 1.2 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 25 August 2020 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 FSMA has approved this statutory amendment. 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.

Covid-19 warning

As mentioned above, due to the exceptional situation related to Covid-19 and the police measures taken by the authorities restricting gatherings, the Shareholders' Meetings will be held digitally. As a result, shareholders will not be able to attend the Shareholders' Meetings in person but will be able to participate and exercise their rights either by voting by proxy, by voting remotely in electronic form before the Shareholders' Meetings or by virtually participating in and voting during the Shareholders' Meetings. The company is monitoring the situation closely and will inform the shareholders, by press release and on the company's website, of any developments that may be communicated in due course.

I. ADMISSION REQUIREMENTS

Pursuant to Article 7:134 §2 of the Companies and Associations Code, shareholders may only participate and vote at the Shareholders' Meetings, in any form, if both of the following conditions are met:

1) **Registration:** COFINIMMO (either directly or via Lumi's AGM+ platform (<https://lumiagm.com>)) must obtain evidence that the shareholders hold on **28 April 2021** at midnight (the "Registration Date") the number of shares for which the shareholder intends to participate in the Shareholders' Meetings; and

2) **Notification of participation in the Shareholders' Meetings:** COFINIMMO (either directly or via Lumi's AGM+ platform (<https://lumiagm.com>)) must receive confirmation of the intention to participate in the Shareholders' Meetings by **6 May 2021 at the latest**.

1. REGISTRATION OF SHARES

The registration procedure is as follows:

- Holders of registered shares must be registered in the register of registered shares of COFINIMMO on **28 April 2021 at midnight** (Belgian time) for the number of shares for which they wish to participate in the Shareholders' Meetings.
- For holders of dematerialised shares, a certificate of registration by **28 April 2021 at midnight** (Belgian time) will be required for the number of shares for which they wish to participate in the Shareholders' 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 in and vote at Shareholders' Meetings, regardless of the number of shares held by the shareholder on the day of the Shareholders' Meetings.

2. NOTIFICATION OF PARTICIPATION

In addition to the registration procedure described above, shareholders who intend to participate in the Shareholders' Meetings, in any form, must notify their intention to participate in the Shareholders' Meetings by **6 May 2021 at the latest**:

- Holders of registered shares must notify COFINIMMO of their intention to participate in the Shareholders' Meetings:
 - 1) for shareholders who choose to use the AGM+ platform, via this platform at: <https://lumiagm.com>; or
 - 2) for shareholders who wish to vote by proxy in "paper" format, by sending their proxy, preferably by email to the company (shareholders@cofinimmo.be) or by ordinary letter addressed to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels). Sending of the proxy will constitute notification of participation in the Shareholders' Meetings.
- For holders of dematerialised shares, the following will apply:
 - 1) for shareholders who choose to use the AGM+ platform (<https://lumiagm.com>), this platform will allow the shareholder to request the direct issuance of the certificate of registration referred to in section 1 above. This will constitute notification of the intention to participate in the Shareholders' Meetings. Therefore, the shareholder will not have to take any steps with his bank or with COFINIMMO; or
 - 2) for shareholders who wish to vote by proxy in "paper" format, they must request the certificate of registration from their financial intermediary and then send it to BANQUE DEGROOF PETERCAM, by email to general.meetings@degroofpetercam.com. The communication of the certificate will constitute a notification of participation.

II. VOTE

1. VOTE BY PROXY

Shareholders may be represented by a proxy holder, using the proxy form drawn up by the company. Given the exceptional situation linked to Covid-19 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, as indicated in the proxy form.

The proxy form can be obtained from the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) or by email request (shareholders@cofinimmo.be). Shareholders who choose to use the AGM+ platform (<https://lumiagm.com>) can use the platform to complete and transmit the proxy.

Shareholders who wish to be represented will have to comply with the registration and notification of participation procedure described above.

- For holders of registered shares, the proxy must be sent and/or completed by **6 May 2021 at the latest**:
 - 1) for shareholders who choose to use the AGM+ platform for their proxy, via this platform (<https://lumiagm.com>); or
 - 2) for shareholders who wish to vote by proxy in “paper” format, preferably by email to the company (shareholders@cofinimmo.be), or by post to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels).
- For holders of dematerialised shares, the proxy must be sent and/or completed, by **6 May 2021 at the latest**:
 - 1) for shareholders who choose to use the AGM+ platform for their proxy, via this platform at: <https://lumiagm.com>; or
 - 2) for shareholders who wish to vote by proxy in “paper” format, to BANQUE DEGROOF PETERCAM, by email to general.meetings@degroofpetercam.com.

If you have voted by proxy, you can follow a live webcast of the Shareholders' Meetings. Shareholders are invited to consult the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) to find out how to access this broadcast. Please note that shareholders who have voted by proxy can no longer vote during the webcast but may ask questions live in writing during the webcast, to the extent specified on the company's website.

2. VOTING REMOTELY IN ELECTRONIC FORM BEFORE SHAREHOLDERS' MEETINGS

In accordance with Article 7:146 of the Companies and Associations Code and Article 25 of the articles of association of Cofinimmo, shareholders may vote remotely in electronic form before the Shareholders' Meetings, via the AGM+ platform (<https://lumiagm.com>). Shareholders who wish to cast their votes remotely in electronic form will have to comply with the registration and notification of participation procedure described above via the AGM+ platform. Remote votes in electronic form can be cast until **11 May 2021** at the latest.

Cofinimmo draws the attention of shareholders to the fact that it will no longer be possible to vote by correspondence in “paper” format this year. Shareholders who do not wish to use one of the electronic participation options are invited to send a proxy in the manner described above, which can be completed in “paper” format.

If you have voted remotely in electronic form before the Shareholders' Meetings, you may follow a live *webcast* of the Shareholders' Meetings. Shareholders are invited to consult the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) to find out how to access this broadcast. Please note that shareholders who have voted remotely in electronic form before the Shareholders' Meetings can no longer vote during the webcast but may ask questions live in writing during the webcast, to the extent specified on the company's website.

3. VIRTUALLY PARTICIPATING AND VOTING DURING THE SHAREHOLDERS' MEETINGS

In accordance with Article 7:137 of the Companies and Associations Code, instead of voting in advance (by proxy or remotely in electronic form), shareholders can choose to virtually participate in and vote during the Shareholders' Meetings by means of the AGM+ platform (<https://lumiagm.com>). In this case, voting takes place during the Shareholders' Meetings, which the shareholders attend via the AGM+ platform.

Shareholders who wish to virtually participate in and vote during the Shareholders' Meetings will have to comply with the registration and notification of participation procedure described above via the AGM+ platform. These shareholders will then receive the procedure and login details to connect to the Shareholders' Meetings. More information on the procedure is available on the Cofinimmo website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

The AGM+ platform allows shareholders to (i) directly, simultaneously and continuously follow the discussions during the Shareholders' Meetings, (ii) exercise the right to vote on all the items on which the Shareholders' Meetings are called to vote upon and (iii) participate in the deliberations and exercise their right to ask questions.

Shareholders who participate in the Shareholders' Meetings by this means are deemed to be present at the place where the Shareholders' Meetings are held for the purposes of compliance with the quorum and majority conditions. The AGM+ platform enables Cofinimmo to control the quality and identity of the shareholders.

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 12 May 2021, a second extraordinary shareholders' meeting will be held on 7 June 2021 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 agenda and submit resolution proposals

One or more shareholders who together hold at least 3% of the Cofinimmo share capital may request to add items to be dealt with on the agenda of the Shareholders' Meetings, as well as submit resolution proposals concerning items to be dealt with on the agenda of the Shareholders' Meetings.

Items to be added to the agenda and/or resolution proposals must be sent to the company by **20 April 2021 at the latest** by ordinary letter to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels) or by email (shareholders@cofinimmo.be). As the case may be, the company will publish an amended agenda by **27 April 2021 at the latest**. In this case, Cofinimmo will also make available (i) revised proxy forms on its website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) and on the AGM+ platform (<https://lumiagm.com/>) and (ii) revised remote voting forms in electronic form on the AGM+ platform, 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 request to add items to the agenda and to submit resolution proposals, proxies and remote votes in electronic form 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 proxies and remote votes in electronic form 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 return a new proxy or to cast a new remote vote in electronic form, using the revised forms mentioned in the previous paragraph.

Right to ask questions

Shareholders have the right to ask questions in writing to the directors and/or the statutory auditor prior to the Shareholders' 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 Shareholders' Meetings by e-mail (shareholders@cofinimmo.be) or by post to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels). They must reach the company by **6 May 2021 at the latest**. For shareholders who choose to use the AGM+ platform, this platform also allows them to submit the written questions mentioned above. Answers to the written questions will be provided during the Shareholders' Meetings.

Furthermore, in accordance with Article 7:139 of the Companies and Associations Code, time will be allocated during the Shareholders' Meetings for a Q&A session during which the directors will also answer questions addressed to them during the Shareholders' Meetings regarding their report or the items on the agenda. Shareholders who have chosen to virtually participate in and vote during the Shareholders' Meetings via the AGM+ platform will be able to ask questions during the Shareholders' Meetings. These questions can be submitted live in writing via the AGM+ platform.

In addition, as already indicated, shareholders who have voted by proxy or remotely in electronic form prior to the Shareholders' Meetings may attend a live broadcast of the Shareholders' Meetings but can no longer vote during the broadcast. They may, however, ask questions live in writing during the broadcast, to the extent specified on the company's website.

Rights of holders of convertible bonds

In accordance with Article 7:135 of the Code of Companies and Associations, the holders of convertible bonds issued by Cofinimmo may participate in the Shareholders' Meetings in an advisory capacity only, i.e. without voting rights. To do so, these holders must comply with the same admission requirements which apply to shareholders and which are described above. Holders of convertible bonds are subject to the same participation restrictions linked to the Covid-19 as shareholders.

As there will be no physical participation in the Shareholders' Meetings and holders of convertible bonds are not entitled to vote, voting by proxy and voting remotely in electronic form before the Shareholders' Meetings do not apply to holders of convertible bonds. However, holders of convertible bonds may ask questions to the same extent as shareholders.

Holders may virtually participate in the Shareholders' Meetings in accordance with Article 7:137 of the Companies and Associations Code via the AGM+ platform. These holders must confirm their intention to do so by **6 May 2021** at the latest. They will then receive the procedure and login details to connect to the Shareholders' Meetings. More information on the procedure is available on the Cofinimmo website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>). As indicated above, they will not be able to vote, but will be able to be informed directly, simultaneously and continuously of the debates of the Shareholders' Meetings.

Documents available

All documents relating to the Shareholders' Meetings that are required by law to be made available to shareholders and holders of convertible bonds will be available on the company's website <https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>, as from **9 April 2021**.

These documents are also available on the AGM+ platform (<https://lumiagm.com>).