



Joint stock company,
(listed on Euronext Brussels)

Rue de la Régence 58 - 1000 Brussels
Register of Corporate Bodies - Brussels
VAT: BE 0405.966.675

Ordinary General Meeting

The Shareholders as well as the Bondholders are invited to attend the Ordinary General Meeting which will be held on **Thursday 21st April 2022 at 10 am**, at The Merode, Place Poelaert 6, 1000 Brussels with the Agenda mentioned below.

In view of the current limited Covid-19 measures, it is now possible to meet physically again and therefore Immobel is pleased to welcome its Shareholders in person to its Ordinary General Meeting. As in previous years, the opportunity remains for Shareholders to participate by letter or by proxy and to submit written questions prior to the meeting.

In order to facilitate the preparation of the attendance list, Shareholders are requested to arrive at least 30 minutes before the start of the meeting, i.e. at 9.30 a.m.

Please note that on the date of the Ordinary General Meeting, new governmental measures may be applicable that may require Immobel to deny access to the Meeting to Shareholders or their proxy holders who wish to attend in person, in order to ensure the health and safety of its Shareholders (or proxy holders) and of its Co-workers.

Any needed changes as a result of a modified situation due to the Covid-19 pandemic and/or new government measures, will be communicated through press release and the Company's website (www.immobelgroup.com).

A. Agenda

1. Presentation of the Reports of the Board of Directors and of the Statutory Auditor as well as the Consolidated Annual Accounts.
2. Approval of the Annual Accounts at December 31st, 2021:
 - *Proposal to approve the Annual Accounts as per December 31st, 2021.*
 - Appropriation of the Result.
 - *Proposal to distribute a gross dividend of 3.05 EUR per share in circulation.*
 - *Proposal to allocate up to 1% of the consolidated net profit, i.e. 921,500 EUR, to charities.*
 - *Proposal to appropriate the balance of the profit to be carried forward, being 112,577,412.82 EUR, to the next financial year.*
3. Discharge the Directors for the financial year 2021:
Proposal to give discharge to the Directors for the financial year closing at December 31st, 2021.
4. Discharge the Statutory Auditor for the financial year 2021:
Proposal to give discharge to the Statutory Auditor for the financial year closing at December 31st, 2021.
5. Approval of the Remuneration Report on the financial year 2021:
Proposal to approve the Remuneration Report on the financial year 2021 related to the remuneration paid to the Directors and Management.

6. Approval of the Remuneration Policy for the period 2022 – 2026:
Proposal, according to Article 7:89/1, § 3 of the Code of Companies and Associations, to approve the revised Remuneration Policy for the period 2022 - 2026.
7. Appointments:
 - 7a. *Proposal, after co-optation, to appoint permanently as Independent Director:*
 - *Patrick ALBRAND, in order to complete the mandate of Karin KOKS – VAN DER SLUIJS, until 17 February 2022; and*
 - *the company SKOANEZ SAS, represented by Patrick ALBRAND as permanent representative, in order to complete the mandate of Patrick ALBRAND until the Ordinary General Meeting to be held in 2024.*
 - Renewal mandate Directors:
 - 7b. *Proposal to renew the Executive Director's mandate of the company A³ Management BV, represented by Marnix GALLE as permanent representative for a period of 4 year, taking an end after the Annual General Meeting of 2026.*
 - 7c. *Proposal to renew the Independent Directors' mandate of the company A.V.O.-MANAGEMENT BV, represented by Annick VAN OVERSTRAETEN as permanent representative for a period of 4 year, taking an end after the Annual General Meeting of 2026.*
8. Independence of Directors:
In view of the independence criteria set out in Article 7:87, § 1 of the Companies and Associations Code, proposal to confirm
 - *8.a the mandate of the company A.V.O.-MANAGEMENT BV, represented by Annick VAN OVERSTRAETEN as permanent representative, in its capacity as independent director within the meaning of Article 7:87, § 1 of the Code of Companies and Associations, which has declared that it meets the independence criteria.*
 - *8.b the mandate of Patrick ALBRAND in his capacity as independent director within the meaning of Article 7:87, §1 of the Code of Companies and Associations, who has declared that he meets the independence criteria;*
 - *8.c the mandate of the company SKOANEZ SAS, represented by Patrick ALBRAND, as permanent representative, in its capacity as independent director within the meaning of Article 7:87, § 1 of the Code of Companies and Associations, which has declared that it meets the independence criteria.*
9. Approval change of control clause:
Proposal to approve and, insofar as required, ratify the change of control provision included in condition 6.6(a) of the terms and conditions of the base prospectus, as amended by article 1.3 of Supplement No. 1 to the base prospectus dated 19th October 2021 (the "Supplement") regarding the Euro Medium Term Note programme of ImmoBel SA/NV, in accordance with article 7:151 of the Companies and Associations Code.
10. Miscellaneous.

B. Formalities

I. Conditions for admission to the Annual General Meeting

- To exercise their rights at this General Meeting the Shareholders must comply with the two following rules:

- Record date

In accordance with article 29 of the Articles of Association, the right to participate in a General Meeting and exercise voting rights is subject to the registration of the shares on behalf of the Shareholder the fourteenth day before the General Meeting at 24:00 hours (Belgian time), i.e. on **Thursday April 7th, 2022** ("*Record Date*"), either by their inscription on the register of Shareholders of the Company, either by being placed in the accounts of an authorized account holder or a settlement body, without taking into account the number of shares held by the Shareholder on the day of the General Meeting.

Only persons who are Shareholders on the Record Date are entitled to participate in and vote at the Shareholders' Meeting.

- Notification

Furthermore, Shareholders wishing to participate this General Meeting are invited, no later than **Friday April 15th, 2022**:

- holders of dematerialized shares:

to produce a certificate issued by their financial intermediary or certified accountant, as applicable, mentioning the number of dematerialized shares registered in the name of the Shareholder in its accounts on the record date and for which the Shareholder intends to participate at the General Meeting, at the headquarters office or at the offices of the banks: BNP PARIBAS FORTIS, ING BELGIQUE, KBC BANK and BANQUE DEGROOF PETERCAM.

- holders of registered shares:

to notice to the Company by e-mail their intention to participate at the General Meeting.

II. **Right to add Agenda items and file resolution proposals**

One or more Shareholders holding together at least 3% of the share capital of the Company may add items to the Agenda of the Annual General Meeting and may file resolution proposals relating to items already on or to be added on the Agenda; these notifications should arrive the Company in writing no later than **Wednesday March 30th, 2022**.

In any such case the Company will publish a revised Agenda no later than **Wednesday April 6th, 2022**.

III. **Right to ask questions**

Barring the right of the Shareholders to submit questions at the Shareholders' Meeting, they may also ask written questions to the Board of Directors and to the Statutory Auditor prior to the Annual General Meeting by notifying such questions to the Company no later than **Friday April 15th, 2022**.

Written questions of a Shareholder will only be considered if the Shareholder has complied with the registration and notification procedure as indicated above.

IV. **Powers of attorney – Vote by correspondence**

Shareholders who wish to vote by proxy or by correspondence are invited to use the forms approved by the Board of Directors made available by the Company and should return them duly completed and signed at the registered office of the Company.

These documents must be sent to the Company by any means, including by sending an e-mail with a scanned or photographed copy of the form or the completed and signed power of attorney.

A sample of these forms may be obtained upon request at the registered office of the Company and may also be downloaded on www.immobelgroup.com, under "Shareholders" followed by the heading "Shareholders Meetings".



The registered Shareholders who don't wish to attend the General Meeting in person but want to vote by proxy or by correspondence must complete the form joined at their individual notice and notify it to the Company no later than **Friday April 15th, 2022**. The owners of dematerialized shares who want to vote by proxy or by correspondence must complete the form available on the website and notify it, together with their certificate, to one of the above-mentioned banking institutions or to the registered office within the same term.

V. Company Addresses – Documents – Information

All notifications referred to in the present notice must be addressed to the following address:

IMMOBEL SA
Att. Joëlle Micha, Head of Corporate Affairs
Rue de la Régence 58, BE-1000 Brussels
Belgium

e-mail: joelle.micha@immobelgroup.com

All documents required for the Annual General Meeting and other information are available at the www.immobelgroup.com website; the online version of the 2021 Annual Report is also available at <https://www.immobelgroup.com/en/annual-report-2021>.

For the Board of Directors,

PIERRE NOTHOMB SRL
Director
(represented by Pierre NOTHOMB)

A³ MANAGEMENT SRL
Executive Chair of the Board
(represented by Marnix GALLE)