

## Notice of annual general meeting and extraordinary general meeting of 26 April 2023

The shareholders of Intervest Offices & Warehouses NV (hereinafter the "Company") are invited to participate in the annual general meeting which will take place **as at Wednesday 26 April 2023 at 3 p.m.** at the Company's registered office and to the extraordinary general meeting of the Company which will take place at the same place afterwards, in order to deliberate and decide on the following agenda and proposed resolutions.

In addition to the possibility of physical participation, the Company will again organize a live broadcast of the annual and extraordinary general meeting in video/audio format (webcast). The shareholders who wish to follow this broadcast are hereby invited to register in advance via the link below:

[https://channel.royalcast.com/landingpage/intervest/20230426\\_1/](https://channel.royalcast.com/landingpage/intervest/20230426_1/)

The company informs the shareholders that the meetings can be followed via this live broadcast but it will not be possible to vote via the webcast.

The Company points out that shareholders can only follow the annual general meeting and extraordinary general meeting via the webcast and cannot intervene or vote. Consequently, the webcast is not an electronic communication tool enabling shareholders to actively participate remotely in the annual and extraordinary general meeting within the meaning of Article 7:137 of the Companies and Associations Code, but merely an additional tool made available to shareholders by the Company.

### THE ANNUAL GENERAL MEETING HAS THE FOLLOWING AGENDA :

1. **Cognisance of the annual reports of the supervisory board regarding the statutory and consolidated financial statements of the Company as at 31 December 2022.**  
*As this is a mere perusal, no decision needs to be taken by the general meeting. Consequently, no proposed resolution is included in this notice of meeting in relation to this agenda item.*
2. **Cognisance of the auditor's reports in relation to the annual accounts mentioned under point 1.**  
*As this is a mere perusal, no decision needs to be taken by the general meeting. Consequently, no proposed resolution is included in this notice of meeting in relation to this agenda item.*
3. **Perusal of the consolidated financial statements of the Company ended 31 December 2022.**  
*As this is a mere perusal, no decision needs to be taken by the general meeting. Consequently, no proposed resolution is included in this notice of meeting in relation to this agenda item.*
4. **Approval of the statutory financial statements of the Company for the financial year ended 31 December 2022, as well as the allocation of the result.**  
*Proposed resolution: The general approves the statutory financial statements of the Company for the financial year ended 31 December 2022, as well as the allocation of the result. Accordingly, a dividend of € 1,53 gross per share, represented by coupon no. 26, is paid for 2022.*

5. **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 for the financial year ended 31 December 2022.**

*Proposed resolution: The general meeting approves the remuneration report, which is a specific part of the corporate governance statement as included in the annual report of the supervisory board for the financial year ended 31 December 2022.*

6. **Discharge to the members of the supervisory board of the Company.**

*Proposed resolution: The general meeting grants discharge by separate vote to the members of the Company's supervisory board who held office during the 2022 financial year, for the performance of their duties during the 2022 financial year.*

7. **Discharge to the auditor of the Company.**

*Proposed resolution: The general meeting, by separate vote, grants discharge to the Company's auditor for the performance of his mandate during the 2022 financial year.*

8. **Approval of the annual report and report of the auditor of the company Greenhouse Singel NV and approval of the financial statements of the company Greenhouse Singel NV for the period 1 January 2022 to 30 November 2022 and granting discharge to the directors and the auditor of the company Greenhouse Singel NV .**

*Proposed resolution: The general meeting approves the financial statements of the company Greenhouse Singel NV, which was acquired by Intervest Offices & Warehouses NV as at 30 November 2022 in the framework of a transaction assimilated to a merger by absorption or a silent merger in accordance with Articles 12:7 and 12:50 of the CAC, for the period commencing as at 1 January 2022 and closed at the time of the aforementioned merger as at 30 November 2022.*

*The general meeting also grants discharge by separate vote to the directors and the statutory auditor of the company Greenhouse Singel NV, which was acquired as at 30 November 2022 by Intervest Offices & Warehouses NV in the framework of a transaction assimilated to merger by acquisition or silent merger in accordance with art. 12:7 and 12:50 CAC, which directors and auditor were in office during the period commencing as at 1 January 2022 and ended at the time of the aforementioned transaction assimilated to merger by acquisition or silent merger in accordance with articles 12:7 and 12:50 CAC as at 30 November 2022, for their actions during the aforementioned period.*

9. **Ratification of the co-option of Dirk Vanderschrick and his reappointment as a member of the Supervisory Board (\*).**

*Proposed decision: The general meeting decides to ratify the co-optation by the supervisory board dated 4 May 2022 of Dirk Vanderschrick as a member of the supervisory board to replace Marco Miserez with effect from 4 May 2022, and reappoints Dirk Vanderschrick as a member of the supervisory board.*

*The mandate of Dirk Vanderschrick will end immediately after the annual general meeting to be held in the year 2026, at which it will be decided to approve the financial statements closed as at 31 December 2025.*

*The mandate of Dirk Vanderschrick will be remunerated in accordance with the remuneration set for members of the supervisory board by the general meeting.*

Dirk Vanderschrick's profile can be found in the 2022 Annual Report available on the Company's website ([www.intervest.eu/en](http://www.intervest.eu/en)).

**10. Appointment of Patricia Laureys as an independent member of the Supervisory Board (\*).**

Proposed decision: *The general meeting appoints Patricia Laureys as an independent member of the supervisory board. The mandate of Patricia Laureys ends immediately after the annual general meeting to be held in the year 2026, at which it will be resolved to approve the annual accounts closed as at 31 December 2025.*

*The mandate of Patricia Laureys will be remunerated in accordance with the remuneration set for members of the supervisory board by the general meeting.*

Patricia Laureys meets the independence criteria of article 7:106 (j° 7:87) of the Companies and Associations Code and of provision 3.5 of the Belgian Corporate Governance Code 2020.

Patricia Laureys' profile is available on the Company's website (<https://www.intervest.eu/en/shareholders-meeting>).

*The general meeting establishes that the supervisory board of the Company is thus and with effect from today composed as follows:*

- *Ann Smolders, independent member of the supervisory board (end of mandate: immediately after the annual general meeting held in the year 2024 to approve the financial statements closed as at 31 December 2023);*
- *Johan Buijs, member of the supervisory board (end of mandate: immediately after the annual general meeting held in the year 2024 to approve the annual accounts closed as at 31 December 2023);*
- *Marleen Willekens, independent member of the supervisory board (end of mandate: immediately after the annual general meeting held in the year 2025 to approve the annual accounts closed as at 31 December 2024);*
- *Marc Peeters, independent member of the supervisory board (end of mandate: immediately after the annual general meeting held in the year 2025 to approve the annual accounts closed as at 31 December 2024);*
- *Dirk Vanderschrick, member of the supervisory board (end of mandate: immediately after the annual general meeting held in the year 2026 to approve the annual accounts closed as at 31 December 2025);*
- *Patricia Laureys, independent member of the supervisory board (end of mandate: immediately after the annual general meeting held in the year 2026 to approve the annual accounts closed as at 31 December 2025).*

## 11. Adjustment of remuneration of supervisory board members.

*Proposed resolution: The general meeting decides to fix, as from the financial year commencing 1 January 2023 and until further notice, the remuneration of the members of the supervisory board as follows and to adjust the remuneration policy accordingly:*

- 1) A fixed annual fee, in particular (i) a fixed annual fee of € 60.000 for the chairman of the supervisory board, (ii) a fixed annual fee of € 30.000 for each of the other members of the supervisory board and (iii) a fixed annual fee of € 5.000 for the chairman of the audit and risk committee, the chairman of the nomination and remuneration committee and the chairman of the investment committee
- 2) Seat tokens, in particular, (i) a seat token in the amount of € 1.000 per member of the Supervisory Board and per session of the Supervisory Board, (ii) a seat token in the amount of € 1.000 per member of the audit and risk committee and per session of the audit and risk committee, (iii) an attendance fee in the amount of € 1.000 per member of the nomination and remuneration committee and per session of the nomination and remuneration committee, and (iv) an attendance fee in the amount of € 1.000 per member of the investment committee and per session of the investment committee, whereby attendance fees are only due for physical meetings, conference calls or other remote meetings and the members cannot claim any expenses, such as mileage allowance, restaurant expenses, etc. unless prior written approval was given by the chairman of the supervisory board in the context of an exceptional assignment.

The current remunerations of the members of the supervisory board and of the specialised committees set up in the lap of the supervisory board, were previously approved at the annual general meeting of 29 April 2020. The supervisory board invited the nomination and remuneration committee to commission a benchmark analysis to assess the competitiveness of the remuneration (both in terms of level and structure) of the members of the supervisory board and specialised committees. The comparison was made with a sample covering all BELMID companies. The changes proposed above correspond to a more competitive positioning compared to the median of this sample (given the significant time commitment of specific functions) and bring the structure more in line with market practice.

## 12. Approval in accordance with section 7:151 CAC

In the framework of the financing of the Company's activities, Intervest Offices & Warehouses NV entered into additional (re)financing agreements in 2022, namely, (i) a revolving credit for an amount of € 40.000.000 between the Company as borrower and ABN Amro as lender, (ii) two roll over credits by means of fixed term advances for an amount of € 15.000.000 each between the Company as borrower and Belfius Bank NV as lender, (iii) an additional credit for an amount of € 25.000.000 under the Green Finance Framework between the Company as borrower and ING Belgium NV as lender, (iv) an issue of a green bond for € 45.000.000 also under the Green Finance Framework, (v) a US private placement for an amount of € 50.000.000 with a US insurer as lender and the Company as borrower; (i) to (v) are together referred to hereinafter as the "Financing Agreements".

*Proposed resolution: The general meeting agrees, with the application of Section 7:151 of the Companies and Associations Code that certain provisions of the Financing Agreements grant rights to third parties that affect the Company's assets, or create a debt or liability against the Company, the exercise of which is conditional upon a change of control (as defined in the respective Financing Agreements) over (or a public takeover bid for) the Company.*

**THE EXTRAORDINARY GENERAL MEETING HAS THE FOLLOWING AGENDA :**

**I. RENEWAL OF THE AUTHORISATION OF AUTHORISED CAPITAL (\*)**

1. Perusal and discussion of the special report of the supervisory board in accordance with Article 7:199 CAC on the renewal and extension of the authorised capital, describing the special circumstances in which the authorised capital may be used and setting out the purposes hereby pursued (\*).

*As this is a mere perusal, no decision needs to be taken by the a general meeting. Consequently, no proposal for a resolution has been included in this notice regarding this agenda item.*

2. Proposed decision: *The extraordinary general meeting decides, subject to approval by the FSMA, to replace the authorisation granted to the supervisory board by the extraordinary general meeting of 13 May 2019 by a new authorisation to increase, during five years from the publication of this resolution in the Annexes to the Belgian Official Gazette, the capital on one or more occasions under the conditions set out in the aforementioned report and to amend article 7 of the articles of association ("Authorised capital") accordingly.*

*In doing so, the supervisory board is authorised to increase the capital, in one or more increments up to a maximum amount of:*

- (a) *50% of the amount of the capital on the date of the extraordinary general meeting that proceeds to approve the authorisation, for public capital increases by way of cash contributions providing for the possibility of the exercise by the Company's shareholders of the legal preferential right or irreducible allocation right;*
- (b) *20% of the amount of capital on the date of the extraordinary general meeting proceeding to approve the authorisation for capital increases in connection with the distribution of an optional dividend;*
- (c) *10% of the amount of capital on the date of the extraordinary general meeting proceeding to approve the authorisation for capital increases by (i) contribution in kind (other than as referred to in paragraph (b) above), (ii) contribution in cash without the possibility of exercise by the Company's shareholders of the preferential right or irreducible allocation right, or (iii) any other form of capital increase,*

*provided that the capital under the authorised capital will not be able to be increased by an amount higher than the amount of the capital on the date of the extraordinary general meeting.*

*The authorised capital cannot be used after the Company was notified by the Financial Services and Markets Authority (FSMA) of a public offer to purchase its securities.*

It is noted that if none of the proposed resolutions under this item are approved by the general meeting, existing authorisations will be preserved.

3. Proposed resolution: *The extraordinary general meeting decides to amend article 7 of the articles of association ("Authorised capital") to bring it in line with the decisions taken under agenda item 2 of this extraordinary general meeting, by replacing the first paragraph of article 7 entirely with:*

*" The supervisory board is authorised to increase the capital in one or more times by an amount of:*  
*(i) [ to be completed: 50% of the amount of the capital on the date of the extraordinary general meeting of 26 April 2023 [or, in the case of a carens meeting: 24 May 2023], rounded down to the euro cent] (a) if the capital increase to be realised is a capital increase by cash contribution with the possibility of exercising the preferential right of the company's shareholders, or (b) if the capital increase to be realised is a capital increase by cash contribution with the possibility of exercising the irreducible allocation right (as referred to in the Law of 12 May 2014 on regulated real estate companies and amended by the Law of 2 May 2019 containing various financial provisions) of the shareholders of the company,]*<sup>1</sup>

*(ii) [ to be completed: 20% of the amount of the capital on the date of the extraordinary general meeting of 26 April 2023 [or, in the case of a carens meeting: 24 May 2023], rounded down to the euro cent] if the capital increase to be realised is a capital increase in the context of the payment of an optional dividend,]*<sup>2</sup>

*(iii) [ to be completed: 10% of the amount of the capital on the date of the extraordinary general meeting of 26 April 2023 [or, in the case of a carens meeting: 24 May 2023], rounded down to the euro cent] for all forms of capital increase other than those endorsed and approved in points (i) and (ii) above,]*<sup>3</sup>

*on the understanding that, within the framework of the authorised capital, the capital may not be increased by an amount exceeding [insert: the amount of the capital on the date of the extraordinary general meeting of 26 April 2023 [or, in the case of a carens meeting: 24 May 2023]] in total during the period of five years counting from the publication in the Annexes to the Belgian Official Gazette of the relevant authorisation resolution of the general meeting. This authorisation may be renewed."*

It is noted that if none of the proposed resolutions under this item are approved by the general meeting, existing authorisations will be preserved.

## II AUTHORISATION TO ACQUIRE OWN SECURITIES

Proposed resolution: *The extraordinary general meeting decides on the renewal of the authorisation to the supervisory board, in accordance with article 9 of the articles of association and article 7:215 et seq. CAC, without any further resolution of the general meeting, to proceed with*

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<sup>1</sup> This paragraph will be inserted in the articles of association only if the extraordinary general meeting approves the proposal under agenda item I.2.(a).

<sup>2</sup> This paragraph will be inserted in the articles of association only if the extraordinary general meeting approves the proposal under agenda item I.2.(b).

<sup>3</sup> This paragraph will be inserted in the articles of association only if the extraordinary general meeting approves the alternative proposal under agenda item I.2.(c).

*the acquisition of its own securities as described in article 9 of the articles of association, when such acquisition is necessary to safeguard the Company against a serious and imminent harm (whereby a 'serious and imminent harm' does, however, not mean a public takeover bid for securities of the Company within the meaning of article 7:202 CAC), and this for a period of three years from the publication in the Annexes to the Belgian Official Gazette of this resolution.*

It is noted that if the proposed resolution under this item is not approved by the general meeting, existing authorisations will be preserved.

### III. POWERS OF ATTORNEY AND AUTHORIZATIONS

*Proposed resolution: The extraordinary general meeting authorises the instrumenting notary to coordinate the Company's articles of association and to sign and deposit a copy thereof at the registry of the competent corporate court.*

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In order to be approved, the proposals concerning the renewal of the authorisation to the supervisory board regarding 1) the authorised capital and the related amendment of the articles of association (agenda items I.2 and I.3), and 2) the acquisition of own securities (agenda item II), the presence or representation of shareholders representing at least half of the capital (except in the case of a second extraordinary general meeting in the event that the first extraordinary general meeting does not reach the required quorum, which second extraordinary general meeting will be able to deliberate irrespective of the part of the capital represented by the shareholders present) and a majority of at least three-fourths of the votes cast at the meeting.

**If the attendance quorum would not be reached at the extraordinary general meeting as at 26 April 2023, a second extraordinary general meeting will be held as at 24 May 2023 at 10.30 am at the Company's registered office, with the same agenda.**

(\*) Subject to approval by the Financial Services and Markets Authority (FSMA), for those agenda items for which such approval is required and has not been obtained at this time.

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### Information for shareholders

Please note that all dates and hours listed below are final deadlines and will not be extended due to a weekend, legal holiday or other reasons.

### Participation in the general meeting

In accordance with Article 26 of the Articles of Association and Section 7:134 of the Code of Companies and Associations, the right to participate in and exercise voting rights at the general meeting is granted by virtue of the accounting registration of the shareholder's registered shares on the 14<sup>e</sup> day before the general meeting at midnight ('**Registration Date**'), namely as at **Wednesday 12 April 2023 at 24:00 hours**, either by their registration in the register of the Company's registered shares or by their

registration in the accounts of an authorised account holder or a settlement institution, irrespective of the number of shares held by the shareholder on the day of the general meeting.

The owners of registered shares who wish to attend the meeting must notify the Company of their intention to do so no later than the 6<sup>e</sup> day before the date of the meeting. This can be done either by letter at the Company's registered office or by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)) **no later than Thursday 20 April 2023**.

The owners of dematerialised securities must, **no later than Thursday 20 April 2023** by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)) deliver to the Company a certificate provided by the authorised account holder or by the settlement institution showing with how many dematerialised shares registered in his name in his accounts on the Registration Date, the shareholder has indicated his wish to participate in the general meeting .

### Proxy (\*)

Any shareholder may give a proxy in writing to be represented at the annual and extraordinary general meetings. A shareholder may appoint only one person as proxy. Shareholders who wish to be represented by proxy are requested to use the applicable form made available on the website (<https://www.intervest.eu/en/shareholders-meeting>). The form contains the designation of a proxy by a shareholder and is signed by that shareholder, handwritten or with a qualified electronic signature in accordance with Belgian law. The Company must receive the proxy no later than the sixth day before the date of the meeting, i.e. as at **Thursday 20 April 2023**. The proxy will be communicated to the Company by letter at the Company's registered office or by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).

### Voting form (\*)

Any shareholder may vote by correspondence. Shareholders wishing to vote by letter are requested to use the applicable form made available on the website (<https://www.intervest.eu/en/shareholders-meeting>). The voting form shall be signed by that shareholder, handwritten or with a qualified electronic signature in accordance with Belgian law. The Company must receive the voting form no later than the sixth day before the date of the meeting, i.e. as at **Thursday 20 April 2023**. The voting form will be communicated to the Company by letter at the Company's registered office or by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).

### Ability to add new topics to the agenda (\*)

One or more shareholders who together hold at least 3% of the capital may have items to be dealt with placed on the agenda of the general meeting and submit proposals for resolution in relation to the items included or to be included on the agenda, in accordance with and within the limits of the applicable regulations . The additional subjects to be dealt with or proposals for resolution must be received by the Company no later than the 22<sup>ste</sup> day before the date of the general meeting, i.e. **no later than Tuesday 4 April 2023**. These subjects/proposals for resolution may be addressed by letter to the Company's registered office or via e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).

For more information on the aforementioned rights and how to exercise them, please refer to the Company's website ([www.intervest.eu/en](http://www.intervest.eu/en)).



### Right to ask questions (\*)

Every shareholder has the right to put questions to the supervisory board and/or the Company's auditor. Questions can be asked orally during the general meeting or in writing prior to the general meeting. The Company must receive the written questions no later than the 6<sup>e</sup> day before the general meeting, i.e. **no later than Thursday 20 April 2023**. The written questions can be delivered by letter at the Company's registered office or via e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).

This year, the Company is again organising a live broadcast of the annual general meeting via a webcast. Shareholders who have both completed the formalities to participate in and exercise voting rights at the annual general meeting and registered in advance for the webcast (via the following link: [https://channel.royalcast.com/landingpage/intervest/20230426\\_1/](https://channel.royalcast.com/landingpage/intervest/20230426_1/)) will also have the opportunity to ask questions regarding the presentation at the annual general meeting which will be webcast. The Company should receive the questions by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)) 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 office to the members of the supervisory board and/or the Company's auditor, who will answer the questions directly.

For more information on the aforementioned rights and how to exercise them, please refer to the Company's website ([www.intervest.eu/en](http://www.intervest.eu/en)).

### Documents available

The above reports, documents and forms will be available for consultation on the website **from 24 March 2023** ([www.intervest.eu/en](http://www.intervest.eu/en)) via the following link: (<https://www.intervest.eu/en/shareholders-meeting>). Shareholders who so wish may obtain a copy of these reports and documents free of charge by sending a request no later than 20 April 2023 by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).

If you wish to obtain more information regarding this general meeting or the procedure for attending this meeting, you can always contact Kevin De Greef on 0032 3 287 67 67 or by e-mail: [AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu).

*(\*) Shareholders are kindly requested to deliver the signed proxy or voting form, as well as any additional issues to be considered or proposals for resolution and any written questions to the Company preferably by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).*

The supervisory board