



Proxy for the ordinary general meeting dd. 28 April 2021

(The proxy for the ordinary general meeting is written in Dutch; the English version is a non-official translation)

This duly completed, dated and signed form must be received by Intervest Offices & Warehouses (“the Company”) **no later than 22 april 2021** and can be sent as follows.

1. By ordinary letter at the following address: INTERVEST OFFICES & WAREHOUSES NV, Uitbreidingstraat 66, 2600 Berchem, to the attention of H el ene Halsberghe.
2. By e-mail: AlgemeneVergadering@intervest.be

In view of the current health crisis the signed proxy form is by preference send by e-mail (AlgemeneVergadering@intervest.be) to the Company.

Undersigned (the “Proxy provider”),

Legal entity	
Corporate name and legal form:	
Office:	
Enterprise number:	
Validly represented by (name and function):	

Natural person:	
Last name and first name:	
Address::	

Declares on the Registration Date to be holder of:

..... dematerialised shares

or

..... ordinary registered shares

of the limited liability company, "**INTERVEST OFFICES & WAREHOUSES**", with office at 2600 Berchem Antwerp, Uitbreidingstraat 66, with enterprise number 0.458.623.918 (RLP Antwerp, division Antwerp).

Hereby gives special proxy to ("Proxy holder"):

Legal entity	
Corporate name and legal form:	
Office:	
Enterprise number:	
Validly represented by (name and function):	

Natural person:	
Last name and first name:	
Address:	

To represent him/her at the ordinary general shareholders' meeting of the Company to be held at the office of the Company **at Wednesday 28 April 2021 at 3 pm** with the agenda described below, and to vote on his/her/its behalf in accordance with the voting intention expressed below.

Pursuant to article 7:143, §4 of the Belgian Companies and Associations Code (hereinafter "CAC")¹, proxy forms that are returned to the Company without designation of a proxy holder will be

¹ In the event of a potential conflict of interest between the Proxy holder and the shareholder, the Proxy holder must disclose the precise facts relevant to the shareholder in order to assess whether there is a risk that the Proxy holder could pursue any interest other than the interest of the shareholder. The Proxy holder shall only be authorised to vote on behalf of the shareholder provided that he/she/it has specific voting instructions for each item on the agenda. There will be a conflict of interest, for example, when the Proxy holder: (i) is the company itself or an entity controlled by it, or is a shareholder controlling the company or another entity controlled by such a shareholder; (ii) is a member of the board of directors or the management bodies of the company, of a shareholder controlling the company, or of a controlled entity as referred to in (i); (iii) is an employee or auditor of the company, or of a controlled entity as referred to in (i); (iv) has a parental relationship with a natural person referred to in (i) to (iii) or is the spouse or legal cohabitant of such person or a relative of such a person.

considered to designate, as Proxy holder, the Company, its management body or one of its employees, creating a potential conflict of interests. To be taken into account, those proxy forms must contain specific voting instructions for each item on the agenda. In the absence of such specific voting instructions for a particular item, the Proxy holder deemed to have a conflict of interests, shall therefore not participate in the vote.

In order to be allowed to attend the general meeting, the Proxy holders will have to prove their identity, and representatives or special mandataries of legal entities must attach to this proxy voting form, or else provide at the latest immediately before the start of the general meeting, the documents proving their power of representation.

In view of the current health crisis and the possible evolution of corona measures in force, the shareholders are requested **to grant a proxy to Mr. Kevin De Greef**, sgc and member of the management board. Only the proxies with specific voting instructions will be taking into account during the vote.

ORDINARY GENERAL MEETING

Please indicate below your voting instructions (for, against, abstention) in writing for each individual proposal for resolution. The Proxy provider hereby gives the Proxy holder the following instructions to vote at the general meeting as follows on the agenda items listed below (cfr. Agenda attached and published in the Belgian Official Gazette, 'De Standaard' and on the Company's website (www.intervest.be/en):

Item on the agenda	Instructions for exercising the voting right		
	Yes	Tegen	Yes
1. Examination of the annual reports of the supervisory board concerning the statutory and consolidated annual accounts of the Company as at 31 December 2020.	Requires no vote		
2. Examination of the reports of the statutory auditor regarding the annual accounts referred to in item 1.	Requires no vote		
3. Examination of the consolidated annual accounts of the Company closed as at 31 December 2020.	Requires no vote		
4. Approval of the statutory annual accounts of the Company concerning the financial year that ended as at 31 December 2020, as well as the allocation of the result.			
5. Approval of the remuneration policy, that forms an annex of the Corporate Governance Charter.			
6. Approval of the remuneration report, which forms a specific part of the corporate gov-ernance statement as included in the annual report of the supervisory board concerning the fi-nancial year that ended as at 31 December 2020.			
7. Discharge of the members of the supervisory board of the Company.			
8. Discharge of the statutory auditor of the Company.			
9. Reappointment of Johan Buijs as member of the supervisory board (*).			
10. Ratification of the co-optation of Marco Miserez and his reappointment as member of the supervisory board (*).			
11. Appointment of Ann Smolders as independent member of the supervisory board (*).			
12. Change of control provisions in financing agreements (art. 7:151 CAC).			

<p>13. Questions from the shareholders to the members of the supervisory board concerning their reports or the agenda items and questions to the statutory auditor concerning his reports.</p>	<p>Requires no vote</p>
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(*) Subject to the approval by the Financial Services and Market Authority (FSMA), for the items of the agenda for which authorisation is required and not yet obtained.

Statement of the shareholder

Pursuant to article 7:139 CAC, the undersigned hereby declares that he/she has no questions for the directors or the statutory auditor relating to any proposal of the above-mentioned agenda or their report.

On behalf of the undersigned, the Proxy holder is hereby authorised to:

- a. attend the meeting and, if necessary, vote to postpone the meeting
- b. attend all other meetings, with the same agenda, if the first meeting is postponed or delayed, or not convened regularly
- c. participate in all deliberations and approve, amend or reject all proposals on the agenda on behalf of the shareholder represented
- d. to do everything that is necessary to participate in the meeting, including but not limited to, signing all resolutions, documents, minutes, etc.
- e. to do everything that is necessary or useful in respect of the foregoing for the execution of this proxy, including the designation of a substitute.

Completed at

As at

Signature

Agenda annual general meeting dd. 28 April 2021

(the agenda is written in Dutch, the English version is a non-official translation)

The shareholders are invited to attend the annual general meeting of Intervest Offices & Warehouses nv (hereinafter 'the Company') that will take place as at **Wednesday 28 April 2021 at 3 pm** at the office of the Company, in order to deliberate on the next agenda and proposals for resolution.

IMPORTANT COMMUNICATION: COVID-19

In view of the current health crisis and the corona measures in force, including the ministerial decree dated 28/10/2020, and bearing in mind the health and safety of the shareholders, members of the committee and the statutory auditor, the Company strongly advises its shareholders **not to participate in the annual general meeting physically.**

In light of the above, the Company points out that:

- (i) each shareholder can vote remotely by letter before the general meeting by means of the voting form made available by the Company or he or she can have an authorised person represent him or her at the annual general meeting by means of the proxy form, on the understanding that shareholders who still physically go to the annual general meeting will be admitted, but always with due regard for the corona rules applicable at that time;
- (ii) the shareholders will have the right to ask questions to the members of the supervisory board and to the statutory auditor in accordance with the terms set out below;
- (iii) the Company will organise a live broadcast of the annual general meeting in video/audio format (webcast). The shareholders who wish to follow this broadcast are hereby invited to register in advance by using the link below:
https://channel.royalcast.com/landingpage/intervest/20210428_2/

However, the Company points out that shareholders can only follow the annual general meeting via the webcast and cannot intervene or vote. Consequently, the webcast is not an electronic means of communication by which shareholders can actively participate remotely in the annual general meeting in the sense of Article 7:137 of the Belgian Companies and Associations Code (CAC), but merely an additional resource that the company is making available to the shareholders.

Depending on the evolution of the corona crisis and the government measures that are or will be applicable during the coming weeks, the Company can communicate new or additional information regarding the date, organisation and participation of/in the annual general meeting by means of a press release and on the Company's website (www.intervest.be/en).

The annual general meeting has following agenda:

1. **Examination of the annual reports of the supervisory board concerning the statutory and consolidated annual accounts of the Company as at 31 December 2020.**

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

2. **Examination of the reports of the statutory auditor regarding the annual accounts referred to in item 1.**

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

3. **Examination of the consolidated annual accounts of the Company closed as at 31 December 2020.**

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

4. **Approval of the statutory annual accounts of the Company concerning the financial year that ended as at 31 December 2020, as well as the allocation of the result.**

Proposal for resolution: The general meeting approves the statutory annual accounts of the Company concerning the financial year that ended as at 31 December 2020, as well as the allocation of the result. Consequently, a dividend of € 1,53 gross per share, represented by coupon no. 24, will be paid out for 2020.

5. **Approval of the remuneration policy, that forms an annex of the Corporate Governance Charter.**
Proposal for resolution: The general meeting approves the remuneration policy, that forms an annex of Corporate Governance Charter of the Company.

The remuneration policy is available on the Company's website
www.intervest.be/en/shareholders-meeting.

6. **Approval of the remuneration report, which forms a specific part of the corporate governance statement as included in the annual report of the supervisory board concerning the financial year that ended as at 31 December 2020.**

Proposal for resolution: The general meeting approves the remuneration report, which forms a specific part of the corporate governance statement as included in the annual report of the supervisory board on the financial year that ended as at 31 December 2020.

7. Discharge of the members of the supervisory board of the Company.

Proposal for resolution: The general meeting grants discharge in a separate vote of the members of the supervisory board of the Company, who held these positions during the 2020 financial year for the transactions which took place during the 2020 financial year.

8. Discharge of the statutory auditor of the Company.

Proposal for resolution: The general meeting grants discharge in a separate vote to the statutory auditor of the Company who held this position during the 2020 financial year for the transactions which took place during the 2020 financial year.

9. Reappointment of Johan Buijs as member of the supervisory board (*).

Proposal for resolution: The general meeting reappoints Johan Buijs as (non-independent) member of the supervisory board. The mandate of Johan Buijs shall end immediately following the annual general meeting to be held in the year 2024, at which meeting it shall be resolved to approve the annual accounts closed as at 31 December 2023.

The mandate of Johan Buijs will be remunerated pursuant to the remuneration fixed for the members of the supervisory board by the annual general meeting of 29 April 2020.

The profile of Johan Buijs can be found in the annual report 2020 which is available on the Company's website (www.intervest.be/en).

10. Ratification of the co-optation of Marco Miserez and his reappointment as member of the supervisory board (*).

Proposal for resolution: The general meeting decides to ratify the co-optation by the supervisory board dd. 29 July 2020 of Marco Miserez to a member of the supervisory board in replacement of Gunther Gielen as from 30 July 2020 and reappoints Marco Miserez as (non-independent) member of the supervisory board.

The mandate of Marco Miserez shall end immediately following the annual general meeting to be held in the year 2024, at which meeting it shall be resolved to approve the annual accounts closed as at 31 December 2023.

The mandate of Marco Miserez will be remunerated pursuant to the remuneration fixed for the members of the supervisory board by the annual general meeting of 29 April 2020.

The profile of Marco Miserez can be found in the Annual report 2020 which is available on the Company's website (www.intervest.be/en).

11. Appointment of Ann Smolders as independent member of the supervisory board (*).

Proposal for resolution: The general meeting appoints Ann Smolders as independent member of the supervisory board. The mandate of Ann Smolders shall end immediately following the annual general meeting to be held in the year 2024, at which meeting it shall be resolved to approve the annual accounts closed as at 31 December 2023.

The mandate of Ann Smolders will be remunerated pursuant to the remuneration fixed for the members of the supervisory board by the annual general meeting of 29 April 2020.

Ann Smolders fulfils the independence requirements of article 7:106 (j° 7:87) of the Belgian CAC and of the stipulation 3.5 of the Belgian Corporate Governance Code 2020.

The profile of Ann Smolders is available on the Company's website (www.intervest.be/en/shareholders-meeting).

The general meeting hereby states that, effective today, the composition of the supervisory board is as follows:

- Marleen Willekens, independent member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2022 for the purpose of approving the annual accounts closed as at 31 December 2021)
- Jacqueline Heeren – de Rijk, independent member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2022 for the purpose of approving the annual accounts closed as at 31 December 2021);
- Johan Buijs, member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2024 for the purpose of approving the annual accounts closed as at 31 December 2023);
- Marco Miserez, member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2024 for the purpose of approving the annual accounts closed as at 31 December 2023);
- Ann Smolders, independent member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2024 for the purpose of approving the annual accounts closed as at 31 December 2023).

12. Approval pursuant article 7:151 Belgian CAC

Within the scope of financing the activities of the Company, Intervest Offices & Warehouses nv concluded in 2020 additional (re)financing agreement, i.e., (i) a term credit facility (Term Loan Facilities Agreement) for an amount of € 25.000.000 between the Company as the borrower and ING Belgium nv as the lender, (ii) a revolving credit facility for an amount of € 20.000.000 between the Company as the borrower and KBC Bank nv as the lender, (iii) a term credit facility (Term Loan Facilities Agreement) for an amount of € 25.000.000 between the Company as the borrower and ING Belgium nv as the lender, partly in replacement of the existing credit facility of € 27.500.000 with an expiry date of 31/01/2021, (iv) an additional back up-line linked to the Commercial Paper program for an amount of € 15.000.000 between the Company as the borrower and KBC Bank nv as the lender, (v) an additional back up-line linked to the Commercial Paper program for an amount of € 10.000.000 between the Company as the borrower and Belfius

Bank nv as the lender, (vi) an issue of € 5.000.000 in the Commercial Paper program on the long term (VVD 12/05/2028) with Belfius Bank acting as dealer;
(i) to (vi) are hereafter collectively referred to as the “Financing Agreements”.

Proposal for resolution: to agree, in application of Article 7:151 of the Belgian CAC, that certain provisions of the Financing Agreements confer rights on third parties that have an influence on the assets of the Company or cause a debt or obligation to be incurred by the Company, the exercise of which depends on a change in control (as defined in the respective Financing Agreements) over (or from a public takeover bid on) the Company.

13. Questions from the shareholders to the members of the supervisory board concerning their reports or the agenda items and questions to the statutory auditor concerning his reports.

(* Subject to the approval by the Financial Services and Market Authority (FSMA), for the items of the agenda for which authorisation is required and not yet obtained.

Information for shareholders

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

Participation in the general meeting

Pursuant to Article 26 of the articles of association and article 7:134 of the Belgian 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 14 April 2021 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.

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 letter addressed to the Company or by sending an e-mail (AlgemeneVergadering@intervest.be) **no later than Thursday 22 April 2021**.

The owners of dematerialised shares must file with the Company, no later than **Thursday 22 April 2021**, 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, either by letter addressed to the Company or by sending an e-mail to AlgemeneVergadering@intervest.be.

Proxy form

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.intervest.be/en/shareholders-meeting). The signed 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 22 April 2021**, either by letter addressed to the Company or by e-mail (AlgemeneVergadering@intervest.be).

In view of the current health crisis and the possible evolution of corona measures in force, the shareholders are **requested to grant a proxy to Mr. Kevin De Greef**, sgc and member of the management board, by the proxy form that is made available on the Company's website www.intervest.be/en/shareholders-meeting. Only the proxies with specific voting instructions will be taken into account during the vote.

In view of the current health crisis the signed proxy form is by preference send by e-mail (AlgemeneVergadering@intervest.be) to the Company.

Voting form

Each shareholder can vote remotely by letter before the general meeting by using the form made available on the Company's website (www.intervest.be/en/shareholders-meeting) for voting remotely. The signed voting form 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 22 April 2021**, either by letter addressed to the Company or by e-mail (AlgemeneVergadering@intervest.be).

In view of the current health crisis the signed voting form is by preference send by e-mail (AlgemeneVergadering@intervest.be) to the Company.

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 share 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 will be included on the agenda. The additional discussion items or proposals for resolution must be received by the company no later than the 22nd day prior to the date of the general meeting, i.e. **no later than Tuesday 6 April 2021**. These discussion items/proposals for resolution may be sent by letter addressed to the Company's registered office or to the following e-mail address: AlgemeneVergadering@intervest.be.

In view of the current health crisis the additional discussion items or proposals for resolution are by preference send by e-mail (AlgemeneVergadering@intervest.be) to the Company.

For more information on the aforementioned rights and the procedure for exercising them, please refer to the Company's website www.intervest.be/en.

Right to ask questions

Shareholders are entitled to submit questions in writing which will 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 Thursday 22 April 2021**. The written questions can be sent by letter addressed to the Company or to the following e-mail address: AlgemeneVergadering@intervest.be.

In view of the current health crisis the questions are by preference send by e-mail (AlgemeneVergadering@intervest.be) to the Company.

In view of the current health crisis, the Company is organising a **live broadcast** of the annual general meeting via a webcast. Shareholders who have completed the formalities to participate in the annual general meeting and exercise the right to vote there and who have also registered for the webcast in advance (via the following link: https://channel.royalcast.com/landingpage/intervest/20210428_2/) will also have the possibility of asking questions regarding the presentation during the annual general meeting that will be broadcasted via the webcast.

The Company must receive the questions by email AlgemeneVergadering@intervest.be no later than 15 minutes after the end of the presentation. The questions received in time, will be read out during the live broadcast by a member of the committee to the members of the Company's supervisory board and/or to the statutory auditor, who will answer them directly.

For more information on the aforementioned rights and the procedure for exercising them, please refer to the Company's website www.intervest.be/en.

Available documents

As of **26 March 2021**, the aforementioned reports and documents can also be found on the website www.intervest.be/en via the following link: www.intervest.be/en/shareholders-meeting. In view of the current health crisis and the corona measures in force it will exceptionally not be possible to consult these documents on the registered office of the Company. Although shareholders can, if they wish, receive a free copy of these reports and documents by sending a request no later than Thursday 22 April 2021 by e-mail (AlgemeneVergadering@intervest.be).

If you would like to receive more information on this general meeting or the procedure for participating in this meeting, feel free to contact Kevin De Greef or H el ene Halsberghe on + 32 (0)3 287 67 67 or by e-mail: AlgemeneVergadering@intervest.be.

The supervisory board