

“Cofinimmo SA/NV” a fixed public capital real estate investment trust incorporated under Belgian Law, having its headoffice at 1200 Brussels, Boulevard de la Woluwe/Woluwedal 58. The company is entered in the Register of Legal Persons of Brussels under the N°.0426.184.049 and its VAT number is BE 0426.184.049

The shareholders of COFINIMMO, are invited to assist to the extraordinary general meeting of shareholders of the Company that will take place on tuesday September 30rd 2014 at 09.00 AM at the head office, at 1200 Brussels, Boulevard de la Woluwe/Woluwedal 58.

THE PURPOSE OF THIS MEETING IS ESSENTIALLY THE CHANGE OF THE STATUS OF THE COMPANY IN ORDER TO ADOPT THE STATUS OF A PUBLIC REGULATED REAL ESTATE COMPANY AS A RESULT OF THE ACT OF 12 MAY 2014 ON REGULATED REAL ESTATE COMPANIES (“RREC Act”) AND ITS IMPLEMENTING DECREE (The Royal Decree of July 13, 2014, hereafter the “RRED RD”).

AGENDA

TITLE A – AMENDMENT TO THE ARTICLE RELATING TO THE CORPORATE PURPOSE

1. Report of the board of directors in accordance with article 559 of the Companies Act on the proposed amendment of the corporate purpose
2. Auditor’s report in accordance with article 559 of the Companies Act on the statement summarising the assets and liabilities
3. Subject to the following conditions precedent:
 - (i) approval of the draft amendments of the articles of association by the FSMA; and
 - (ii) approval by the FSMA of the Company as a public regulated real estate company; and
 - (iii) the exercising of the exit right referred to in Title D does not cause the Company (or the third party by which it is substituted) to breach in any way in articles 620 and following of the Companies Act and its implementing decrees and regulations or the provision of the act of 12 May 2014 on regulated real estate companies and its implementing decrees and
 - (iv) the number of shares for which the exit right referred to in Title D will be exercised is below or equal to the smaller of the following percentages, it being understood that the board of directors of the Company can waive this condition:
 - 4 % of the shares issued by the Company at the time of the general meeting that approves the amendments to the articles of association;
 - X % of the shares issued by the Company, where “X” is calculated as follows:

182.976.000,00 EUR x 100

price at which the exit right is exercised x 18.025.9081

proposal to replace article 3 of the articles of association with the following wording, which will only have effect if the proposal referred to in Title B is approved:

¹ Total number of shares issued by the Company at the time of the general meeting approving the amendments to the articles.

[See French and Dutch version]

The Board of Directors invites you to adopt this proposal.

TITLE B – OTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Subject to the conditions precedent set out in point 3 of Title A and subject to the prior approval by the Meeting of the proposal set out in point 3 of Title A, proposal to adopt the articles of association of the Company in their new form, such as these are published in track changes on the website [[http://www.cofinimmo.com/relations-investisseurs/assemblées.aspx](http://www.cofinimmo.com/rerelations-investisseurs/assemblées.aspx)], and which characteristics – including the authorised capital as well as the existing authorisations relating to the acquisition and disposal of own shares – are, subject to the references to the RREC regulation rather than the real estate investment company regulation, literally identical to those of the current articles of association of the Company, with the exception of the following:

(i) 1,3,4,6,9,10,11,12,13,14,15,17,18,19,24,29,32 old and 38 old of the articles of association, (ii) the cancellation of the actual article 31 of the articles of association and (iii) the insertion of a new article 38:

[See French and Dutch version]

The Board of Directors invites you to adopt this proposal.

TITLE C – TEMPORARY AMENDMENT TO THE AUTHORISATION TO BUY BACK OWN SHARES

Subject to the conditions precedent set out in point 3 of Title A and subject to the prior approval by the Meeting of the proposals set out in point 3 of Title A and Title B, proposal to amend, solely for the acquisitions of shares in the context of the exercising of the exit right referred to in Title D, the conditions as to the price at which the board of directors can buy back own shares on the basis of the authorisation granted by the general meeting to the board of directors on December 5th 2013 (the other conditions of that authorisation remaining unchanged), and to set that price at the price that will be determined in accordance with article 77 of the act of 12 May 2014 on regulated real estate companies (such authorisation of December 5th 2013 remaining unchanged in its entirety for all other buy-backs of own shares).

The Board of Directors invites you to adopt this proposal.

TITLE D – EXIT RIGHT

- I. Subject to the prior approval of the Meeting of the proposals set out in point 3 of Title A and in Title B, the exercising by the shareholders that are present or represented of the exit right set out in article 77 of the act of 12 May 2014 on regulated real estate companies by the handing over to the Company of a form, a model form is available on the website of the Company.

As a reminder,

- the price at which the exit right is exercised is the higher of (a) the last closing price before the publication of the notice convening the shareholders to the general meeting (if applicable, where no quorum is reached) and (b) the average of the closing price of the thirty calendar days preceding the date of the general meeting approving the amendments to the articles of association;
- this right can only be exercised for an amount of shares representing maximum EUR 100,000 taking into account the price at which the exit right is exercised and to the extent it relates to shares with which the shareholder has voted against this proposal and of which he has remained the owner in an uninterrupted manner since the thirtieth day preceding the general meeting (the case being, where the quorum was not reached) having on its agenda the amendments to the articles of association until the end of the general meeting approving these amendments to the articles of association;
- the exit right will be extinguished if (i) exercising this right causes the Company (or the third party that substitutes it) to be in breach of articles 620 and following of the Companies Act and its implementing decrees and regulations or the provisions of the act of 12 May 2014 on regulated real estate companies and its implementing decrees and regulations or if (iii) the number of shares for

which such right is exercised exceeds the smaller of the following percentages, it being understood that the board of directors of the Company can waive this condition:

- 4 % of the shares issued by the Company at the time of the general meeting that approves the amendments to the articles of association;
- X % of the shares issued by the Company, where “X” is calculated as follows:

$$\frac{182.976.000,00 \text{ EUR} \times 100}{\text{price at which the exit right is exercised} \times 18.025.9082}$$

2. Verification by the acting Notary of the identity of the shareholders who have exercised the exit right and of the amount for which they have exercised the exit right.

TITLE E – DELEGATION OF POWERS IN ORDER TO FULFIL THE FORMALITIES

Proposal to grant:

- to the managing director all powers to execute the decisions taken, with the power to delegate;
- to the Notary who registers the deed, all powers in order to ensure the filing and the publication of this deed as well as the coordination of the articles of association as a result of the decisions made, and this, both in French and in Dutch.

The Board of Directors invites you to adopt this proposal.

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² Total number of shares issued by the Company at the time of the general meeting approving the amendments to the articles.