



## **Information note on the general meeting of 26 April 2017 and the extraordinary general meeting regarding the change of article 7 (authorised capital) and article 9 (purchase or taking into collateral by the company of its own shares) of the articles of association**

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

### **Participation in the general meeting**

Given the attendance quorum required at the extraordinary general meeting of 26 April 2017, the participants must represent 50% of the share capital. If this quorum should not be reached, a second extraordinary general meeting will be held as at 15 May 2017 (where no quorum requirement is applicable).

#### **Registration principle**

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 **14<sup>th</sup> day prior to the date of the general meeting at 12:00 midnight (the "registration date")**, i.e. on **12 April 2017 at 12:00 midnight**, by means of registration in the company's shareholder register, 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 by regular post or e-mail ([jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be)) **no later than six days prior to the date of the meeting**, i.e. no later than **Thursday 20 April 2017**.

#### **Holders of dematerialised shares**

The owners of **dematerialised shares** who wish to participate in the meeting must file a certificate, issued by their financial intermediary or certified account holder, which includes an indication of how many dematerialised shares have been registered in the name of the shareholder in their accounts on the registration date, for which the shareholder has declared he or she would like to participate in the general meeting. This certificate must be filed **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 **dematerialised shares** must consequently file a certificate with the company **no later than Thursday 20 April 2017**, issued by the certified account holder or by the settlement institution, which indicates the number of dematerialised shares with which the shareholder has declared he or she would like to participate in the general meeting.

#### **Holders of bearer shares**

Pursuant to the provisions of the Act of 14 December 2005 (as amended from time to time) on the abolition of bearer securities, 7.224 bearer shares registered on a securities account on behalf of Intervest Offices & Warehouses (it not being the owner of these shares) were sold as at 16 October 2015 at the regulated market of Euronext Brussels. A person who can validly demonstrate the capacity

of rights holder will only be able to claim its rights to these securities (c.q. the net proceeds of their sale), within the limits of the abovementioned Act of 14 December 2005.

### Holders of bonds

Holders of bonds issued by Intervest Offices & Warehouses are allowed to participate at the general meeting with an advisory vote. They must mutatis mutandis fulfil the same attendance formalities as the shareholders.

### Proxy

Each shareholder is entitled to designate an authorised representative to represent him or her at the general meeting pursuant the provisions of the Belgian Companies Code through a proxy that can be found 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**.

Without prejudice to article 549, §1 (1) of the Belgian Companies Code (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, applies to the successive meetings convened through the same agenda.

The proxy holder possesses the same rights as the shareholder represented in this manner, and specifically the right to take the floor, ask questions during the general meeting and exercise his right to vote at this meeting.

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

A person acting as a proxy holder is entitled to hold a proxy of more than one shareholder. Proxy holders who have received proxies from multiple shareholders can vote differently on behalf of different shareholders.

The notification of the proxy to the company must be **in writing**. This notification can also be done electronically, at the address: [jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be). In the case of notification by electronic means, the original proxy form must be presented no later than on the date of the general meeting. Proxy forms arriving late or not satisfying the required formalities will be refused. The proxy must be received by the company on the 6 day prior to the general meeting at the latest.

For the calculation of the rules regarding quorum and majority, only the proxies are taken into account which were submitted by the shareholders that completed the formalities specified in article 536, §2 of the Belgian Companies Code which be complied with in order to be admitted to the general meeting.

Without prejudice to the option to depart from the instructions under specific circumstances, pursuant to article 549, §2 of the Belgian Companies Code, the proxy holder will cast his vote in accordance with the instructions provided by the shareholder that has designated him. The proxy holder must maintain a register of voting instructions for at least one year, and must confirm at the request of the shareholder that he has complied with the voting instructions.

In the event of a potential conflict of interests as specified in article 547bis, §4 of the Belgian Companies Code between the shareholder and the proxy holder he has appointed, the proxy holder must disclose any specific facts that are relevant for the shareholder in assessing the risk that the proxy holder will pursue an interest other than that of the shareholder. Furthermore, the proxy holder may vote on behalf of the shareholder only on condition that he has been given specific instructions for each item on the agenda.

## Right to place 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 in the agenda. This does not apply if a second general meeting is convened as a result of not achieving the quorum required at the first convening.

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.**

The shareholders **prove that on the date that they submit an item on the agenda or a resolution proposal**, they own the required share in the capital of Intervest Offices & Warehouses, either based on a certificate of the registration of the said shares in the share register, either based on an attestation of a recognized account holder or a settlement institution which proves that the said number of dematerialized shares on their name are submitted on their account.

The above mentioned requests are formulated **in writing** and are, if applicable, accompanied with the text of the items to be submitted and the corresponding resolution proposals, or of 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 the proof of receipt of these requests. These items/proposals can be sent to Intervest Offices & Warehouses by ordinary letter to the registered office of the company or by email ([jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be)).

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

Intervest Offices & Warehouses will announce **no later than the 15 day prior to the general meeting**, an agenda supplemented with the additional to be treated items and the corresponding resolution proposals which would be included in it, and/or merely the resolution proposals which are formulated. At that moment, Intervest Offices & Warehouses will publish the amended agenda and proxy forms on its website. The proxies which are notified to Intervest Offices & Warehouses before the publication of the completed agenda, are still valid for the to be treated subjects noted in the agenda, provided that the proxy holder, for the to be treated subjects noted in the agenda for which new resolutions proposals are submitted, can deviate from the eventual instructions of the proxy provider during the meeting, if the execution of these instructions would damage the interests of the proxy provider. The proxy holder must notify the proxy provider of this. The proxy must mention if the proxy holder is authorized to vote on the new to be handled subjects which are noted in the agenda, either if he must refrain from doing so.

## Right to ask questions

Shareholders are entitled pursuant to article 540 of the Belgian Companies Code 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 e-mail address: [jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be). For more information regarding above mentioned rights and the procedure for exercising them, it is referred to the website of the company [www.intervest.be](http://www.intervest.be).

Pursuant to article 25 of the articles of association, the directors and/or auditors provide answers to the questions which the shareholders have asked during the meeting or in writing and which relate to their report or the agenda items, insofar as the information or facts thus communicated are not such as to be detrimental to the commercial interests of the company or to the confidentiality to which the company or its directors are bound.

## Miscellaneous

The aforementioned reports and documents are available **as from 24 March 2017** for inspection by the shareholders at the company's registered office upon presentation of proof of title. 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, please contact Jacqueline Mouzon on 00 32 3 287 67 87 or by e-mail: [jacqueline.mouzon@intervest.be](mailto:jacqueline.mouzon@intervest.be).