

**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 SA "COFINIMMO" invites the shareholders to participate to the ordinary shareholders' meeting (hereinafter the "General Meeting"), which will be held on **11 May 2022 at 3.30 p.m.**, Boulevard de la Woluwe 58, 1200 Brussels, to deliberate on the following agenda.

The General Meeting will be held in person on 11 May 2022 at 3.30 p.m. Therefore, shareholders will be able to exercise their rights by voting in person, by correspondence or by proxy.

The General Meeting will be broadcast live for those shareholders who cannot attend in person. However, shareholders will not be able to vote remotely. The live broadcast therefore does not fall within the scope of article 7:137 of the Companies and Associations Code.

Subject to compliance with governmental rules on Covid-19 applicable at the time of the General Meeting, shareholders may participate to the General Meeting at the venue of the General Meeting. Depending on the changing of the health situation and the applicable rules on gatherings at the time of the General Meeting, the company reserves the right to change the conditions of participation through an announcement in the form of a press release and on the company's website.

Agenda

1. *Acknowledgment of the management report on the statutory and consolidated financial year ending on 31 December 2021.*
2. *Acknowledgment of the statutory auditor's report on the statutory annual accounts as at 31 December 2021 and the statutory auditor's report on the consolidated annual accounts as at December 31, 2021.*
3. *Acknowledgment of the consolidated annual accounts as at 31 December 2021.*
4. *Approval of the statutory annual accounts as at 31 December 2021 and allocation of the result.*
Proposal to approve the statutory annual accounts as at 31 December 2021, including the allocation of the result.
Proposal to allocate a gross dividend of € 6.00 per share to the shareholders (coupon n°37). The treasury shares held by the company do not entitle the company itself to any dividend.
The payment date is determined by the board of directors.
5. *Approval of the remuneration report for the financial year ending 31 December 2021.*
Proposal to approve the remuneration report for the financial year ending on 31 December 2021, in accordance with the remuneration policy adopted by the ordinary shareholders' meeting on 13 May 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 2021.
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 2021.
8. *Remuneration of non-executive directors*

The remuneration of the non-executive directors has not changed since the ordinary general meeting of 28 April 2006, with the exception of the decision taken by the general meeting of 13 May 2020 to grant foreign non-executive directors an additional amount of € 1,000 per physical attendance at a meeting. In order to take into account the growth and internationalisation of the company, the board of directors proposes to align certain components of the remuneration of the non-executive directors with current market practices.

A document containing the changes proposed below and the corresponding adaptation of the remuneration policy are available on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

Proposal to amend, with effect from 1st January 2022, certain components of the remuneration of non-executive directors and to adapt the remuneration policy approved by the general meeting of 13 May 2020 accordingly:

- 1) an increase of the fixed annual remuneration from € 20,000 to € 30,000 for membership of the board of directors,
- 2) an increase of the attendance fees from € 700 to € 1,000 per attendance at meetings of the audit committee and the nomination, remuneration and corporate governance committee, and
- 3) the replacement of the current remuneration of the Chairman of the board of directors (i.e. € 100,000 fixed annual remuneration for all his responsibilities at both board and committee level) by (i) a fixed annual amount of € 100,000 for his responsibilities within the board of directors, (ii) a fixed annual amount of € 12,500 for the presidency of the nomination, remuneration and corporate governance committee, and (iii) attendance fees of € 1,000 per attendance at the meetings of the same committee.

The other components of the remuneration determined by the general meetings of 28 April 2006 and 13 May 2020 remain unchanged. In case of approval by the General Meeting, the amounts in the remuneration policy will be adjusted accordingly.

9. *Renewal of the mandate of two directors.*

The curriculum vitae of the directors proposed for renewal is available on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

In view of their professional knowledge and competence, as well as their decisive contribution and impact on the growth of the company, the board of directors proposes to renew the mandate of the following executive directors:

9.1. Renewal of the mandate of Mr. Jean-Pierre Hanin.

Proposal to renew, with immediate effect, as executive director, the mandate of Mr. Jean-Pierre Hanin, until the end of the ordinary shareholders' meeting to be held in 2026.

9.2. Renewal of the mandate of Mr. Jean Kotarakos.

Proposal to renew, with immediate effect, as executive director, the mandate of Mr. Jean Kotarakos, until the end of the ordinary shareholders' meeting to be held in 2026.

10. *Appointment of two directors*

The curriculum vitae of the directors proposed for appointment is available on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>).

Appointment of Mr. Michael Zahn

Given his extensive professional experience and profound knowledge of the German market, the board of directors believes that Mr. Michael Zahn will contribute to the strategic growth of the company.

10.1. Proposal to appoint, subject to the approval by the FSMA, with immediate effect, as director, Mr. Michael Zahn, until the end of the ordinary shareholders' meeting to be held in 2026.

10.2. 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 long he meets all the criteria set out therein.

Appointment of Mrs. Anneleen Desmyter

Given her profound knowledge of the Belgian business environment and her excellent professional background, the board of directors believes that Ms. Anneleen Desmyter will contribute to the strategic growth of the company.

10.3. Proposal to appoint, subject to the approval by the FSMA, with effect from 8 June 2022, as director, Mrs. Anneleen Desmyter, until the end of the ordinary shareholders' meeting to be held in 2026.

10.4. 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 long she meets all the criteria set out therein.

11. *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.*

11.1. Proposal to approve and, as far as necessary, ratify in accordance with article 7:151 of the Companies Associations Code, all provisions of the following credit agreements that stipulate a possible early reimbursement in case of a change of control over the company:

- Issuance of a sustainable bond benchmark on 24 January 2022

A change of control clause is applicable to the sustainable bond benchmark completed on 24 January 2022 in the form of a public placement with a maturity of 6 years for a total amount of € 500,000,000. Pursuant to this clause, in the event of an acquisition, following a public takeover bid, by a person or group of persons acting in concert, of more than 50% of the shares with voting rights issued by the company and if, within 120 days from the date on which this change of control occurs, the public rating assigned to the company is lowered or the company does not obtain a public rating "investment grade" as a result of such change of control, the bondholders would have the right to require early redemption of their bonds, or at the option of the company to redeem them, at the principal amount together with any accrued interest.

11.2 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. *Approval of the annual accounts of the companies absorbed by an operation assimilated to a merger by absorption by the company, discharge to the directors and the auditors of these companies.*

In the context of the simplification of the group structure, the company has carried out operations assimilated by a merger by absorption in accordance with article 12:50 of the Companies and Associations Code, which did not result in the issue of shares. In accordance with article 12:58 of the Companies and Associations Code, the general meeting of the acquiring company approves the annual accounts and decides on the discharge of the administrative and controlling bodies of the acquired company.

- 12.1. Proposal to approve the annual accounts of BOLIVAR PROPERTIES NV for the period from 1st January 2020 to 16 December 2020, of RHEASTONE 2 CO NV, DILHOME NV, TEN BERGE NV, BALEN NV, PUTHOF NV, VIADUCTSTRAAT NV and POLYSERVE NV for the period from 1st January 2021 to 25 August 2021, QUATRO BUILD NV, PROFILIA NV, MUZIKANTENWIJK NV and PLOEGDRIES NV for the period from 1st January 2021 to 6 October 2021, and RUSTHUIS MARTINAS NV for the period from 1st January 2021 to 27 October 2021.
- 12.2 Proposal to grant discharge to the directors of the companies referred to in point 12.1 for the periods referred to above in point 12.1, for the execution of their mandate.
- 12.3. Proposal to grant discharge to the auditors of the companies referred to in point 12.1 for the periods referred to in point 12.1 above, for the execution of their mandate.
13. *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.
14. *Miscellaneous.*

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I. ADMISSION REQUIREMENTS

Pursuant to article 7:134 §2 of the Companies and Associations Code, shareholders may only participate and vote at the General Meeting if both of the following conditions are met :

- 1) **The registration:** COFINIMMO must obtain evidence that the shareholders hold on **27 April 2022** at midnight (the “**Registration date**”) the number of shares for which the shareholder intends to participate at the General Meeting; and,
- 2) **The notification of participation** at the General Meeting: COFINIMMO must receive confirmation of the intention to participate at the General Meeting, by **5 May 2022** at the latest.

1. REGISTRATION OF SHARES

The registration procedure is as follows :

- The holders of registered shares must be registered in the register of registered shares of COFINIMMO on **27 April 2022 at midnight** (Belgian time) for the number of shares for which the shareholders intend to participate at the General Meeting.
- The holders of dematerialised shares have to provide a registration certificate on **27 April 2022 at midnight** (Belgian time) which attests the number of shares for which the shareholders intend to participate at the General Meeting . 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 and vote at the General Meeting, regardless of the number of shares held by the shareholder on the day of the General Meeting.

2. NOTIFICATION OF PARTICIPATION

In addition to the registration procedure described above, shareholders who intend to participate in person at the General Meeting vote (physical presence to vote) must notify their intention to participate at the General Meeting **by 5 May 2022 at the latest** :

The holders of registered shares must notify COFINIMMO of their intention to participate by ordinary letter to the company’s registered office (Boulevard de la Woluwe 58, 1200 Brussels), or by email (shareholders@cofinimmo.be).

The holders of dematerialised shares must notify their intention to participate to their financial intermediary who will produce a registration certificate for this purpose. This registration certificate must be sent to BANQUE DEGROOF PETERCAM by email (general.meetings@degroofpetercam.com).

For shareholders who intend to vote by correspondence or by proxy, the mailing of the correspondence voting form or the proxy voting form will constitute notification of participation.

II. VOTE

1. VOTING BY PHYSICAL PRESENCE

Provided that the governmental rules on Covid-19 on the date of the General Meeting allow for it, shareholders may participate at the General Meeting in person at the place of the General Meeting.

Shareholders wishing to participate in person at the place of the General Meeting must comply with the procedure described under sections I.1 and I.2.

2. VOTING BY CORRESPONDENCE

Shareholders may vote by correspondence using the correspondence voting form created by the company.

The correspondence voting form can be found on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) or requested by email (shareholders@cofinimmo.be).

The shareholders who wish to vote by correspondence must comply with the registration procedure described in section I.1.
The mailing of the correspondence voting form will constitute notification of participation.

For the holders of registered shares, a copy of the signed correspondence voting form must be sent to the company by ordinary letter addressed to the company’s registered office (Boulevard de la Woluwe 58, 1200 Brussels), or by email (shareholders@cofinimmo.be) **by 5 May 2022 at the latest**.

For the holders of dematerialised shares, a copy of the signed correspondence voting form must be sent to BANQUE DEGROOF PETERCAM by email (general.meetings@degroofpetercam.com) **by 5 May 2022 at the latest** .

3. VOTE BY PROXY

Shareholders may also be represented by a proxy holder, using the proxy form provided by the company.

The proxy voting form can be found on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) or requested by email (shareholders@cofinimmo.be).

The shareholders who wish to be represented must comply with the registration procedure described in section I.1. The mailing of the proxy voting form will constitute notification of participation.

For the holders of registered shares, a copy of the signed proxy voting form must be sent to the company by ordinary letter addressed to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels), or by email (shareholders@cofinimmo.be) **by May 5, 2022 at the latest**.

For the holders of dematerialised shares, a copy of the signed proxy voting form must be sent to BANQUE DEGROOF PETERCAM by email (general.meetings@degroofpetercam.com) **by 5 May 2022 at the latest**.

III. LIVE BROADCASTING

For shareholders who cannot attend physically, the General Meeting will be broadcast live.

In order to do so, shareholders must comply with the procedure described in section I.1 and send a request by email (shareholders@cofinimmo.be) **by 5 May 2022 at the latest**, specifying the email address to which the company will send the connection link to the live webcast.

However, it will not be possible to vote remotely during the General Meeting. The live webcast therefore does not fall within the scope of article 7:137 of the Companies and Associations Code.

IV. IMPORTANT INFORMATION

Approval of the proposed resolutions on the agenda

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.

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 and / or resolution proposals concerning items to the agenda of the General Meeting.

The items to be added to the agenda and/or the resolution proposals must be sent to the company **by 19 April 2022 at the latest** by ordinary letter mailed to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels) or by email (shareholders@cofinimmo.be). If additions are requested, the company will publish an amended agenda **by 26 April 2022 at the latest**. In this case, Cofinimmo will also provide revised proxy and correspondence forms on its website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) 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 add items to the agenda and to submit resolution proposals, proxy and correspondence voting forms 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 proxy and correspondence voting forms 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 submit new proxy and correspondence voting forms, using the revised forms mentioned in the previous paragraph.

Right to submit questions

Shareholders have the right to ask questions in writing to the directors and/or the statutory auditor prior to the General Meeting. 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 General Meeting by e-mail (shareholders@cofinimmo.be) or by ordinary letter to the company's registered office (Boulevard de la Woluwe 58, 1200 Brussels). They must reach the company by **5 May 2022 at the latest**. Answers to written questions will be provided during the General Meeting.

Furthermore, time will be allocated during the General Meeting for a question-and-answer session during which the directors will also answer questions addressed to them regarding their report or the items on the agenda during the General Meeting. Shareholders who have notified their intention to follow the live broadcasting of the General Meeting may ask questions during the General Meeting in writing via the live broadcasting platform.

Available documents

All documents relating to the General Meeting that are required by law to be made available to shareholders will be available on the company's website (<https://www.cofinimmo.com/investors/shareholder-information/general-meetings/>) as from **8 April 2022**.

V. DATA PROTECTION

The company is responsible for processing personal data received from security and proxy holders in the context of the General Meeting, within the framework of the General Meeting in accordance with the applicable data protection legislation. The processing of such personal data shall be carried out on the basis of the necessity for the performance of the company agreement or a legal obligation incumbent upon it, whichever basis applies. The processing shall take place for the purpose of analysing and managing the attendance and voting procedure relating to the General Meeting and this in accordance with the applicable legislation and the Privacy Policy of the company. These personal data will be transferred to the company's partners for the purpose of providing assistance in the organisation of the General Meeting, the management of the attendance and voting procedure, and for the analysis of the composition of the participants in the General Meeting. The personal data will not be kept longer than necessary in view of the above mentioned purpose and will therefore be deleted in accordance with the Privacy Policy of the company .

Security and proxy holders can find the Privacy Policy of the company on its website. This Privacy Policy contains detailed information regarding the processing of personal data of, among others, security and proxy holders. Security and proxy holders have the right to access, correct or remove their personal data, to restrict processing, to object to processing and the right to data portability, to the extent they have these rights under the applicable law, as well as the right to file a complaint with the competent data protection authority.

Security and proxy holders may validate their rights in relation to their personal data provided to the company by contacting the company at privacy@cofinimmo.be.

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