



## Notice of second extraordinary general meeting of 24 May 2023

As the required attendance quorum was not reached at the first extraordinary general meeting as at 26 April 2023, the shareholders, members of the supervisory board and statutory auditors are again invited to a second extraordinary general meeting of Intervest Offices & Warehouses NV (hereinafter the 'Company') to be held on **Wednesday 24 May 2023 at 10.30 a.m.** at the Company's registered office, which will validly deliberate and decide on the same agenda and proposed resolutions.

In accordance with Article 7:153 of the Companies and Associations Code, this second extraordinary general meeting will be able to deliberate validly regardless of the proportion of capital represented by the shareholders present.

### 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 general meeting. Consequently, no proposal for a resolution is included in this notice regarding this agenda item.*

2. Proposed resolution: *The extraordinary general meeting decides 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 a period of 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, on one or more occasions, 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 the 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 filled in: 50% of the amount of 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 subscription 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 company's shareholders,]"<sup>1</sup>*

*(ii) [to be filled in: 20% of the amount of 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 distribution of an optional dividend,]"<sup>2</sup>*

*(iii) [to be filled in: 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>*

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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 proposal under agenda item I.2.(c).

*on the understanding that, within the framework of the authorised capital, the capital may not be increased by an amount higher than [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 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 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 disadvantage (whereby a "serious and imminent disadvantage", however, does 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 AUTHORISATIONS

*Proposed resolution: The extraordinary general meeting authorises the instrumenting notary public 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), require a majority of at least three-fourths of the votes cast at the meeting.

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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 extraordinary general meeting

In accordance with Article 26 of the Articles of Association and Article 7:134 of the Code of Companies and Associations, the right to participate in and exercise voting rights at the extraordinary 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 extraordinary general meeting at midnight (**'Registration Date'**), namely on **Wednesday 10 May 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 extraordinary 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 18 May 2023**.

The owners of dematerialised securities must, **no later than Thursday 18 May 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 account on the Registration Date, the shareholder has indicated his wish to participate in the general extraordinary meeting.

### Proxy (\*)

Any shareholder may give a proxy in writing to be represented at the extraordinary general meeting. 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 original proxy form signed on the occasion of the extraordinary general meeting of 26 April 2023 is also valid for the extraordinary general meeting of 24 May 2023. The Company must receive the signed proxy form no later than the sixth day before the date of the meeting, i.e. on **Thursday 18 May 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 can 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 original voting form signed on the occasion of the extraordinary general meeting of 26 April 2023 is also valid for the extraordinary general meeting of 24 May 2023. The Company must receive the signed voting form no later than the sixth day before the date of the meeting, i.e. as at **Thursday 18 May 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)).

### **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 extraordinary general meeting or in writing prior to the extraordinary general meeting. The Company must receive the written questions no later than the 6<sup>e</sup> day before the extraordinary general meeting, i.e. **no later than Thursday 18 May 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)).

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 ([www.intervest.eu/en](http://www.intervest.eu/en)) **from 5 May 2023** via the following link: ([www.intervest.eu/en/shareholders-meeting](http://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 18 May 2023 by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).

If you wish to obtain more information regarding this extraordinary 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 and any written questions to the Company by e-mail ([AlgemeneVergadering@intervest.eu](mailto:AlgemeneVergadering@intervest.eu)).*

The supervisory board