



Limited Liability Company  
Public Regulated Real Estate Company under Belgian law  
Uitbreidingstraat 66  
2600 Berchem - Antwerp

Enterprise number 0458.623.918 (Antwerp RLE)  
VAT: BE 0458.623.918

The shareholders are invited to attend the annual general meeting and the extraordinary general meeting that will take place **on Wednesday 26 April 2017 at 4.30 pm** at the registered office of the company.

The agenda of the annual general meeting and the extraordinary general meeting is as follows: **(The agenda for the annual general meeting is written in Dutch; the English version is an unofficial translation)**

#### **ANNUAL GENERAL MEETING**

1. Annual report of the board of directors concerning the transactions for the financial year that ended as at 31 December 2016 (statutory annual accounts).  
*Proposal for resolution: Approval of the annual report of the board of directors concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).*
2. Report of the statutory auditor concerning the statutory annual accounts.  
*Proposal for resolution: Approval of the report of the auditor concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).*
3. Approval of the statutory annual accounts concerning the financial year that ended as at 31 December 2016, as well as the allocation of the result.  
*Proposal for resolution: Approval of the statutory annual accounts concerning the financial year that ended as at 31 December 2016, as well as the allocation of the result.*
4. Remuneration report as a part of the corporate governance statement as included in the annual report of the board of directors concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).  
*Proposal for resolution: Approval of the remuneration report as a part of the corporate governance statement as included in the annual report of the board of directors concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).*
5. Examination and discussion of the annual report of the board of directors concerning the consolidated annual accounts, the report of the statutory auditor concerning the consolidated annual accounts and the 2016 consolidated annual accounts.
6. Discharge of the directors and the statutory auditor.  
*Proposal for resolution: To discharge, by separate vote, the directors and the statutory auditor of Intervest Offices & Warehouses NV who held these positions during the 2016 financial year for the transactions which took place during the 2016 financial year.*

7. Awarding of a director's remuneration (\*).  
*Proposal for resolution: Resolution to award a director's remuneration of € 20.000,00 to Johan Buijs for his mandate as non-independent director of the company in accordance with the company's remuneration policy; the mandate started as at 29 April 2015, and will end immediately after the annual general meeting that will be held in the year 2018 and at which the annual report as at 31 December 2017 will be approved.*
8. Questions from the shareholders to the directors concerning their reports or the agenda items and questions to the statutory auditor concerning his reports.

## **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.*

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*It is specified that in order to be approved, the proposals regarding renewal of the mandate of the board of directors concerning 1) the authorised capital and the related amendment to the articles of association and 2) the acquisition of own equity shares, require the presence or representation of shareholders representing at least half of the share capital (unless it concerns a second extraordinary general meeting after the first extraordinary general meeting has not reached the required quota; then the second extraordinary general meeting can deliberate regardless of the part of the capital represented by the shareholders present) and a majority vote of three quarters of the votes cast at the meeting.*

***If the presence quorum were not to be reached at the extraordinary general meeting of 26 April 2017, a second extraordinary general meeting will be held on 15 May 2017 at 10.00 am at the registered office of the company, with the same agenda.***

(\*) 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.

#### **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 12:00 midnight (the "registration date")**, i.e. on **Wednesday 12 April 2017 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 6 days prior to the date of the meeting**. You may do this either by regular post or by sending an email to ([jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be)) **no later than Thursday 20 April 2017**.

The owners of **dematerialised shares** must file a certificate with the company **no later than Thursday 20 April 2017**, 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.intervest.be](http://www.intervest.be). The proxy must be signed by the shareholder and the original proxy must be filed at the company's registered office **no later than 6 days prior to the date of the meeting, i.e. Thursday 20 April 2017**.

## Possibility of placing new items on the agenda

Pursuant to, and subject to the limits of, the Belgian Companies Code, 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 shall be included on the agenda. 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 4 April 2017**. These discussion items/proposals for resolution may be sent by letter to the company's registered office or to the following email address: [jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be). For more information on the aforementioned rights and the procedure for exercising them, please refer to the company's website: [www.intervest.be](http://www.intervest.be).

## 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 6 days prior to the general meeting, i.e. no later than Thursday 20 April 2017**. The written questions can be sent by letter to the company's registered office or to the following email address: [jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be). For more information on the aforementioned rights and the procedure for exercising them, please refer to the company's website: [www.intervest.be](http://www.intervest.be).

## Available documents

The above-mentioned reports and documents are available for inspection by the shareholders upon presentation of proof of title **starting from 24 March 2017** at the office of the company. These documents are also available on the website [www.intervest.be](http://www.intervest.be) under "Investor Relations - Investors info - General 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 by phone on 0032 3 287 67 87 or by email at [jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be).

The board of directors