

CORRESPONDENCE VOTE

All shareholders may vote by correspondence.
Shareholders who wish to vote by correspondence must comply with the practical formalities.

For holders of registered shares, a copy of the signed form must be sent to the company by e-mail (shareholders@cofinimmo.be) no later than May 9, 2020.

For holders of dematerialised shares, a copy of the signed form must be sent to BANQUE DEGROOF PETERCAM by e-mail (general.meetings@degroofpetercam.com) no later than May 9, 2020.

I, the undersigned,

Legal Entity

Corporate name and legal form:	
Official address:	
Validly represented by :	Residing at:

Individual :

Last Name:
First Name :
Address:

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

..... ordinary dematerialized shares,
..... registered ordinary shares,

held in full ownership/bare ownership/usufruct (**delete as appropriate**) in COFINIMMO S.A., located at Boulevard de la Woluwe 58, 1200 Brussels, registered under number BE 0426 184 049;

I hereby exercise my right to vote as follows on the agenda items for the ordinary general meeting to be held on May 13, 2020 at 3:30 PM.

1. <i>Acknowledgment of the management report for the statutory and consolidated financial year closed on 31 December 2019</i>	DOES NOT REQUIRE A VOTE		
2. <i>Approval of the remuneration report for the financial year closed on 31 December 2019</i>	YES*	NO*	ABSTENTION*
3. <i>Approval of the remuneration policy</i>	YES*	NO*	ABSTENTION*
4. <i>Acknowledgment of the report of the auditor on the statutory annual accounts closed on 31 December 2019 and acknowledgment of the report of the auditor on the consolidated annual accounts closed on 31 December 2019</i>	DOES NOT REQUIRE A VOTE		
5. <i>Approval of the statutory annual accounts closed on 31 December 2019 and processing of results</i>	YES*	NO*	ABSTENTION*
6. <i>Acknowledgment of the consolidated annual accounts closed on 31 December 2019</i>	DOES NOT REQUIRE A VOTE		
7. <i>Discharge of the directors of the Directors of the company</i>	YES*	NO*	ABSTENTION*
8. <i>Discharge of the auditor</i>	YES*	NO*	ABSTENTION*
9. <i>Renewal of four director mandates</i>			
9.1. <i>Renewal of the mandate of Mr. Olivier Chapelle</i>	YES*	NO*	ABSTENTION*
9.2. <i>Confirmation of the independence of Mr. Olivier Chapelle</i>	YES*	NO*	ABSTENTION*
9.3. <i>Renewal of the mandate of Mr. Xavier de Walque</i>	YES*	NO*	ABSTENTION*
9.4. <i>Confirmation of the independence of Mr. Xavier de Walque</i>	YES*	NO*	ABSTENTION*
9.5. <i>Renewal of the mandate of Mr. Maurice Gauchot</i>	YES*	NO*	ABSTENTION*
9.6. <i>Confirmation of the independence of Mr. Maurice Gauchot</i>	YES*	NO*	ABSTENTION*
9.7. <i>Renewal of the mandate of Mrs. Diana Monissen</i>	YES*	NO*	ABSTENTION*
9.8. <i>Confirmation of the independence of Mrs. Diana Monissen</i>	YES*	NO*	ABSTENTION*
10. <i>Renewal of the mandate of the Auditor</i>			
10.1 <i>Renewal of the mandate of Deloitte</i>	YES*	NO*	ABSTENTION*
10.2 <i>Fee setting</i>	YES*	NO*	ABSTENTION*
11. <i>Approval of change of control clauses</i>	YES*	NO*	ABSTENTION*
12. <i>Proposal to grant power to implement the resolutions</i>	YES*	NO*	ABSTENTION*
13. <i>Miscellaneous</i>	DOES NOT REQUIRE A VOTE		

* delete as appropriate

Signed _____, on _____ 2020

Signature

Agenda

COFINIMMO
A LIMITED LIABILITY COMPANY
A PUBLIC REGULATED REAL ESTATE COMPANY FORMED UNDER BELGIAN LAW
BOULEVARD DE LA WOLUWE 58, 1200 BRUXELLES
VTA BE 0426.184.049
BRUSSELS REGISTER OF LEGAL ENTITIES (RLE)

On April 9th, 2020, the capital of Cofinimmo is represented by 25,849,283 shares.

The ordinary general meeting will be held

May 13th, 2020 at 3:30 PM, Boulevard de la Woluwe 58, 1200 Brussels, to deliberate on the following agenda:

1. *Acknowledgment of the management report for the statutory and consolidated financial year closed on December 31, 2019.*
2. *Approval of the remuneration report for the financial year closed on December 31, 2019.*
Proposal to approve the remuneration report the financial year closed on December 31, 2019.
3. *Approval of the remuneration policy.*
Proposal to approve the remuneration policy in accordance with principle 7.3 of the Belgian Corporate Governance Code 2020.
4. *Acknowledgment of the report of the auditor on the statutory annual accounts closed on December 31, 2019 and acknowledgment of the report of the auditor on the consolidated annual accounts closed on December 31, 2019.*
5. *Approval of the statutory annual accounts closed on December 31, 2019 and appropriation of the results.*
Proposal to approve the statutory annual accounts closed on December 31, 2019, including the appropriation of the result.
Proposal to distribute a gross priority dividend of € 5.60 to the shareholders (coupon n°35).
It is specified that the 32,959 treasury shares held by the company do not entitle the company itself to any dividends.
The payment date is determined by the Board of Directors
6. *Acknowledgment of the consolidated annual accounts closed on December 31, 2019.*
7. *Discharge of the directors of the company.*
Proposal to grant discharge to the directors of the company for the exercise of their mandate for the financial year closed on December 31, 2019.
8. *Discharge of the auditor.*
Proposal to grant discharge to the auditor of the company for the exercise of their mandate for the financial year closed on December 31, 2019.
9. *Renewal of four director's mandate.*

Renewal of the mandate of Mr. Olivier Chapelle
 - 9.1. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mr. Olivier Chapelle, until the end of the annual general meeting that will be held in 2024.
 - 9.2. Proposal to note his independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as he complies with all the criteria set out in this article.
Renewal of the mandate of Mr. Xavier de Walque
 - 9.3. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mr. Xavier de Walque, until the end of the annual general meeting that will be held in 2024.
 - 9.4. Proposal to note his independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as she complies with all the criteria set out in this article, in so far that Mr de Walque's mandate, which exceeds 12 years, in no way impairs his independence. Indeed, Mr. de Walque does not have a relationship with the Company or with a major shareholder of the Company that is such as to jeopardize his independence. Moreover, during the exercise of his mandate, Mr. de Walque has always demonstrated that he has a free, independent and critical mind while putting forward the good of the company .
Renewal of the mandate of Mr. Maurice Gauchot
 - 9.5. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mr. Maurice Gauchot, until the end of the annual general meeting that will be held in 2024.
 - 9.6. Proposal to note his independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as he complies with all the criteria set out in this article.
Renewal of the mandate of Mrs. Diana Monissen

- 9.7. Proposal to renew, subject to the approval by the FSMA, with immediate effect, as director, the mandate of Mrs. Diana Monissen, until the end of the annual general meeting that will be held in 2024.
- 9.6. Proposal to note her independence in accordance with article 7:87 of the Companies Code and Associations and at the disposal 3.5 of the Belgian Corporate Governance Code 2020, as long as she complies with all the criteria set out in this article.
10. Renewal of the mandate of the Auditor
- 10.1 Proposal to renew, subject to the approval of the FSMA, the mandate of the company Deloitte Bedrijfsrevisoren, represented by Mr Rik NECKEBROECK, registered auditor, whose registered office is located at Luchthaven Nationaal 1J in 1930 Zaventem, until the end of the ordinary general meeting to be held in 2023.
- 10.2 Proposal to set the auditor's fees at the sum of € 146.000 per year, excluding VAT and disbursements, to be indexed annually according to the evolution of the health index.
11. *Approval, in accordance with article 7:151 of the Companies Code and Associations, of any change of control clause present in any credit agreement or conditions for the issue of debt or equity securities agreed by the Company and to carry out the formalities of advertising provided for in Article 7:151 of the Companies Code and Associations.*
Proposal to approve and, if necessary, ratify in accordance with Article 7:151 of the Companies Code and Associations, all provisions of the following credit agreements which stipulate a possible accelerated eligibility for reimbursement in case of a change of control over the company:
- Syndicated credit agreement of July 1st, 2019 between the company and KBC BANK, BNP PARIBAS FORTIS, J.P. MORGAN SECURITIES, HSBC FRANCE, SOCIETE GENERALE, SOCIETE GENERALE BRUSSELS BRANCH, SUMITOMO MITSUI BANKING CORPORATION, BARCLAYS BANK, and ABN AMRO BANK.
 - Credit agreement of January 6th, 2020 between the company and SMBC.
 - Credit agreement of March 23rd, 2020 between the company and ABN AMRO.
- Proposal to approve and, if necessary, ratify in accordance with Article 7:151 of the Companies Code and Associations, all the provisions of the credit agreements concluded between the convening of the general meeting and the meeting itself (and that will – if applicable – be exposed during the meeting) which stipulate a possible accelerated eligibility for reimbursement in case of a change of control over the company.
12. *Proposal to grant power to implement the resolutions.*
Proposal to grant all powers to two members of the Executive Committee, acting jointly, with power of substitution, for the implementation of the decisions made by the ordinary general meeting, and to carry out any formalities necessary for their publication.
13. *Miscellaneous.*

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