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Memorandum of Information dated 9 May 2014

regarding the optional dividend

option period from 9 May through 26 May 2014

The general meeting of the limited liability company Interinvest Offices & Warehouses SA (hereinafter "the Company") decided on 30 April 2014 to pay a gross dividend of € 1,53 (rounded) per share for the 2013 financial year (€ 1,1475 net, i.e. after deduction of withholding tax at the rate of 25 %). In this context, the board of directors of Interinvest Offices & Warehouses SA decided on 5 May 2014 to offer the shareholders of Interinvest Offices & Warehouses SA an option, by way of optional dividend, in which the debt arising from the decision to distribute profit be contributed, in return for the issue of new shares (in addition to an option to receive the dividend in cash and to an option to combine two previous options).

This Information Memorandum is intended for the shareholders of Interinvest Offices & Warehouses SA and offers information about the number and nature of the new shares and the reasons for and conditions of optional dividends. It has been drawn up in application of Article 18 §1 (e) and §2 (e) of the Prospectus Act of 16 June 2006.

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No government has expressed its position on this Information Memorandum. No government has assessed the timeliness and quality of this transaction, nor the situation of the persons implementing it.

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I. OVERVIEW OF THE MAIN CHARACTERISTICS OF THE OPTIONAL DIVIDEND

1. OPTIONS FOR THE SHAREHOLDER

In the context of the optional dividend, the shareholder can choose between:

- ✓ contribution of his or her dividend rights to the capital of the company, in exchange for new
- ✓ shares;
- ✓ payment of the dividend in cash; or
- ✓ a combination of the two previous options.

2. ISSUE PRICE AND RATIO

The issue price per new share amounts to € 20,08.

To obtain two new shares, the net dividend rights of 35 number 15 coupons must be contributed.

3. OPTION PERIOD

Start of option period: Friday, 9 May 2014

End of option period: Monday, 26 May 2014 at 16:00 (CET)

With regard to the choice to be made, the board of directors wishes to bring to the attention of shareholders that the interim report on the quarterly figures as at 31 March 2014 was published, as set out in the financial calendar, on Tuesday, 6 May 2014 before opening of trading.

Shareholders who have expressed no choice during the option period in terms of the method provided will in any event receive the dividend in cash.

4. NUMBER OF NEW SHARES TO BE ISSUED

A maximum of 824.284 new shares will be issued.

5. AMOUNT OF THE CAPITAL INCREASE

Taking into account the number of shares issued (14.424.982), the ratio for the issue of new shares (35 no. 15 coupons in exchange for two new shares) and the par value of one existing share (i.e. € 9,1124209228), the maximum capital increase amounts to € 7.511.222,77, represented by a maximum of 824.284 new shares.

The total maximum issue price of the new shares amounts to € 16.551.622,72 - consisting of a capital increase of € 7.511.222,77 and an issue premium of € 9.040.399,95.

This decision to increase the capital is still subject to the suspensive condition that, between 5 May 2014 (the date of the decision by the board of directors) and 26 May 2014 (the last day of the option period), the share price of Intervest Offices & Warehouses SA does not significantly rise or fall on Euronext Brussels relative to the average price on the basis of which the issue price was fixed by the board of directors and that between 5 May 2014 and 26 May 2014 (i.e. last day of the option period) no extraordinary event of a political, military, economic or social nature occurs, such that the economy and/or the securities markets were significantly affected.

6. WHO CAN SUBSCRIBE?

Each shareholder having a sufficient number of no. 15 coupons attached to shares of the same class qualifies. Shareholders who do not have the necessary number of dividend rights to subscribe to at least two shares will receive their dividend rights in cash. It is not possible to acquire additional no. 15 coupons. The contribution of dividend rights cannot be supplemented by a contribution in cash.

7. HOW TO SUBSCRIBE?

Shareholders who wish to contribute their dividend rights (in whole or in part) to the capital of the Company in exchange for new shares should contact:

- ✓ the Company, as regards registered shares;
- ✓ the financial institution that manages the shares, as regards dematerialised shares.

8. CAPITAL INCREASE AND PAY-OUT

The completion of the capital increase and the issue of new shares will be implemented on 28 May 2014. As of 2 June 2014, dividends will be paid in cash.

Number 15 coupons, attached to shares of the same class, which have not been contributed, with a view to participation in the capital increase, in the prescribed manner by 16:00 (CET) on 26 May 2014 cannot carry rights to new shares thereafter.

9. STOCK EXCHANGE LISTING

As of 3 June 2014, the new shares, with coupon no. 16 attached, will be admitted for trading on Euronext Brussels.

10. PROFIT PARTICIPATION

New shares, with coupon no. 16 attached, issued in the context of the capital increase, participate in the profit as of 1 January 2014.

II. FURTHER INFORMATION

1. INTRODUCTION

The general meeting of Intervest Offices & Warehouses SA approved a gross dividend of € 1,53 (rounded) gross (€ 1,1475 net, i.e. after deduction of withholding tax at a rate of 25 %) per share on 30 April 2014.

The board of directors of Intervest Offices & Warehouses SA decided on 5 May 2014 to offer the shareholders an option in which the debt arising from the decision to distribute profit be contributed in the Company's capital, in return for the issue of new shares (in addition to an option to receive the dividend in cash).

The board of directors will, in the context of the authorised capital, proceed to increase the registered capital by contribution in kind of the net dividend claim (i.e. € 1,1475 net, per share, after deduction of withholding tax at the rate of 25 %) by shareholders who have opted to receive shares in exchange

for the (full or partial) contribution of their dividend rights. The specific conditions and terms for this transaction are described in more detail below.

2. OFFER

In the context of the dividend for the 2013 financial year, the Company offers shareholders the following choices:

- ✓ contribution of the net dividend claim to the Company's capital, in exchange for new shares; or
- ✓ payment of the dividend in cash; or
- ✓ a combination of the two previous options.

3. DESCRIPTION OF THE TRANSACTION

Shareholders who wish to opt for the (whole or partial) contribution of their dividend rights to the capital of the Company, in exchange for new shares, can subscribe to the capital increase during a defined option period (see below).

The dividend claim that is coupled to a defined number of existing shares of the same class will provide the right to two new shares, at an issue price per share that is further described in this Information Memorandum.

The title to the right to the dividend is constituted by coupon no. 15.

Only shareholders having a sufficient number of no. 15 coupons attached to shares of the same class may subscribe to the capital increase. Shareholders who do not have the necessary number of dividend rights to subscribe to at least two shares will receive their dividend rights in cash.

It is not possible to acquire additional no. 15 coupons. Coupon no. 15 will therefore not be listed or traded on the stock exchange.

It is also not possible to supplement the contribution of dividend rights with a contribution in cash. If a shareholder does not possess the required number of shares of the same class in order to subscribe to a whole number of new shares, that shareholder does not have the option of supplementing his or her contribution in kind by means of a cash contribution in order to raise his or her subscription to the next whole number of shares. In such a case, the (by definition, extremely limited) remaining balance will be paid out in cash.

If a shareholder owns shares of different classes (for example, a number of registered shares and a number of shares in dematerialised form), the dividend claims linked to these various forms of shares may not be combined to acquire a new share.

Registered shares can be exchanged for shares in dematerialised form and vice versa, also at the shareholder's own expense.

4. THE ISSUE PRICE

The issue price per new share amounts to € 20,08.

This issue price was calculated as a percentage of the average stock market share price of Intervest Offices & Warehouses SA, over a period of 10 trading days, minus the gross dividend for 2013 and with a discount.

More specifically, the issue price was calculated as follows:

$[(\text{average of the opening rates of the aforementioned 10 trading days prior to the date of the decision of the board of directors}) - (\text{gross dividend 2013 (€ 1,53)})] * [0,9648]$

a) Average share price

The average stock price of the share is the average of the opening prices for the 10 trading days prior to the decision of the board of directors on 5 May 2014 to issue the optional dividend (actually as from Wednesday 16 April 2014 till Friday 2 May 2014 included), namely € 22,34.

b) Gross dividend 2013

The gross dividend for 2013 as adopted on the annual general meeting of 30 April 2014 amounts to € 1,53.

c) Result and discount

The result of this formula is then rounded to the multiple of the net dividend of € 1,1475 that is closest to the issue price calculated in this way.

Applying an issue price per new share of € 20,08, the final discount (with regard to the average stock price minus the gross dividend, as described above) amounts to 3,52 %.

The discount on the opening price of the Intervest Offices & Warehouses SA share on Monday 5 May 2014, after deduction of the gross dividend, amounts to 4,7 %.

The Net Asset Value (the "EPRA NAV") of the Intervest Offices & Warehouses SA share as at 31 December 2013 (exclusive IAS 39 result) amounts to € 20,20; the issue price of the new shares is therefore less than the EPRA NAV.

The shareholder who does not wish to proceed to a (total or partial) contribution of his or her dividend rights in exchange for new shares will undergo a dilution of financial rights (including dividend rights and participation in the liquidation balance) and membership rights (including voting rights and preferential subscription rights) connected to his or her existing participation.

5. THE OPTION PERIOD

The option period, during which shareholders may subscribe to the capital increase, starts on 9 May 2014 and ends on 26 May 2014 at 16:00 (CET).

With regard to the choice to be made, the board of directors wishes to bring to the attention of shareholders that the interim report on the quarterly figures as at 31 March 2014 was published, as set out in the financial calendar, on Tuesday 6 May 2014 before opening of trading.

Shareholders who have expressed no choice in the prescribed manner during this period will, in any event, receive the dividend in cash.

6. CAPITAL INCREASE AND DIVIDEND PAYMENT

Implementation of the capital increase and the issue of new shares will be adopted on 28 May 2014.

Taking into account the aforementioned issue price, two newly issued shares may be subscribed and such two shares will be paid by contribution of net dividend rights in the amount of € 20,08 per share (i.e. by contribution of the net dividend rights (i.e. per share € 1,1475 net after deduction of

withholding tax at the rate of 25 %) associated with 35 existing shares of the same class, represented by coupon no. 15).

The capital increase amounts (in terms of the hypothesis that each shareholder holds an exact number of shares of the same class that entitles him or her to a whole number of new shares) to a maximum of € 7.511.222,77, as a result of the issue of a maximum of 824.284 new shares. The total maximum issue price of the new shares amounts to € 16.551.622,72.

The amount of the capital increase will equal the number of shares multiplied by the par value of the existing shares of Intervest Offices & Warehouses SA (i.e. € 9,1124209228 per share). The representative capital value of all (new and currently existing) shares of the Company will then be synchronised. The difference between the par value and the issue price will be posted as issue premium on an unavailable account which, as with the capital, will constitute a third party guarantee and cannot be reduced or cancelled without a decision of the general meeting, taken in accordance with the conditions prescribed for an amendment to the articles of association. The capital will only be increased by the amount of the (capital value of the) effective subscriptions received. If the issue is not fully subscribed, the Company reserves the right to increase the capital in the amount of the (capital value of the) subscriptions received.

The new shares will be assigned the same class as the shares already held. Shareholders may request the conversion of registered shares into dematerialised shares or vice versa after the issue, in writing, at any time and at their own cost.

As of 2 June 2014, a cash dividend will be paid to shareholders who: (i) have opted to contribute their dividend rights against issue of new shares but do not achieve the next whole number of shares (in which case the remaining balance will be paid in cash); (ii) have chosen to receive their dividend in cash; (iii) have chosen for a combination; or (iv) have expressed no choice.

Shareholders who, with regard to the withholding tax of 25 %, benefit from reduced withholding tax or are exempt from withholding tax will contribute a dividend claim of € 1,1475 per share, just as those who do not benefit from such a reduction or exemption, and the balance deriving from the reduction of or exemption from withholding tax will be paid in cash as of 2 June 2014. Shareholders in such a situation must serve the customary certificate via their financial institution to ING Bank (i.e. the financial service).

The new shares, with coupon no. 16 attached, issued as a result of this capital increase, participate in the profit as of 1 January 2014.

As of 3 June 2014, the new shares, with coupon no. 16 attached, will be admitted for trading, and can be traded on Euronext Brussels.

7. ACCOUNTABILITY OF THE TRANSACTION

The contribution in kind against claims on Intervest Offices & Warehouses SA, in the context of the optional dividend and the concomitant capital increase, improves the equity of the company and therefore its (legally defined) debt ratio. This opens the possibility for the company to implement similar, debt-financed transactions in the future and so to realise its growth objectives. The optional dividend also leads (by reason of contribution of dividend rights to the capital of the Company) to avoidance of a cash-out. In addition, it strengthens ties with the shareholders.

8. SUSPENSIVE CONDITIONS

The board of directors reserves the (purely discretionary) right to withdraw the offer if, between 5 May 2014 (the date of the decision by the board of directors) and 26 May 2014 (the last day of the option period), the share price of Intervest Offices & Warehouses SA significantly rises or falls on

Euronext Brussels relative to the average price on the basis of which the issue price was fixed by the board of directors.

The board of directors also reserves the (purely discretionary) right to withdraw the offer if, between 5 May 2014 and 26 May 2014 (the last day of the period choice) an extraordinary event of a political, military, economic or social nature occurs, such that the economy and/or the securities markets were significantly affected.

Any withdrawal of the offer will be immediately communicated to the public by means of a press release. The exercise or non-exercise of this right may never give rise to any liability on the part of Intervest Offices & Warehouses SA.

9. FINANCIAL SERVICE

Shareholders who wish to contribute their dividend rights (in whole or in part) to the capital of the Company in exchange for new shares should contact the Company, as regards registered shares or the financial institution that manages the shares, as regards dematerialised shares.

This service is free of charge for the shareholder.

The paying agent of Intervest Offices & Warehouses SA is ING Belgium.

10. COSTS

All legal and administrative costs related to the capital increase shall be borne by the Company.

Certain costs, such as those for a change of the share class, shall continue to apply for the account of the shareholder. Shareholders are advised to consult their financial institution in this case.

11. TAX CONSEQUENCES

The paragraphs below summarise the Belgian tax treatment together with regard to the optional dividend. They are based on the Belgian tax legislation and administrative interpretations applicable at the date of this Information Memorandum. This summary does not take into account, and does not cover, tax laws in other countries and does not take into account the individual circumstances of individual investors.

The information contained in this Information Memorandum should not be considered investment, legal or tax advice. Shareholders are advised to consult their own tax advisor regarding the tax implications in Belgium and in other countries within the framework of their specific situation.

The option for shareholders (i.e. the payment of the dividend in cash, the input of their dividend rights against issuance of new shares or a combination of both) has no impact on the calculation of the withholding tax. In other words, a withholding tax of 25 % will be withheld on the gross dividend of € 1,53 (rounded) (unless an exemption from or reduction of withholding tax is applicable).

Shareholders who benefit from reduced withholding tax or are exempt from withholding tax will contribute a dividend claim of € 1,1475 per share, just as those who do not benefit from such a reduction or exemption, and the balance deriving from the reduction of or exemption from withholding tax will be paid in cash as of 2 June 2014. Shareholders in such a situation must serve the customary certificate via their financial institution to ING Bank (i.e. the financial service).

12. INFORMATION MADE AVAILABLE

In principle, when a public offer of shares is made in Belgium, and for the authorisation for such shares to be traded in a regulated Belgian market, a prospectus must be published under the Act of 16 June, 2006 regarding public offers of investment instruments and admission of investment instruments for trading on a regulated market (the "Prospectus Act").

Given the publication of this Information Memorandum under Article 18(1)(e) and (2)(e) of the Prospectus Act, the obligation to publish a prospectus in the case of an optional dividend falls away.

This Information Memorandum, subject to the customary limitations, is available on the website of Intervest Offices & Warehouses SA

<http://corporate.intervest.be/en/offices/investorrelations/shareholderinfo/dividend/>

The special report by the board of directors of 5 May 2014 concerning the contribution in kind, drawn up pursuant to Article 602 of the Companies Code, as well as the special report of the auditor on contribution in kind, also drawn up pursuant to Article 602 of the Companies Code are to be found on the website of Intervest Offices & Warehouses SA:

<http://corporate.intervest.be/en/offices/investorrelations/shareholderinfo/dividend/>

13. CONTACT

For more information about the transaction, shareholders with dematerialised shares may contact the financial institution managing their shares or ING Belgium (acting as paying agent for Intervest Offices & Warehouses sa).

Holders of registered shares can contact the Company (by telephoning 0032 3 287 67 87 or by sending an email to jacqueline.mouzon@intervest.be) for more information.

III. APPENDIX: EXAMPLE

The following is an example of an optional dividend transaction, for illustrative purposes. It does not take into account any exemption from or reduction of withholding tax.

The example assumes a shareholder who owns 100 shares of the same class (for example, 100 dematerialised shares).

The issue price is € 20,08. Two new shares may be subscribed by means of contributing the net dividend rights of 35 existing shares of the same class, represented by coupon no. 15.

The shareholder can exchange the net dividend rights attached to 100 shares, represented by coupon no. 15, for:

- ✓ Cash: $100 \times € 1,1475 = € 114,75$; or
- ✓ Shares: 4 new shares (in exchange for 70 no. 15 coupons) + the balance amounting € 34,425 in cash (in exchange for the remaining 30 no. 15 coupons, which are not enough to subscribe to an additional share); or
- ✓ A combination: (e.g.) 2 new shares (in exchange for 35 no. 15 coupons) + € 74,5875 cash (in exchange for the remaining 65 no. 15 coupons)