



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 that will take place **on Wednesday 25 April 2018 at 4.30 pm** at the registered office of the company.

The agenda of the annual 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 2017 (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 2017 (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 2017 (statutory annual accounts).
3. Approval of the statutory annual accounts concerning the financial year that ended as at 31 December 2017, 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 2017, 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 2017 (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 2017 (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 2017 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 2017 financial year for the transactions which took place during the 2017 financial year.

7. Reappointment of a director (*).
Proposal for resolution: Decision to reappoint following current non-independent director: Mr Johan Buijs. The mandate of abovementioned director and will end immediately after the annual general meeting that will be held in the year 2021 and at which the annual report as at 31 December 2020 will be approved.
Johan Buijs receives a remuneration for his mandate, with the annual remuneration equalling € 20,000.00.

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

- ✓ *Mr Jean-Pierre Blumberg, independent director (end of mandate: immediately following the annual general meeting to be held in the year 2019 for the purpose of approving the annual accounts closed as at 31 December 2018)*
 - ✓ *Mr Chris Peeters, independent director (end of mandate: immediately following the annual general meeting to be held in the year 2019 for the purpose of approving the annual accounts closed as at 31 December 2018)*
 - ✓ *Ms Marleen Willekens, independent director (end of mandate: immediately following the annual general meeting to be held in the year 2019 for the purpose of approving the annual accounts closed as at 31 December 2018)*
 - ✓ *Ms Jacqueline de Rijk, independent director (end of mandate: immediately following the annual general meeting to be held in the year 2019 for the purpose of approving the annual accounts closed as at 31 December 2018)*
 - ✓ *Mr Gunther Gielen, director (end of mandate: immediately following the annual general meeting to be held in the year 2019 for the purpose of approving the annual accounts closed as at 31 December 2018)*
 - ✓ *Mr Johan Buijs (end of mandate: immediately following the annual general meeting to be held in the year 2021 for the purpose of approving the annual accounts closed as at 31 December 2020)*
8. Approval and, if necessary, ratification of the provisions granting rights to Argenta Spaarbank, whereby the exercising of these rights is dependent upon a change in the control of the Company in accordance with Article 556 of the Belgian Companies Code.
Proposal for resolution: Approval and, if necessary, ratification of all the provisions of the credit agreement of 21 December 2017 as amended from time to time, concluded between the Company, on the one hand, and Argenta Spaarbank NV on the other hand, which provide for the possibility that the repayment will be due early in the event of a change in the control of the company in accordance with Article 556 of the Belgian Companies Code.
9. Questions from the shareholders to the directors concerning their reports or the agenda items and questions to the statutory auditor concerning his reports.

(*) 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 11 April 2018 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) **no later than Thursday 19 April 2018**.

The owners of **dematerialised shares** must file a certificate with the company **no later than Thursday 19 April 2018**, 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. 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 19 April 2018**.

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 3 April 2018**. 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. For more information on the aforementioned rights and the procedure for exercising them, please refer to the company's website: 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 19 April 2018**. The written questions can be sent by letter to the company's registered office or to the following email address: 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.

Available documents

The above-mentioned reports and documents are available for inspection by the shareholders upon presentation of proof of title **starting from 23 March 2018** at the office of the company. These documents are also available on the website www.intervest.be under 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, feel free to contact Jacqueline Mouzon by phone on 0032 3 287 67 87 or by email at jacqueline.mouzon@intervest.be.

The board of directors