



Information note on the general meeting and the extraordinary general meeting of 29 April 2020

(the information note is written in Dutch, the English version is non-official translation)

It is specified that in order to be approved, the proposals to change the object of the Company (agenda item I), the change procedure for capital increase (agenda item II), the authorisation to acquire own shares and the related amendment to the articles of association (agenda items III.1 and III.2), and the adaptation of the Company's articles of association to the new Belgian Companies and Associations Code, including the choice of a two-tier management board with a supervisory board and an executive board in replacement of the current one-tier system with a board of directors and an executive committee and certain other changes within the scope of a general modernisation of the articles of association (agenda item IV), require the presence or representation of shareholders who represent at least half of the capital. If the presence quorum were not to be reached at the extraordinary general meeting of 29 April 2020, a second extraordinary general meeting (which second extraordinary general meeting will be able to deliberate regardless of the represented part of the capital represented by the attending and represented shareholders) will be held on 18 May 2020 at 10:00 a.m. at the company's registered office, with the same agenda.

Participation in the general meeting

Registration principle

Pursuant to Article 22 of the articles of association and Article 7:134 of Belgian Companies and Associations Code (hereinafter "CAC"), 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 12:00 midnight (the "registration date")**, i.e. on **Wednesday 15 April 2020 at 12:00 midnight**, 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.

Holders of registered shares

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 (AlgemeneVergadering@intervest.be) **no later than Thursday 23 April 2020**.

Holders of dematerialised shares

The owners of **dematerialised shares** who wish to participate in the meeting must submit a certificate issued by their financial intermediary or certified account holder, showing how many dematerialised shares have been registered in their accounts in the name of the shareholder on the registration date and for which the shareholder has indicated that he wishes to participate in the general meeting. This certificate must be submitted **no later than 6 days prior to the date of the general meeting** at the company's registered office or with the company's financial services firm, ING Bank N.V.

The owners of the **dematerialised securities** must file with the Company, **no later than 23 April 2020**, a certificate 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.

Holders of bonds

Holders of bonds issued by Intervest Offices & Warehouses may participate in the general shareholders meeting in an advisory capacity. They must comply mutatis mutandis with the same participation formalities as the shareholders.

Proxy

Each shareholder is entitled to designate an authorised representative to represent him or her at the general meeting pursuant to the provisions of the Belgian Companies and Associations Code by filling in the proxy form that is available on the website www.intervest.be. The proxy must be signed by the shareholder, and the original proxy must be filed at the company's office no later than on the **6th day prior to the date of the meeting**, i.e. **Thursday 23 April 2020**.

Without prejudice to article 7:145, first paragraph, 1° CAC (public request of grant proxies), a proxy may be granted for one or more specific meetings or for the meetings held during a specific period. The proxy granted for a specific meeting, shall apply to the successive meetings convened with the same agenda.

The proxy holder shall possess the same rights as the shareholder thus represented, and in particular the right to speak, to ask questions during the general meeting and to exercise voting rights at this meeting.

The shareholder is only entitled to designate one person as proxy holder for a specific general meeting. Notwithstanding this, (i) the shareholder will be entitled to appoint separate proxy holders for each form of shares he owns, as well as for each of his securities accounts if he owns shares of Intervest Offices & Warehouses in more than one securities account and (ii) a person qualified as shareholder who, however, acts professionally on behalf of other natural persons or legal entities, may grant a proxy to each of those other natural persons or legal entities or to a third party designated by them.

A person acting as a proxy holder is entitled to hold a proxy of more than one shareholder. Where a proxy holder holds proxies from more than one shareholder, he may vote differently on behalf of one shareholder than on behalf of another shareholder.

The notification of the proxy to the company must be **in writing**. This notification can also be made by e-mail (AlgemeneVergadering@intervest.be). In the case of notification by electronic means, the original proxy form must be submitted at the latest on the date of the general meeting. Proxy forms arriving late or not satisfying the required formalities will be refused. The company must receive the proxy no later than the 6th day prior to the date of the general meeting.

For the calculation of the rules regarding quorum and majority, only the proxies submitted by shareholders who comply with the formalities referred to in article 7:134, §2 CAC that must be completed in order to be admitted to the meeting, will be taken into account.

Without prejudice to the possibility to deviate from the instructions in certain circumstances pursuant to article 7:145, second paragraph CAC, the proxy holder will cast his vote in accordance with the instructions of the shareholder who appointed him. The proxy holder must keep a register of the voting instructions for at least one year and, at the shareholder's request, confirm that he has complied with the voting instructions.

In the event of a potential conflict of interests as provided for in article 7:143, §4 CAC between the shareholder and the proxy holder he has appointed, the proxy holder must disclose the precise facts relevant to the shareholder in order to assess whether there is a risk that the proxy will pursue any interest other than the shareholder's interest. Furthermore, the proxy holder may only vote on behalf of the shareholder provided that he has been given specific voting instructions for each item on the agenda.

Possibility of placing new items on the agenda

Pursuant to, and subject to the limits of, the applicable regulations, one or more shareholders who together own at least 3% of the capital may place discussion items on the agenda of the general meeting and submit proposals for resolution with respect to the discussion items which are or shall be included in the agenda. This does not apply if a second general meeting is convened due to the fact that the required presence quorum was not reached at the first general meeting.

The additional discussion items or proposals for resolution must be received by the company **no later than 22 days prior to the date of the general meeting, i.e. no later than Tuesday 7 April 2020.**

The shareholders **prove on the date they submit an agenda item or a resolution proposal** that they own the required share in the capital of Intervest Offices & Warehouses, either on the basis of a certificate of registration of the relevant shares in the shareholders register, or on the basis of a certificate issued by the certified account holder or the settlement institution proving that the relevant number of dematerialised shares is registered in their name on the account.

The abovementioned requests are made **in writing** and are, as the case may be, accompanied by the text of the subjects to be discussed and the corresponding resolution proposals, or by the text of the resolution proposals to be put on the agenda. A postal or e-mail address must be mentioned to which Intervest Offices & Warehouses will send proof of receipt of these requests. These discussion items/proposals for resolution may be sent by letter to the company's office or to the following e-mail address: AlgemeneVergadering@intervest.be.

Intervest Offices & Warehouses **will confirm receipt** of these requests within forty-eight hours after receipt.

At the latest on the 15th day prior to the date of the general meeting, Intervest Offices & Warehouses will publish an agenda that is supplemented with the additional items to be dealt with and the corresponding resolution proposals that would be included in it, and/or merely with the resolution proposals that would have been formulated. At that moment, Intervest Offices & Warehouses will publish the adjusted agenda and proxy forms on its website. The proxies that are notified to Intervest Offices & Warehouses prior to the publication of the adjusted agenda will remain valid for the items to be discussed on the agenda to which they apply, it being understood that the proxy holder, for the items to be discussed on the agenda for which new resolution proposals have been submitted, may deviate during the meeting from any instructions of the shareholder, if the execution of such instructions could harm the interests of the shareholder. The proxy holder must notify the shareholder accordingly. The proxy must mention whether the proxy holder is authorised to vote on the new items to be discussed on the agenda or whether he must refrain from doing so.

Right to ask questions

Shareholders are entitled pursuant to article 7:139 CAC to submit questions in writing which will be answered during the meeting, provided that the company has received the questions **no later than 6 days prior to the general meeting, i.e. no later than Thursday 23 April 2020.** The written questions can be sent by letter to the company's office or to the following e-mail address: AlgemeneVergadering@intervest.be. For more information regarding above mentioned rights and the procedure for exercising them, please refer to the company's website www.intervest.be.

Pursuant to article 25 of the articles of association, the directors and/or auditors shall answer the questions asked to them by the shareholders during the meeting or in writing and which relate to their report or to the agenda items, insofar as the communication of information or facts is not of such a nature that it would be detrimental to the commercial interests of the company or to the confidentiality to which the company or its directors have committed themselves.

Miscellaneous

The aforementioned reports and documents are available **as from 27 March 2020** for inspection by the shareholders at the company's office upon presentation of proof of title. These documents are also available on the website www.intervest.be via the following link: www.intervest.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, please contact Kevin De Greef or H  l  ne Halsberghe on 0032 3 287 67 87 or by e-mail: AlgemeneVergadering@intervest.be.