



Public fixed capital real estate investment company under Belgian law
Publicly traded company
Limited Liability Company (*Société Anonyme/Naamloze vennootschap*)
Auderghem (1160 Brussels), Chaussée de Wavre 1945
Register of Legal Persons No 0455.835.167 – VAT BE 455.835.167
(Hereinafter, the “Company”)

Extraordinary General Meeting

**Shareholders are invited to attend the Extraordinary General Meeting to be held on
11 April 2014 at 10.30 AM at the Company’s registered office, Chaussée de Wavre 1945,
1160 Brussels**

Regarding the language of the agenda, the agenda is written in Dutch and French, neither language taking preference over the other; the English version is an unofficial translation.

Agenda

1. Proposal to renew the authorisation given to the Board of Directors to acquire own shares in order to prevent serious and imminent damage to the Company.

Proposal to:

- renew, pursuant to article 620, § 1, subparagraph 3 of the Belgian Company Code, the authorisation given to the Board of Directors, as mentioned in article 12.2 of the articles of association, to acquire own shares of the Company, without the prior decision of the General Meeting, for a new period of three (3) years as of the publication date in the Belgian Official Gazette of the minutes of the General Meeting, when such acquisition is necessary to prevent a serious and imminent damage to the Company; this authorisation extends to direct subsidiaries within the meaning of article 627, § 1 of the Belgian Company Code in accordance with the provisions of the articles of association ;
- and replace article 12.2 of the articles of association by the following :
Article 12.2 of the articles of association:
“The board of directors is authorised to acquire securities mentioned in article 12.1 of the articles of association when such acquisition is necessary to prevent serious and imminent damage to the company. Such authorisation is valid for three years as of the date of publication of the minutes of the General Meeting of [date] 2014 and is renewable for an equal time period”.

The proposed amendment to the articles of association is subject to the approval of the Financial Services and Markets Authority (FSMA).

The Board of Directors invites you to approve this proposal.

2. Proposal to renew the authorisation given to the Board of Directors to dispose of own shares in order to prevent serious and imminent damage to the Company

Proposal to:

- renew, pursuant to article 622, § 2, of the Belgian Company Code, the authorisation given to the Board of Directors, as mentioned in article 12.4,2) of the articles of association, to dispose of own shares of the Company in a stock exchange of movable goods or as a result of a public sale offer directed to all shareholders under the same conditions, without the prior decision of the General Meeting, for a new period of three (3) years as of the publication date in the in the Belgian Official Gazette of the minutes of the General Meeting, when such disposal is necessary to prevent a serious and imminent damage to the Company. This authorisation extends to direct subsidiaries within the meaning of article 627, § 1 of the Belgian Company Code in accordance with the provisions of the articles of association ;

- and replace article 12.4.2) of the articles of association by the following text:

Article 12.4, 2) of the articles of association:

“2) when the disposal takes place in a stock exchange of movable goods or as a result of a public sale offer directed to all shareholders under the same conditions, in order to prevent serious and imminent damage to the company, being understood that such authorisation is valid for a period of three years from the date of publication of the minutes of the meeting of [date] 2014 and that it is renewable for identical periods”;

The proposed amendment to the articles of association is subject to the approval of the FSMA.

The Board of Directors invites you to approve this proposal.

The first two proposals aim at renewing, for a new period of three years (this period being provided for by the law) the statutory authorisations given to the Board of Directors and to the direct subsidiaries of the Company in order to acquire and dispose of own shares of the Company, when such acquisition or disposal is necessary to prevent a serious and imminent damage to the Company.

These authorisations will replace those given to the Board of Directors by the Extraordinary General Meeting of 22 June 2011, according to the minutes published in the Belgian Official Gazette of 5 July 2011, under number 2011-07-05 / 0100535 to acquire or dispose of own shares of the Company without the prior approval of the General Meeting, where the acquisition or disposal is necessary to prevent a serious and imminent damage to the Company.

3. Renewal of the general authorisation of the authorised capital to raise it to €320,537,602.80

3.1 Presentation of the Special Report of the Board of Directors on the renewal of the authorised capital

Communication, pursuant to articles 535 and 604, subparagraph 2 of the Belgian Company Code, of the special report of the Board of Directors on the proposal to renew its powers regarding the authorised capital.

3.2 Proposal for a resolution

Proposal to:

- purely and simply cancel the authorisation granted to the Board of Directors by the Extraordinary General Meeting of 22 June 2011, according to the minutes published in the Belgian Official Gazette of 5 July 2011, under number 2011-07-05 / 0100535 and, consequently, to cancel any unused balance of the authorised capital existing at the publication date in the Belgian Official Gazette of the amendments to the articles of association of the Company approved by the Extraordinary General Meeting which will deliberate on its renewal.
- replace it with a new authorisation to increase the share capital in accordance with articles 603 and followings of the Belgian Company Code, in one or several steps, according to the terms and conditions below, up to a maximum amount equal to the current share capital of the Company, i.e. to an amount of €320,537,602.80. This resolution shall be effective on the publication date of the minutes noting its adoption and shall be valid for a period of five years ; and consequently,
- replace paragraphs 1 to 4 of article 8 of the articles of association by the following text:
“The board of directors is authorised to increase the share capital, in one or several stages, on the dates and pursuant to the terms and conditions resolved by him, by an amount of maximum three hundred twenty millions five hundred thirty-seven thousand six hundred and two euros and eighty cents (€320,537,602.80). Shareholders’ right of preference can be restricted or withdrawn in accordance with article 10 of the articles of association.

The board of directors is authorised to issue convertible bonds or subscription rights under the same conditions.

This authorisation is granted for a period of five years from the date of publication in the Annexes of the Belgian Official Gazette of the minutes of the shareholders’ meeting of [date] 2014.

The authorisation is renewable”.

The proposed amendment to the articles of association is subject to the approval of the FSMA.

The Board of Directors invites you to approve this proposal.

It is important for the Company to have financial flexibility to quickly take advantage of investment opportunities which are part of its strategy and which create value for the shareholders.

Therefore, the Board of Directors proposes to the shareholders to renew for a period of five years (this period being provided for by the law) the authorisation to increase in one or several steps the share capital up to a maximum amount equal to the current share capital of the Company, i.e. to a maximum amount of €320,537,602.80. The current amount of the share capital results mainly from the contribution in kind of the AMCA building in the framework of the authorised capital on 10 July 2013¹, from the merger by absorption of the Blue Tower Louise SA by Befimmo SA², and from the distribution, in December 2013, of the interim dividend in shares or cash, also made in the framework of the authorised capital³.

The special Report of the Board on the renewal of its powers regarding the authorised capital established pursuant to article 604, subparagraph 2 of the Belgian Company Code is available at the Company's registered office and on its website (www.befimmo.be).

4. Delegation of power in order to complete the formalities

Proposal for a resolution:

Proposal to grant:

- all powers to the Managing Director in order to implement the decisions taken by the General Meeting, with power of delegation;
- to the public notary who will receive the deed, all powers in order to ensure the deposit and the publication of this deed as well as the coordination of the articles of association following the decisions taken, and this, in both French and Dutch.

The Board of Directors invites you to approve this proposal.

The fourth proposal of resolution aims at granting the necessary powers to ensure the implementation of the resolutions adopted by the Extraordinary General Meeting and in particular to ensure the implementation of the formalities required for the coordination of the articles of association and the publication of the resolutions of the General Meeting.

It is stated that in order to be adopted, proposals 1 to 3 of the agenda of this Meeting require the representation of at least half of the existing shares (except in the situation where a second Meeting has to be convened due to the absence of the required number of shares present or represented at the first Meeting ; the second Meeting shall decide

¹ For additional information, see the press release of 10 July 2013 on the Befimmo website (www.befimmo.be).

² For additional information, see the press release of 18 April 2013 and the documents related to the General Meeting of 6 September 2013 (www.befimmo.be).

³ For additional information, see the press release of 17 December 2013 (www.befimmo.be).

regardless the number of shares represented) and a qualified majority vote of four-fifths of the votes cast at the Meeting for the first two resolutions, and of three-quarters of the votes cast at the Meeting for the third resolution.

If the required quorum of presence is not reached at this meeting, a second Extraordinary General Meeting will be convened on **29 April 2014**, which shall validly deliberate on the same agenda, regardless of the number of shares present or represented. It will be held directly after the Annual General Meeting of Befimmo SA, which will be convened on the same day at 10:30 AM.

Practical formalities of participation in the Extraordinary General Meeting

In order to take part, or be represented in this Extraordinary General Meeting of **11 April 2014**, shareholders must comply with the following conditions, pursuant to articles 28 and 29 of the articles of association.

Only natural or legal persons:

- who are shareholders of Befimmo SA on **28 March 2014 at midnight, Belgian time** (hereinafter the "**Registration Date**"), however many shares they hold on the day of the Meeting;
- and, who have informed the Company by **5 April 2014** at the latest of their wish to take part in and vote at the General Meeting,

are allowed to participate and vote on the Extraordinary General Meeting of 11 April 2014.

Therefore, holders of dematerialised shares must produce a certificate issued by the authorised account holder or the clearing institution certifying the number of dematerialised shares registered in the shareholder's name in its accounts on the Registration Date for which the shareholder has expressed its intention to participate in the Extraordinary General Meeting. These shareholders must notify their intention to participate in the Extraordinary General Meeting to the Company by ordinary letter, fax or email addressed to the Company on **5 April 2014** at the latest.

Holders of registered shares wishing to take part in the Extraordinary General Meeting to be held on **11 April 2014** must inform the Company by ordinary letter, fax or email addressed to the Company by **5 April 2014** at the latest.

All shareholders may be represented by a proxy holder. The proxy must be notified to the Company in writing and must be sent by **5 April 2014** at the latest. The proxy form is available on the Company website (www.befimmo.be).

All shareholders may vote by correspondence. Completed correspondence vote form must reach the Company by **5 April 2014** at the latest. It is available on the Company website (www.befimmo.be).

Right to amend the agenda and right of interpellation

One or more shareholder(s) holding together at least 3% of the share capital may add items to the agenda of the Extraordinary General Meeting and may file resolution proposals relating to items already on or to be added to the agenda.

To exercise this right, the shareholders must prove that they effectively hold 3% of the capital (through one of the means described above for the participation in the Meeting). The review of the request is subject to registration of this capital share, according to the procedure mentioned above. This request must be submitted in writing to the Company on **20 March 2014** at midnight at the latest, indicating the postal or email address to which the Company can send a confirmation of receipt.

As the case may be, the Company will publish a revised agenda on **27 March 2014** at the latest. Simultaneously, an adapted template of the proxy and the correspondence vote form will be published on the website of the Company. All the previously provided proxies to the Company will remain valid for the items listed on them. As an exception to the foregoing, the proxy holder may, for the agenda items which are subject to new decisions, deviate during the Meeting from the instructions of the proxy giver, if carrying out these instructions could prejudice the interests of the proxy giver. The proxy holder must in any case inform the proxy giver. The proxies must indicate whether the proxy holder is authorised to vote on the newly-added items on the agenda, or whether he should abstain from voting.

All shareholders are entitled to submit questions in writing (by letter, fax or email) once the Meeting is convened, and by **5 April 2014** at the latest. Such questions shall be answered during the meeting if the shareholder concerned has satisfied all the admission formalities for the Meeting.

Contact address

Shareholders are invited to use the following address for sending any documents or communications concerning this General Meeting:

Befimmo SA

Chaussée de Wavre 1945
1160 Brussels

To Mrs Caroline Kerremans

Tel.: + 32 (0)2 679 38 13
Fax: + 32 (0)2 679 38 66
Email: c.kerremans@befimmo.be

Brussels, 8 March 2014.
Befimmo SA