



Report on the Ordinary General Meeting of 30.04.2010

Brussels, 30.04.2010, 5:40pm CET

1. Approval of the accounts

The Ordinary General Shareholders' Meeting of 30.04.2010, chaired by Mr André Dirckx, has approved the annual company and consolidated accounts of Cofinimmo for the year ending on 31.12.2009, including the appropriation of the results.

Following the latest period for conversion of Cofinimmo preference shares into Cofinimmo ordinary shares from 22.03.2010 until 31.03.2010, at the end of which conversion applications have been registered for a total of 54,684 preference shares (see press release of 29.04.2010), and the purchase by Cofinimmo on 13.04.2010 of 6,671 own shares in the framework of its stock option plan (see press release of 21.04.2010), the 2009 appropriation of results published in the Annual Financial Report 2009 has been modified.

The final appropriation is as follows (the amounts being modified are marked with a *):

(in €)

A. NET RESULT	20,450,703.52
B. TRANSFER TO RESERVES (+/-)	70,725,646.31*
Transfer to the reserve of the positive balance of changes in fair value of investment properties	0.00
Fiscal year	0.00
Previous years	0.00
Transfer from the reserve of the negative balance of changes in fair value of investment properties	100,518,547.16
Fiscal year	56,825,243.82
Previous years	43,693,303.34
Transfer to the reserve of estimated transaction costs resulting from hypothetical disposal of investment properties	-738,787.23
Transfer to other reserves	-188,792.50
Transfer from the result carried forward of the year	-28,865,321.12*
C. REMUNERATION OF THE CAPITAL	-90,852,305.83*
D. DISTRIBUTION OF THE YEAR OTHER THAN REMUNERATION OF THE CAPITAL ¹	-324,044.00
E. RESULT TO BE CARRIED FORWARD ²	151,645,888.45*

¹ Profit-sharing scheme in favour of the Cofinimmo staff.

² The result to be carried forward comprises the results to be carried forward of the year 2009 and of previous financial years.

2. Distribution of dividends for the year 2009

The Ordinary General Meeting has decided to distribute a gross dividend for the year 2009 of €6.50 per **ordinary share**. After deducting 15% withholding taxes, the net dividend for the year 2009 comes to €5.525 per ordinary share.

The Ordinary General Meeting has decided to distribute a gross dividend for the same year of €6.37 per **preference share**. After deducting 15% withholding taxes, the net dividend for the year 2009 comes to €5.4145 per preference share.

The dividends for the ordinary and preference shares will be payable as from 10.05.2010 based on the shareholding situation as at 05.05.2010.

For the ordinary bearer shares, the payment will be processed on submission of coupon N° 18 at the Bank Degroof (principal paying agent) or any other financial institution.

The dividend related to the ordinary dematerialised shares will be paid to the shareholders by the financial institutions at which the shares are registered on a securities account.

For the ordinary registered shares and the preference shares (which are all registered), the dividends will be paid automatically to the shareholders by the company through bank transfer.

The Ordinary General Meeting has accepted the proposal to suspend the right to dividend for the financial year 2009 of the 29,045 own ordinary shares held by Cofinimmo.

3. Appointments of Directors and renewals of term of office

The Ordinary General Meeting has appointed, with immediate effect, Mr André Bergen as independent Director, until the conclusion of the Ordinary General Meeting in 2013, and has acknowledged his independency in accordance with Article 526ter of the Company Code, and his compliance with the independence criteria set out in this Article.

The Ordinary General Meeting has extended, with immediate effect, the term of office as independent Director of Mr Gilbert van Marcke de Lummen, until the conclusion of the Ordinary General Meeting in 2013, and has acknowledged his independency in accordance with Article 526ter of the Company Code, and his compliance with the independence criteria set out in this Article.

The Ordinary General Meeting has extended, with immediate effect, the term of office as Director of Mr Alain Schockert, until the conclusion of the Ordinary General Meeting in 2013.

The Ordinary General Meeting has extended, with immediate effect, the term of office as Director of Mrs Françoise Roels, until the conclusion of the Ordinary General Meeting in 2013.

4. Approval of the change of control clause governing the bond issue 2009 in accordance with Article 556 of the Company Code

The General Meeting approved the change of control clause governing the bond issue of 2009 (Art. 5.12 of the Transaction Note) providing for a 1.25% increase in the initial interest rate of 5% in the event of: (i) a change of control in Cofinimmo SA/NV; and (ii) a “rating downgrade” that would take place during the period of change of control. This new interest rate would apply with effect from the interest period following the “rating downgrade”.



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