

COMMUNICATION  
AUGUST 2022

## BOARD OF DIRECTORS LETTER TO BEFIMMO SHAREHOLDERS

Befimmo SA  
Public Limited Company  
Public regulated real estate company under Belgian law  
Cantersteen 47, 1000 Brussels  
0455.835.167

Dear Shareholders,

In June we invited all our shareholders to participate in the voluntary tender offer by Alexandrite Monnet Belgian Bidco SA (the “**Bidder**”), an entity fully controlled by Brookfield, to acquire all shares in Befimmo for **€47.50 per share** (the “Offer”), by tendering their shares during the initial acceptance period.

The initial acceptance period for the Offer ended on 5 July 2022. During the initial acceptance period, 79.86% of the shares of Befimmo were tendered to the Offer. Taking into account the treasury shares held by Befimmo, **the Bidder now controls a total of 84.94% of the shares of Befimmo**.

The Board of Directors and management team are pleased with the successful outcome of the Offer. This transaction represents a milestone event as Befimmo moves forward to the next chapter of its development and welcomes the Bidder as its new controlling shareholder.

As announced on 12 July, **the Bidder will voluntarily reopen the acceptance period for the Offer at 9:00 a.m. CET on Monday 29 August 2022**. This subsequent acceptance period will close on Friday 16 September 2022 at 5:00 p.m. CET. Shareholders who have not yet accepted the Offer will be able to tender during this period.

Ahead of the reopening of the Offer, we would like to **reiterate our unanimous support for the Offer and recommend that shareholders who have not yet tendered their shares do so as part of the subsequent acceptance period**.

As illustrated by the high acceptance rate, the Offer provides Befimmo shareholders an **attractive cash consideration at a compelling value** which is well above the trading levels of the majority of European REITs (*real estate investment trusts*) today. It constitutes a unique opportunity for Befimmo shareholders to obtain immediate and certain liquidity, with a highly attractive premium implied by the Offer price. As a reminder, the Offer values Befimmo at:

- 52% premium to the latest share price of €31.30 per share prior to the announcement,
- 45% premium to the 3-month volume-weighted average share price of €32.76 per share prior to the announcement,
- 29% premium to the 52-week high of €36.75 per share prior to the announcement.

Furthermore, we would like to draw the attention of our shareholders to a few considerations and risks that they could face if they decline to participate in the Offer. These risks are outlined in the Prospectus and response memorandum and could include a materially lower trading volume in the Befimmo shares, considering the small float outside of the controlling interest that the Bidder now owns, which would make the shares **less liquid, with wider bid-ask spreads and higher volatility, which could impact their value**.

Additionally, the governance and strategy of Befimmo will likely change, reflecting the controlling interest now owned by the Bidder, as described in the Offer prospectus prepared by the Bidder.

More details on the views of the Board of Directors are included in the **response memorandum** issued in accordance with applicable legal provisions and attached as annex V to the prospectus.

Considering these risks, compared to the **value and certainty of the Bidder’s cash Offer, the Board of Directors is confident in its support for the Offer and recommend that shareholders tender their shares**.

The prospectus, approved in French and translated in Dutch and English, is available on the websites of:

- Befimmo: [www.befimmo.be/fr/offre-dacquisition](http://www.befimmo.be/fr/offre-dacquisition) (in French), [www.befimmo.be/nl/overnamebod](http://www.befimmo.be/nl/overnamebod) (in Dutch) et [www.befimmo.be/en/takeover-offer](http://www.befimmo.be/en/takeover-offer) (in English);
- the Bidder's microsite: [www.befimmo-offer.be](http://www.befimmo-offer.be);
- BNP Paribas Fortis SA/NV: [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (in French) et [www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) (in Dutch).

A hard copy can be obtained, free of charge, at the counters of BNP Paribas Fortis SA/NV, the Paying Agent Bank, or ordered via telephone on +32 2 433 41 13.

Further information on how to tender your shares is available in the enclosed information template, in the prospectus and on the website of Befimmo.

Thank you.

Sincerely,

The Befimmo Board of Directors



## Disclaimer

This letter contains forward-looking statements. Some of these statements are characterized by the use of terms such as (but not limited to): "believe", "think", "expect", "anticipate", "seek", "suggest", "may", "would", "plan", "strategy", "prospect", "foresee", "estimate", "can", "intend", "target" and other words and terms of similar meaning.

Forward-looking statements are based on current plans, estimates and projections. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific. Actual results, financial condition, performance or achievements of Befimmo or the industry may differ materially from any future results, performance or achievements described or implied by such statements. Unless required by law, Befimmo is under no duty and undertakes no obligation to update or revise any forward-looking statement after the distribution of this letter, whether as a result of new information, future events or otherwise.

This letter does not constitute and shall not be considered as constituting, an offer to the public to acquire, sell or subscribe, or the solicitation of an order to sell, buy or subscribe, the shares of Befimmo, in any jurisdiction. The offer will only be made on the basis of the prospectus that has been approved in accordance with the Belgian law of 1 April 2007 on takeover bids. No steps will be taken to enable a public takeover bid in any jurisdiction other than in Belgium. Neither this letter nor any other information relating to the matters contained herein may be distributed in any jurisdiction where a registration, qualification or any other obligation is in force or would be with regard to the content hereof or thereof. Any failure to comply with these restrictions may constitute a violation of the financial laws and regulations of such jurisdiction.

Nothing in this letter should be interpreted as investment, tax, legal, financial, accounting or other advice.

Shareholders should make their own assessment of the Bid before making any investment decision and are invited to seek professional advice to assist them in making such decision.

## About Befimmo:

Befimmo is a real-estate investor, operator and developer and a Belgian Real-Estate Investment Trust (SIR-GVV). Focused on offices and mixed-use buildings and coworking spaces, our high-quality and performant portfolio is located in growing BeLux city centres.

Befimmo aims to create, manage and build thriving work & life environments and animate communities for a sustainable future. Our ambition is to create and operate high-quality, mixed-use projects in growing economic, academic and research hubs in BeLux. Our in house coworking partner Silversquare and our partnership with Sparks will allow us to deliver tailor-made coworking spaces and meeting venues. We want to accompany our clients throughout their real estate journey, offering them an ultimate experience, as a one-stop-shop they can entrust with all their needs and expectations in terms of work and living space.

Befimmo's value creation priority is about offering integrated hybrid, sustainable work & life solutions answering to the major trends shaping the world of tomorrow. ESG criteria have become a natural extension to this strategy and drives us towards innovation.

Its portfolio is worth about €2.8 billion (as at 31<sup>st</sup> March 2022) and comprises 60 offices and mixed-use buildings and 9 coworking spaces.



**Befimmo SA**

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