



BEFIMMO

Public BE-REIT (SIR/GVV)
Public Limited Liability Company
Chaussée de Wavre 1945, Auderghem (1160 Brussels)
RPM n° 0455.835.167 – TVA n° 455.835.167
(hereafter the « Company »)

Extraordinary General Meeting

The Shareholders are invited to participate to the Extraordinary General Meeting that will take place on 27 April 2021. This Extraordinary General Meeting will be held directly after the Ordinary General Meeting of Befimmo SA, which is convened on the same day at 10.30 AM.

In view of the health crisis and the measures imposed by the government with respect to gatherings of people, Shareholders will not be able to participate physically in the Meeting and will only be able to exercise their rights by voting by correspondence or by proxy. In order to enable Shareholders to participate in the Meeting under the best possible conditions, the General Meeting will be broadcast live as set out below. Depending on the evolution of the Covid-19 situation and the applicable rules in the coming weeks, the Company reserves the right to modify these participation modalities through a press release and on the Company's website www.befimmo.be

Agenda

1. Renewal of the authorisation of acquisition and pledge of own shares

Proposal to renew, pursuant to articles 7:215 and 7:226 of the Code of Companies and Associations, the authorisation given to the Board of Directors, to acquire or pledge own shares of the Company, for a new period of five (5) years against a unitary price not inferior to 85% nor superior to 115% of the closing share price of the day prior to the date of the transaction, without BEFIMMO being entitled to hold more than ten percent (10%) of the total issued shares at any time.

and, as a consequence, to replace article 11.2 of the articles of association by the following wording:

“In accordance with the decision of the extraordinary general meeting of _____, the Board of Directors can, for a period of five years, from the publication of said decision in the Belgian Official Gazette onwards, acquire and take as pledge the company's own shares against a unitary price not lower than 85% nor higher than 115% of the closing share price of the day prior to the date of the transaction, without the company being entitled to hold more than ten percent (10%) of the total issued shares at any time. This authorisation is also valid for the company's direct subsidiaries.”

The Board of Directors proposes to the Shareholders of the Company to renew the authorisation granted to the Board of Directors by the Extraordinary General Meeting of 26 April 2016, for a further period of five years from the publication in the Belgian Official Gazette of the amendment to the articles of association decided by the General Meeting.

The proposed statutory amendment has been approved by the FSMA.

2. Amendments to the Articles of Association - organisational arrangements for general meetings

2.1 Proposal to add a third sentence at the end of Article 28.3, worded as follows:

"Alternatively, insofar as the convening notice of the general meeting of shareholders so provides, any shareholder may vote remotely via a website, as designated by the convening notice and in accordance with the procedures and time limits set out therein.
»

2.2 Proposal to add between Articles 28.3 and 28.4 a new Article 28.4 worded as follows and to renumber the Article accordingly:

"To the extent provided for in the convening notice of the general shareholders' meeting, shareholders may participate remotely and in real time in the general shareholders' meeting in accordance with article 7:137 of the Code of Companies and Associations, with the electronic means of communication mentioned in the convening notice. »

The Board of Directors proposes that the Shareholders approve these amendments to the Articles of Association, which are intended to promote interaction between the Company and its Shareholders at General Meetings and to facilitate the exercise of their rights.

Befimmo believes that the technology of virtual meetings is a useful complement to a traditional Shareholders' meeting, extending participation to Shareholders who cannot attend a Shareholders' meeting in person.

In addition to the traditional means of voting and participating in the meeting (physical presence at the meeting, granting of a proxy, voting in advance by correspondence), Shareholders will have additional means to cast their vote: voting in advance via a website and real-time remote voting.

The proposed statutory amendment has been approved by the FSMA.

3. Delegation of powers in order to complete the formalities

Proposal to grant:

- to a member of the Executive Committee all powers in order to implement the decisions taken, with power of substitution and to carry out any formalities necessary for their publication;

- to the notary public who will enact the deed, all powers in order to ensure the filing and publication of this deed as well as the coordination of the articles of association following the decisions taken, and this, both in French and Dutch.

In order to be adopted, the resolutions listed under items 1 and 2 of the agenda of this General Meeting require the presence of at least half of the outstanding shares (except in the event of a second General Meeting if the attendance quorum was not reached, which will decide whatever the number of shares represented) and respectively, an ordinary majority vote for the resolution under item 3 on the agenda and a majority vote of three-quarters of the votes cast in the General Meeting for resolutions under items 1 and 2 on the agenda.

In the event that the required attendance quorum is not reached at this General Meeting, a second Extraordinary General Meeting will be convened on **18 May 2021**, which will validly deliberate on the same agenda, regardless of the number of shares present or represented.

Practical formalities for the participation to the Extraordinary General Meeting

In order to take part, or be represented in this Extraordinary General Meeting of **27 April 2021**, Shareholders must comply with the following conditions, pursuant to articles 27 and 28 of the articles of association.

Only natural or legal persons:

- who are Shareholders of the Company on **13 April 2021 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 (through the centralising agent) by **21 April 2021** at the latest of their wish to take part in and vote at the General Meeting,

are entitled to participate and vote at the Extraordinary General Meeting of **27 April 2021**.

Therefore, holders of dematerialised shares must inform their financial intermediary or their authorised account keeper by **21 April 2021 at midnight** (Belgian time) at the latest of the number of shares for which they wish to be registered and take part in the Extraordinary General Meeting. The financial intermediary will produce for this purpose a registration certificate (certifying the number of dematerialised shares registered in the Shareholder's name in its accounts on the Registration Date and for which the Shareholder has expressed its intention to participate in the Extraordinary General Meeting). The deposition of the registration certificate as described above by the holders of dematerialised shares must take place no later than **21 April 2021** at the centralising bank: ING Bank Belgium, Issuer Services St-Petersburg + 5 LT.11, Cours St Michel 60 – 1040 Brussels (be-lfm.coa.spa@ing.be).

Holders of registered shares wishing to vote in the Extraordinary General Meeting to be held on 27 April 2021 must inform the Company by ordinary letter or email (contact@befimmo.be) addressed to the Company no later than **21 April 2021**. The delivery of a proxy or voting form to the Company within the above-mentioned time limit will however be sufficient. No additional formalities will need to be complied with.

Any Shareholder may vote by proxy. The proxy can be obtained from the Company's website (www.befimmo.be), on simple request (tel.: +32 (0)2 679 38 13) or by email (contact@befimmo.be). Shareholders who wish to be represented must comply with the practical formalities (as described above). The proxies will only be valid if they contain complete and accurate voting instructions for each item on the agenda. In view of the health crisis and the measures imposed by the government with regard to gatherings of people, the proxy may only be granted to the Company or a person designated by the Company to represent it. Pursuant to article 7:143, §4 of the Code of Companies and Associations, the Company or any person designated by it, acting as proxy holder of the Shareholder, is in a situation of potential conflict of interest. However, it will not be able to deviate in any way from the voting instructions contained in the proxy.

Any Shareholder may vote by correspondence. The vote by correspondence can be obtained from the Company's website (www.befimmo.be), on simple request (tel.: +32 (0)2 679 38 13) or by email (contact@befimmo.be). Shareholders who wish to vote by correspondence must comply with the practical formalities (as described above).

The voting or proxy form can be sent via regular postal mail or via e-mail (contact@befimmo.be) to the Company or via e-mail to ING Bank Belgium (Issuer Services St-Petersburg + 5 LT.11, Cours St Michel 60 – 1040 Brussels or be-lfm.coa.spa@ing.be). In the case of sending via e-mail, the e-mail will be accompanied by a scanned or photographed copy of the voting or proxy form completed with precise voting instructions and signed. The voting or proxy form must be received by the Company on **21 April 2021** at the latest.

In order to enable Shareholders to participate in this Meeting in the best possible conditions, the General Meeting will be broadcast live and the Shareholders will have the possibility to interact with the bureau of the Assembly remotely. In order to do so, all you need to do is to send your e-mail address by e-mail (contact@befimmo.be) no later than 21 April 2021 and follow the link that will be sent to you by Befimmo – Digital Meeting (notification@digital-meeting.be) at the e-mail address you have provided, which will allow you to join the General Meeting remotely. Please note that the interaction with the bureau will consist of a Q&A session on the items on the agenda. It will not be possible for Shareholders to vote remotely during the General Meeting. The live broadcast therefore does not fall within the scope of Article 7:717 of the Code of Companies and Associations.

Right to amend the agenda and right of interpellation

One or more Shareholder(s) holding together at least 3% of the share capital have the right to have items included on the agenda of the Extraordinary General Meeting, but also to submit proposals relating to existing or new items on the agenda.

To exercise this right, the Shareholder(s) must prove that they effectively hold 3% of the share capital, on the date they submit their request (through one of the means described above for the participation in the Meeting). The review of the request is subject to the registration and admission procedure of this share capital, according to the procedure mentioned above. This request must be submitted in writing to the Company

no later than **5 April 2021** at midnight, indicating the postal or email address to which the Company can send a confirmation of receipt within 48 hours of receipt.

As the case may be, the Company will publish a completed agenda no later than **9 April 2021**. Simultaneously, an adapted template of the proxy and the vote by correspondence form will be published on the Company's website. All the previously provided proxies to the Company will remain valid and the proxy holder will have to abstain from voting on the newly-added items on the agenda. However, it will be possible for Shareholders who have already submitted proxies to submit new ones, taking into account the new items.

In addition, any Shareholder is entitled to submit questions in writing (by letter, or email) once the Meeting is convened, and no later than **21 April 2021**. Such questions shall be answered during the Meeting if the relevant Shareholder concerned has satisfied all the admission formalities for the Meeting.

The proxy and vote by correspondence forms, may be consulted on the Company's website (www.befimmo.be).

Contact addresses:

Shareholders are invited to use one of the following addresses for sending any documents or communications relating to this General Meeting:

Address of the registered office : Befimmo SA
Chaussée de Wavre 1945
1160 Brussels
For the attention of Mrs. Caroline Kerremans
Head of IR & Communication

E-mail Address : contact@befimmo.be

Only proxies and vote by correspondence forms that are legible, complete and duly signed will be taken into account by the Company.

For any question relating to this General Meeting :

Befimmo SA
Mrs Caroline Kerremans
Head of IR & Communication
Tel.: + 32 (0)2 679 38 13
Email: c.kerremans@befimmo.be

Centralising agent
Bank ING Belgium
Issuer Services St-Petersburg + 5 LT.11
Cours St Michel 60
1040 Brussels
Be-lfm.coa.spa@ing.be

Brussels, 26 March 2021.
For the Board of Directors