



**LEASINVEST REAL ESTATE**  
Limited partnership by shares  
Public regulated real estate company under Belgian law  
Route de Lennik 451, 1070 Brussels (Anderlecht)  
Company number: 0436.323.915  
[www.leasinvest.be](http://www.leasinvest.be)  
(the "Company")

## **ORDINARY GENERAL MEETING OF 18 MAY 2020**

The manager-legal person of the Company (the "Manager") informs the shareholders of the Company that the annual general meeting of the Company shall be held at the office of the Manager at **2000 Antwerp, Schermersstraat 42, on Monday 18 May 2020 at 16.00h (4.00 PM)**.

### **COMMUNICATION TO THE SHAREHOLDERS**

Against the background of the COVID-19 pandemic and of the actual government measures in order to combat and to restrict the pandemic, has been decided to keep the annual meeting of 18 May 2020 behind closed doors. This way the Manager aims to protect as much as possible the health of its shareholders, its directors, its auditor and its staff.

Before the meeting takes places, all shareholders shall be given the possibility to ask questions by written and to vote at distance or by proxy with voting instructions to the secretary of the meeting, according to the rules set out in the notice.

As usual, the Company shall make available on its website the minutes of the annual meeting at the end of the meeting. The written answers to the written questions received by the Company shall be added as attachment to the minutes and shall be published previously to the meeting on the website [www.leasinvest.be](http://www.leasinvest.be) under the item 'Investor relations' – General meeting.

The Company monitors closely the events and the government measures, that include also those related to the organisation of general meetings, and shall inform the shareholders by means of a press release and on its website about possible additional measures or guidelines regarding the date, the location, the participation and the organisation of the annual meeting.

## AGENDA

1. **Acknowledgement of the annual report of the Manager with regard to the statutory and consolidated financial statements per 31 December 2019.**
2. **Acknowledgement of the report of the auditor with regard to the statutory and consolidated financial statements per 31 December 2019.**
3. **Approval of the remuneration report with regard to the financial year closed at 31 December 2019, which is a specific part of the annual report.**  
Proposed decision: The general meeting approves the remuneration report with regard to the financial year closed at 31 December 2019.
4. **Acknowledgement of the consolidated financial statements closed at 31 December 2019.**
5. **Approval of the statutory financial statements closed at 31 December 2019 and appropriation of the result.**  
Proposed decision: the general meeting approves the statutory financial statements per 31 December 2019, including the appropriation of the result, i.e. 49,826,140 € to appropriate as follows:
  - 18,711,259 € to add to the reserves;
  - 31,114,881 € to distribute as dividend, namely a gross dividend of 5.25 € per share and net, free of 30% withholding tax, of 3.675 € per share to the 5,926,644 shares entitled to dividends, upon presentation of coupon no 25.
6. **Discharge to the Manager and to the permanent representative of the Manager.**  
Proposed decision: the general meeting gives discharge, by separate vote, to the Manager, and to its permanent representative (Mr. Michel Van Geyte) for the exercise of their mission in the course of the financial year 2019.
7. **Discharge to the auditor.**  
Proposed decision: the general meeting gives discharge to the auditor Ernst & Young Bedrijfsrevisoren, represented by Mr Joeri Klaykens, for the exercise of his audit mission in the course of the financial year 2019.
8. **Approval of the financial statements of the company “CARVER BV”, absorbed by the Company on 31 December 2019, for the financial year closed at 31 December 2019.**  
Proposed decision: the general meeting approves the financial statements of the company “CARVER BV” for the financial year closed at 31 December 2019.
9. **Discharge to the directors of the company “CARVER BV”**  
Proposed decision: the general meeting gives discharge to the directors of the company “CARVER BV” for the exercise of their mission during the financial year that closed at 31 December 2019.
10. **Discharge to the auditor of the company “CARVER BV”**  
Proposed decision: the general meeting gives discharge to the auditor of the company “CARVER BV” for the exercise of his mission during the financial year closed at 31 December 2019.
11. **Approval of the financial statements of the company “NEIF MONTOYER BV”, absorbed by the Company on 31 December 2019, for the financial year closed at 31 December 2019.**  
Proposed decision: the general meeting approves the financial statements of the company “NEIF MONTOYER BV” for the financial year closed at 31 December 2019.
12. **Discharge to the directors of the company “NEIF MONTOYER BV”**  
Proposed decision: the general meeting gives discharge to the directors of the company “NEIF MONTOYER BV” for the exercise of their mission during the financial year that closed at 31 December 2019.

### 13. Discharge to the auditor of the company “NEIF MONTOYER BV”

Proposed decision: the general meeting gives discharge to the auditor of the company “NEIF MONTOYER BV” for the financial year closed at 31 December 2019.

### 14. Approval of the provisions that grant rights to third parties in case of change of control

Proposed decision: approval, in accordance with article 7:151 of the Code of companies and associations and with the (old) article 556 of the Company Code, of certain clauses in the bond issued by the Company on 28 November 2019 with final due date on 28 November 2026 for an amount of € 100,000,000 for a fixed interest rate of 1,95%. These clauses determine a.o.: “If a Change of Control occurs (a Put Redemption Event, where, for the definition of Change of Control Put Exercise Period, the relevant date is the date on which the Change of Control occurs), each Bondholder will be entitled to require the Issuer to redeem all or part of the Bonds of such Bondholder on the Change of Control Put Date at the Put Redemption Amount.”

### 15. Miscellaneous

#### PRACTICAL INFORMATION

##### **CONDITIONS FOR PARTICIPATION TO AND FOR VOTING AT THE GENERAL MEETING**

Shareholders can only participate to the annual meeting and execute their voting rights, if the following two conditions are met:

- (i) based on the evidence submitted in application of the registration procedure described below, the Company must be able to determine that the concerned shareholder effectively possessed the number of shares with which he/she wants to participate to the annual meeting on **Monday 4 May 2020 at 24h00** (midnight, Belgian time), (the “**Registration date**”).
- (ii) at the latest on Thursday **14 May 2020** the concerned shareholder needs to explicitly confirm his intention to the Company to participate to the annual meeting.

These conditions have to be met in accordance with the formalities described below.

Registered shareholders have the right to participate to and vote at the annual meeting, provided that:

- (i) the shares with which they want to participate are effectively inscribed at their name in the register of nominative shares of the Company on **4 May 2020** (‘the Registration date’); and
- (ii) that they have confirmed the Company in writing (by e-mail, by ordinary letter or by fax) their participation, mentioning the number of shares with which they wish to participate to this annual meeting, and this, at the latest on **14 May 2020**. As confirmation of participation, one needs only to send the signed voting form or signed proxy as mentioned below.

Holders of dematerialized shares have the right to participate to and vote at the annual meeting, provided that:

- (i) the shares with which they want to participate are effectively registered at their name in the accounts of an authorized account holder or a clearing organisation at the Registration date, **4 May 2020**, that must deliver a **certificate** stating how many shares are registered in their accounts, in the name of the concerned shareholder, at the Registration date, and with which the concerned shareholder has indicated wishing to participate to the annual meeting; the possession of the shares at the Registration date is proven based on the confirmation of the authorized account holder or clearing organisation or Bank Delen, communicated to the Company; and

(ii) the aforementioned certificate has been transmitted to the Company at the latest on **14 May 2020**, with a confirmation in writing of the number of shares with which is participated to the annual meeting, by transmitting the signed voting form or the signed proxy as mentioned below.

#### **VOTE BY CORRESPONDENCE**

Each shareholder meeting the aforementioned conditions for admittance (registration and confirmation procedure) is entitled to vote by correspondence previously to the annual meeting, via the **voting form** made available to this effect on [www.leaseinvest.be](http://www.leaseinvest.be) or at the administrative office of the Company in 2000 Antwerp, Schermersstraat 42.

This voting form should be received by written by the Company, by sending an e-mail ([legal@leaseinvest.be](mailto:legal@leaseinvest.be)) or a mail (to 2000 Antwerp, Schermersstraat 42).

The completed and signed voting form has to be received by the Company at the latest on **14 May 2020**.

We kindly remind you that in order to vote validly by correspondence, you should mention clearly your choice of voting or abstention in the voting form.

#### **REPRESENTATION VIA PROXY**

Each shareholder meeting the aforementioned conditions for admittance (registration and confirmation procedure) can be represented at the annual meeting by the secretary of the meeting, via the **proxy form** made available to this effect on [www.leaseinvest.be](http://www.leaseinvest.be) or at the administrative office of the Company in 2000 Antwerp, Schermersstraat 42.

The notification of the proxy to the Company has to be done in writing, by sending an e-mail ([legal@leaseinvest.be](mailto:legal@leaseinvest.be)) or by ordinary letter to 2000 Antwerp, Schermersstraat 42.

The completed and signed proxy form has to be received by the Company at the latest on **14 May 2020**.

As the proposed proxy holder may potentially fall under the application of article 7:143 of the Belgian Code of Companies and Associations regarding conflicts of interest, you should indicate for every proposed decision your specific voting instructions.

#### **ENTITLEMENT TO AMEND THE AGENDA**

One or more shareholders owning jointly at least 3% of the registered capital of the Company, can add agenda items to be treated to the agenda of the annual meeting and can propose resolutions with regard to existing agenda items or those to be added.

To exercise this right, the concerned shareholder has to:

- (i) prove effectively owning 3% of the capital (in one of the above-mentioned ways for participating to the general meeting) at the date of their submission of an agenda item or proposed resolution; and
- (ii) register the concerned shares representing the required shareholding at the Registration date, proof of the shareholding is being given based on a certificate of inscription of the related shares in the register of nominative shares, or based on a certificate drawn up by an authorized account holder or a clearing organisation stating that the concerned number of dematerialised shares is registered in the account of the concerned shareholder(s).

This request has to be in possession of the Company, in writing, at the latest on **Sunday 26 April 2020**, mentioning an e-mail or postal address whereto the Company can send a receipt within a term of 48 hours as from the reception of the request.

Should the case arise, the Company will publish an amended agenda of the annual meeting at the latest on **Saturday 2 May 2020**. At the same time amended proxy and voting forms will be made available on the Company website. All previously submitted proxies and voting forms remain valid for the agenda items that were already mentioned. As an exception to the preceding, for the introduced agenda items of the annual meeting for which new resolutions have been introduced, the proxy holder can deviate from the potential instructions of the share-

holder he represents, if the execution of those instructions could prejudice the interests of the shareholder. The proxy holder has to inform the shareholder of this. The proxy has to mention if the proxy holder is authorized to vote on newly introduced agenda items to be treated at the annual meeting, or whether he should abstain from voting.

#### **RIGHT OF INTERPELLATION**

The shareholders that satisfy the conditions for admittance, are entitled to submit written questions before the annual meeting to the Manager and to the auditor, with regard to the annual report or the agenda items respectively the auditor's report.

These questions shall be answered, as far as the concerned shareholder meets the above-mentioned conditions for admittance to the annual meeting and as far as the written questions have been received by the Company at the latest on **14 May 2020**. These questions can be sent to the Company by e-mail, fax or mail. The written questions and answers shall be published on 18 May 2020 after the general meeting on the website as attachment to the minutes and shall be previously to the meeting published on the website [www.leasinvest.be](http://www.leasinvest.be) under 'Investor relations' – General meeting.

#### **AVAILABILITY OF DOCUMENTS**

All relevant information related to the annual meeting is available on the company website [www.leasinvest.be](http://www.leasinvest.be).

All documents regarding the annual meeting that should be available according to law can also be consulted at the administrative office of the Company (2000 Antwerp, Schermersstraat 42). This is however only possible after appointment (see below contact details).

Every shareholder may at his/her sole request obtain a free copy of the documents and reports related to the annual meeting.

#### **Contact details for the forms to be sent, for written requests, practical questions or making an appointment:**

E-mail: [legal@leasinvest.be](mailto:legal@leasinvest.be)  
Phone: +32 (0)3 241 53 83  
Fax: +32 (0)3 237 52 99  
Address: Schermersstraat 42, 2000 Antwerp