



Limited Liability Company
Public Regulated Real Estate Company under Belgian law
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AGENDA - EXTRAORDINARY GENERAL MEETING

I. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. Amendment of article 7 (Authorised share capital) of the articles of association of the company
Proposal for resolution: Amendment of article 7 (Authorised share capital) of the articles of association of the company as follows:

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

- I. *one hundred and fifty-two million nine hundred and forty-seven thousand six hundred and twenty euros and thirty-five cents (€ 152.947.620,35), (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 priority allocation (as referred to in the Act of 12 May 2014 on regulated estate companies); and*
- II. *thirty million five hundred and eighty-nine thousand five hundred and twenty-four euros and seven cents (€ 30.589.524,07) for any form of capital increase other than those intended and approved in point I above,*

on the understanding that, within the scope of the authorised share capital, the registered share capital cannot be increased by an amount exceeding a total of one hundred and fifty-two million nine hundred and forty-seven thousand six hundred and twenty euros and thirty-five cents (€ 152.947.620,35) effective for a 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.

The board of directors is authorised to increase the capital through contributions in cash or in kind or, if necessary, through incorporation of reserves or issue premiums, or by issuing convertible bonds or warrants, subject to compliance with the rules prescribed in the Belgian Companies Code, these articles of association and by the applicable legislation on regulated real estate companies. This authorisation is only related to the amount of authorised share capital and not to the issue premium.

For every capital increase, the board of directors shall propose the price, any issue premium and the issue conditions for the new shares, unless the general meeting should decide otherwise.

2. Amendment to article 9 (purchase or taking into collateral by the company of its own shares) of the articles of association of the company

Proposal for resolution: Amendment to article 9 (Purchase or taking into collateral by the company of its own shares) of the articles of association of the company as follows:

The Company can purchase its own fully paid-up shares or take them as collateral pursuant to the resolution of the general meeting in accordance with the presence and majority quorum laid down in article 620, §1, 1° of the Belgian Companies Code and in accordance with the rules prescribed in articles 620 et seq. of the Belgian Companies Code. This same general meeting can establish terms for the disposal of these shares.

The board of directors has the authorisation to acquire equity shares as referred to in the previous paragraph in cases where this acquisition is necessary to protect the company from serious and imminent harm. "Serious and imminent harm" does not however mean a public takeover bid of equity shares of the company in the sense of article 607 of the Belgian Companies Code. This admission is effective for a period of three years from the date of the publication of this resolution in the Appendices of the Belgian Official Gazette of the respective authorisation resolution of the general meeting, and can be renewed for an equivalent period.

The conditions for the disposal of equity shares acquired by the company will, depending on circumstances, be determined pursuant to article 622, § 2 of the Belgian Companies Code, by the general meeting or by the board of directors.

II. AUTHORISATION FOR THE AUTHORISED SHARE CAPITAL WITHIN THE SCOPE OF THE NEW ARTICLE 7 OF THE ARTICLES OF ASSOCIATION AND, THEREFORE, WITH DUE CONSIDERATION FOR THE PRIOR RESOLUTION (*)

1. Examination and deliberation of the management body's special report regarding the use of the authorised share capital, the accompanying objectives aimed to be achieved and renewal of the authorisation of the board of directors, albeit within the new statutory limits of the articles of association as currently provided in the new article 7 and, therefore, with due consideration for the prior resolution (*).

2. *Proposal for resolution: Renewal of the authorisation of the board of directors to increase the registered share capital of the company pursuant to article 7 of the articles of association, on one or more occasions up to a maximum of:*

I. one hundred and fifty-two million nine hundred and forty-seven thousand six hundred and twenty euros and thirty-five cents (EUR 152.947.620,35), (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 priority allocation (as referred to in the Act of 12 May 2014 on regulated estate companies); and

II. thirty million five hundred and eighty-nine thousand five hundred and twenty-four euros and seven cents (€ 30.589.524,07) for any form of capital increase other than those intended and approved in point I above,

on the understanding that, within the scope of the authorised share capital, the registered share capital cannot be increased by an amount exceeding a total of one hundred fifty-two million nine hundred forty-seven thousand six hundred twenty euros and thirty-five cents (€ 152.947.620,35), effective for a period of five years from the date of the publication of this resolution in the Appendices of the Belgian Official Gazette, which also includes an explanation that the authorised share capital cannot be used to increase the share capital in application of article 607 of the Belgian Companies Code in the framework of a public bid to purchase the shares of the company. The previous authorisation that the extraordinary general meeting granted to the board of directors on 24 April 2013 shall end as from the publication of this resolution in the Appendices of the Belgian Official Gazette.

III 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, effective for a period of three years from the date of the publication of this resolution in the Appendices of the Belgian Official Gazette.

IV. 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.

V. MISCELLANEOUS

Shareholders' questions to the directors on the point on the agenda to amend article 7 of the articles of association, and the special report by the board of directors regarding the use of the authorised share capital.

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