



# INTERVEST

OFFICES & WAREHOUSES

BEYOND REAL ESTATE

Intervest Offices & Warehouses  
Public Limited Liability Company  
Public Regulated Real Estate Company under Belgian law  
Uitbreidingstraat 66  
2600 Berchem - Antwerp  
Enterprise number 0458.623.918 (Antwerp RLP, Antwerp Division)  
VAT: BE 0458.623.918  
(the "Company")

As the required quorum of presence was not reached at the first extraordinary general meeting of 24 April 2019, the shareholders, the directors and the auditor are consequently invited to attend a second **extraordinary general meeting** of the Company, which shall deliberate and decide validly about the same agenda.

This extraordinary general meeting shall take place **on Monday 13 May 2019 at 10 am** at the registered office of the Company.

Pursuant to article 558 of the Belgian Companies Code this second extraordinary general meeting can deliberate validly, notwithstanding the share capital represented by the shareholders.

## AGENDA

### I. RENEWAL OF THE AUTHORISATION FOR AUTHORISED CAPITAL

1. Examination and deliberation of the special report of the board of directors in accordance with Article 604 of the Belgian Companies Code regarding the renewal and extension of the authorised capital, in which the special circumstances are described in which the authorised capital can be used and the objectives pursued in this respect are set out.

*In view of the fact that this is purely a matter of examination, the General Meeting does not need to take a resolution. Consequently, no proposal for a resolution has been included in this convocation regarding this agenda item.*

2. *Proposal for resolution to replace the authorisation granted to the board of directors by the extraordinary general meeting of 15 May 2017 with a new authorisation to increase the share capital on one or more occasions for five years as from the publication of this resolution in the Appendices to the Belgian Official Gazette, under the conditions set out in the aforementioned report and to amend Article 7 of the Articles of Association ("Authorised capital") accordingly.*

**The board of directors invites you to approve the authorisation by a separate vote on each of the agenda items (a), (b) and (c), whereby voting shall only take place on a sub-agenda item (ii) or (iii) if the sub-agenda item immediately preceding it is not accepted.**

- (a) *Proposal to grant an authorisation to the board of directors if the capital increase to be realised concerns a capital increase by cash contribution where the company shareholders have the possibility of exercising their preferential right, and if the capital increase to be realised concerns a capital increase by cash contribution where the*

company shareholders have the possibility of exercising their irreducible allocation right (as referred to in the Act of 12 May 2014 on regulated real estate companies),  
(i) in principal, to grant an authorisation to increase the share capital by a maximum amount of 100% of the amount of the share capital on the date of the extraordinary general meeting and to amend Article 7 of the Articles of Association accordingly,  
(ii) if the extraordinary general meeting does not approve the proposal under (a) (i) to grant an authorisation to increase the share capital by a maximum amount of 50% of the amount of the share capital on the date of the extraordinary general meeting and to amend Article 7 of the Articles of Association accordingly.

(b) Proposal to grant the board of directors authorisation for capital increases in the framework of the distribution of an optional dividend,  
(i) in principal, to grant an authorisation to increase the share capital by a maximum amount of 50% of the amount of the share capital on the date of the extraordinary general meeting and to amend Article 7 of the Articles of Association accordingly,  
(ii) if the extraordinary general meeting does not approve the proposal under (b) (i) to grant an authorisation to increase the share capital by a maximum amount of 20% of the amount of the share capital on the date of the extraordinary general meeting and to amend Article 7 of the Articles of Association accordingly,  
(iii) if the extraordinary general meeting does not approve the proposal under (b) (i) and (b) (ii) to grant an authorisation to increase the share capital by a maximum amount of 10% of the amount of the share capital on the date of the extraordinary general meeting and to amend Article 7 of the Articles of Association accordingly.

(c) Proposal to grant the board of directors an authorisation for all forms of capital increases other than those intended in points (a) and (b) above,  
(i) in principal, to grant an authorisation to increase the share capital by a maximum amount of 20% of the amount of the share capital on the date of the extraordinary general meeting and to amend Article 7 of the Articles of Association accordingly,  
(ii) if the extraordinary general meeting does not approve the proposal under (c) (i) to grant an authorisation to increase the share capital by a maximum amount of 10% of the amount of the share capital on the date of the extraordinary general meeting and to amend Article 7 of the Articles of Association accordingly.

3. Proposal for resolution to amend Article 7 of the Articles of Association ("Authorised capital") to bring it in line with the relevant approved (alternative) proposals and the aforementioned report, by replacing the first paragraph of Article 7 in its entirety by:

"The board of directors is expressly authorised to increase the registered share capital on one or more occasions by the following amount:

(i) [ [to be completed: [percentage]% of the amount of the registered share capital on the date of the extraordinary general meeting of 24 April 2019 [or, in the case of a waiting meeting: 13 May 2019], rounded down to the nearest eurocent] (a) if the capital increase to be realised concerns a capital increase by cash contribution where the company shareholders have the possibility of exercising their preferential right, and (b) if the capital increase to be realised concerns a capital increase by cash contribution where the company shareholders have the possibility of exercising their irreducible priority allocation right (as referred to in the Act of 12 May 2014 on regulated real estate companies),<sup>1</sup>

(ii) [ [to be completed: [percentage]% of the amount of the registered share capital on the date of the extraordinary general meeting of 24 April 2019 [or, in the case of a waiting meeting: 13 May 2019], rounded down to the eurocent] if the capital increase to be realised concerns a capital increase in the framework of the distribution of an optional dividend,<sup>2</sup>

(iii) [ [to be completed: [percentage]% of the amount of the registered share capital on the

<sup>1</sup> This paragraph shall only be inserted in the Articles of Association if the extraordinary general meeting approves one of the alternative proposals under item I.2.(a) on the agenda.

<sup>2</sup> This paragraph shall only be inserted in the Articles of Association if the extraordinary general meeting approves one of the alternative proposals under item I.2.(b) on the agenda.

*date of the extraordinary general meeting of 24 April 2019 [or, in the case of a waiting meeting: 13 May 2019], rounded down to the eurocent] for all forms of capital increase other than those intended and approved in points (i) and (ii) above,<sup>3</sup> on the understanding that the share capital within the scope of the authorised capital cannot be increased by an amount higher than [to be completed: the amount of the share capital on the date of the extraordinary general meeting of 24 April 2019 [or, in the case of a waiting meeting: 13 May 2019]] in total for the period of five years from the date of the publication in the Appendices to the Belgian Official Gazette of the respective authorisation resolution of the general meeting. This authorisation may be renewed.”*

## **II AUTHORISATION TO ACQUIRE OWN EQUITY SHARES**

*Proposal for resolution: Renewal of the authorisation of the board of directors, pursuant to Article 9 of the Articles of Association and Articles 620 et seq. of the Belgian Companies Code and without resolution by the general meeting, to proceed to acquire own equity shares as described in Article 9 of the Articles of Association in cases where this acquisition is necessary to protect the Company from serious and imminent harm, (whereby "serious and imminent harm" does not mean a public takeover bid on shares of the Company within the meaning of Article 607 of the Companies Code), effective for a period of three years from the date of the publication of this resolution in the Appendices of the Belgian Official Gazette.*

## **III. PROXIES AND AUTHORISATIONS**

*Proposal for resolution: Authorisation for the executing notary to coordinate the Articles of Association of the Company and to sign and file a copy thereof with the clerk of the Commercial Court.*

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*It is specified that in order to be approved, the proposals regarding renewal of the authorisation of the board of directors concerning 1) the authorised capital and the related amendment to the Articles of Association (agenda items I.2 and I.3), and 2) the acquisition of own equity shares (agenda item II), require a majority of at least three quarters (agenda items I.2 and I.3) or at least four fifths (agenda item II) respectively of the votes cast at the meeting.*

## **Information for shareholders**

Please note that all dates and times indicated below are final deadlines and that these shall not be extended due to a weekend, a public holiday or any other reason.

## **Participation in the general meeting**

Pursuant to Article 22 of the Articles of Association and Article 536 of the Belgian Companies Code, the right to participate in the general meeting and to exercise voting rights is granted by the accounting registration of the registered shares of the shareholder on the **14th day prior to the date of the general meeting at midnight (the "registration date"), i.e. on Monday 29 April 2019 at 12:00 midnight (Belgian time)** either by means of their registration in the Company's shareholder register or by their registration in the accounts of a certified account holder or settlement institution, irrespective of the number of shares held by the shareholder on the date of the general meeting.

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<sup>3</sup> This paragraph shall only be inserted in the Articles of Association if the extraordinary general meeting approves one of the alternative proposals under item I.2.(c) on the agenda.

The owners of **registered shares** who wish to participate in the meeting must inform the Company of their intention to do so no later than the **6th day prior to the date of the meeting**. You may do this either by regular post or by sending an e-mail ([jacqueline.mouzon@invest.be](mailto:jacqueline.mouzon@invest.be)) **no later than Tuesday 7 May 2019**.

The owners of **dematerialised shares** must file a certificate with the Company **no later than Tuesday 7 May 2019**, issued by the certified account holder or the settlement institution, which includes an indication of the number of dematerialised shares for which the shareholder has declared he or she would like to participate in the general meeting.

### **Proxy**

Each shareholder is entitled to designate an authorised representative to represent him or her at the general meeting by filling in the proxy form that is available on the website [www.invest.be](http://www.invest.be). Notwithstanding what is mentioned above related to the registration date and the obligation of preliminary notification regarding the intention to participate to the general meeting the original proxy that was signed further the extraordinary general meeting of 24 April 2019 is also valid for the extraordinary general meeting of 13 May 2019. The proxy must be signed by the shareholder, and the original proxy must be filed at the Company's registered office no later than on the **6th day prior to the date of the meeting**, i.e. **Tuesday 7 May 2019**.

### **Right to ask questions**

Shareholders are entitled to submit questions in writing which shall be answered during the meeting, provided that the Company has received the questions no later than on the **6th day prior to the general meeting**, i.e. **no later than Tuesday 7 May 2019**. The written questions can be sent by letter to the Company's registered office or to the following e-mail address: [jacqueline.mouzon@invest.be](mailto:jacqueline.mouzon@invest.be). For more information on the aforementioned rights and the procedure for exercising them, please refer to the Company's website [www.invest.be](http://www.invest.be).

### **Available documents**

The aforementioned reports and documents are available for inspection by the shareholders at the Company's registered office upon presentation of proof of title. These documents can also be found on the website [www.invest.be](http://www.invest.be) via the following link: [www.invest.be/en/shareholders-meeting](http://www.invest.be/en/shareholders-meeting). Shareholders can also receive a free copy of these reports and documents.

If you would like to receive more information on this general meeting or the procedure for participating in this meeting, feel free to contact Jacqueline Mouzon on 00 32 3 287 67 87 or by e-mail: [jacqueline.mouzon@invest.be](mailto:jacqueline.mouzon@invest.be).

The board of directors