

## Agenda annual general meeting dd. 27 April 2022

(the agenda is written in Dutch, the English version is a non-official translation)

The shareholders are invited to attend the annual general meeting of Intervest Offices & Warehouses nv (hereinafter 'the Company') that will take place as at **Wednesday 27 April 2022 at 3 pm** at the office of the Company, in order to deliberate on the next agenda and proposals for resolution.

### IMPORTANT COMMUNICATION:

The Company reminds shareholders that:

- (i) any shareholder may vote remotely by letter prior to the annual general meeting by means of the voting form provided by the Company or he or she can have an authorised person represent him or her at the annual general meeting by means of the proxy form, it being understood that shareholders who physically go to the annual general meeting will be admitted, but always with due regard for any corona rules applicable at that time;
- (ii) the shareholders will have the right to ask questions to the members of the supervisory board and to the statutory auditor in accordance with the terms set out below;
- (iii) the Company will organise a live broadcast of the annual general meeting in video/audio format (webcast). The shareholders who wish to follow this broadcast are hereby invited to register in advance by using the link below:  
[https://channel.royalcast.com/landingpage/intervest/20220427\\_1/](https://channel.royalcast.com/landingpage/intervest/20220427_1/)

However, the Company points out that shareholders can only follow the annual general meeting via the webcast and cannot intervene or vote. Consequently, the webcast is not an electronic means of communication by which shareholders can actively participate remotely in the annual general meeting in the sense of Article 7:137 of the Belgian Companies and Associations Code (CAC), but merely an additional resource that the company is making available to the shareholders.

The annual general meeting has following agenda:

1. **Examination of the annual reports of the supervisory board concerning the statutory and consolidated annual accounts of the Company as at 31 December 2021.**

*In view of the fact that this is purely a matter of examination, the general meeting does not need to take a decision. Consequently, no proposal for resolution has been included in this convocation regarding this agenda item.*

2. **Examination of the reports of the statutory auditor regarding the annual accounts referred to in item 1.**

*In view of the fact that this is purely a matter of examination, the general meeting does not need to take a decision. Consequently, no proposal for resolution has been included in this convocation regarding this agenda item.*

3. **Examination of the consolidated annual accounts of the Company closed as at 31 December 2021.**

*In view of the fact that this is purely a matter of examination, the general meeting does not need to take a decision. Consequently, no proposal for resolution has been included in this convocation regarding this agenda item.*

4. **Approval of the statutory annual accounts of the Company concerning the financial year that ended as at 31 December 2021, as well as the allocation of the result.**

*Proposal for resolution: The general meeting approves the statutory annual accounts of the Company concerning the financial year that ended as at 31 December 2021, as well as the allocation of the result. Consequently, a dividend of € 1,53 gross per share, represented by coupon no. 25, will be paid out for 2021.*

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 concerning the financial year that ended as at 31 December 2021.**

*Proposal for resolution: The general meeting approves the remuneration report, which forms a specific part of the corporate governance statement as included in the annual report of the supervisory board on the financial year that ended as at 31 December 2021.*

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

*Proposal for resolution: The general meeting grants discharge in a separate vote of the members of the supervisory board of the Company, who held these positions during the 2021 financial year for the transactions which took place during the 2021 financial year.*

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

*Proposal for resolution: The general meeting grants discharge in a separate vote to the statutory auditor of the Company for the execution of his mandate during the 2021 financial year.*

8. Approval of the annual report and the report of the auditor of the company Gencor nv and approval of the annual accounts of the company Gencor nv for the period 1 January 2021 – 7 September 2021 and granting discharge to the directors and the auditor of the company Gencor nv.

*Proposal for resolution:* Approval of the annual accounts of the company Gencor nv, that was acquired by Intervest Offices & Warehouses nv on 7 September 2021 within the framework of a transaction considered equal to a merger by takeover or silent merger in accordance with the articles 12:7 and 12:50 of the Belgian Companies and Associations Code (CAC), for the period that started on 1 January 2021 and ended at the moment of the aforementioned merger on 7 September 2021.

Also, to discharge, in a separate vote, the directors and the auditor of the company Gencor nv, which was acquired by Intervest Offices & Warehouses nv on 7 September 2021 within the framework of a transaction considered equal to merger by takeover or silent merger in accordance with the articles 12:7 and 12:50 Belgian CAC, from their work during the period that started on 1 January 2021 and ended at the moment of the aforementioned transaction considered equal to merger by takeover or silent merger in accordance with the articles 12:7 and 12:50 Belgian CAC on 7 September 2021; those same directors and auditor held positions during that same period.

9. Reappointment of Marleen Willekens as independent member of the supervisory board (\*).

*Proposal for resolution:* The general meeting reappoints Marleen Willekens as independent member of the supervisory board. The mandate of Marleen Willekens shall end immediately following the annual general meeting to be held in the year 2025, at which meeting it shall be resolved to approve the annual accounts closed as at 31 December 2024.

The mandate of Marleen Willekens will be remunerated pursuant to the remuneration fixed for the members of the supervisory board by the annual general meeting of 29 April 2020.

Marleen Willekens fulfils the independence requirements of article 7:106 (j° 7:87) of the Belgian CAC and of the stipulation 3.5 of the Belgian Corporate Governance Code 2020.

The profile of Marleen Willekens can be found in the annual report 2021 which is available on the Company's website ([www.intervest.be/en](http://www.intervest.be/en)).

10. Ratification of the co-optation of Marc Peeters and his reappointment as independent member of the supervisory board (\*).

*Proposal for resolution:* The general meeting decides to ratify the co-optation by the supervisory board dd. 26 May 2021 of Marc Peeters to an independent member of the supervisory board in replacement of Jean-Pierre Blumberg as from 1 August 2021 and reappoints Marc Peeters as independent member of the supervisory board.

The mandate of Marc Peeters shall end immediately following the annual general meeting to be held in the year 2025, at which meeting it shall be resolved to approve the annual accounts closed as at 31 December 2024.

The mandate of Marc Peeters will be remunerated pursuant to the remuneration fixed for the members of the supervisory board by the annual general meeting of 29 April 2020.

Marc Peeters fulfils the independence requirements of article 7:106 (j° 7:87) of the Belgian CAC and of the stipulation 3.5 of the Belgian Corporate Governance Code 2020.

The profile of Marc Peeters can be found in the Annual report 2021 which is available on the Company's website ([www.intervest.be/en](http://www.intervest.be/en)).

The general meeting hereby states that, effective today, the composition of the supervisory board is as follows:

- Ann Smolders, independent member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2024 for the purpose of approving the annual accounts closed as at 31 December 2023).
- Johan Buijs, member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2024 for the purpose of approving the annual accounts closed as at 31 December 2023);
- Marco Miserez, member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2024 for the purpose of approving the annual accounts closed as at 31 December 2023);
- Marleen Willekens, independent member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2025 for the purpose of approving the annual accounts closed as at 31 December 2024)
- Marc Peeters, independent member of the supervisory board (end of mandate: immediately following the annual general meeting to be held in the year 2025 for the purpose of approving the annual accounts closed as at 31 December 2024).

#### 11. Reappointment of the auditor of the Company in view of the end of the auditor's mandate (\*).

Proposal for resolution: The general meeting reappoints auditor Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises, a civil company with limited liability, with registered office at Gateway Building, Luchthaven Brussel Nationaal 1 J, B-1930 Zaventem, with company number 0429.053.863, represented by Kathleen De Brabander, Company Auditor, as the auditor of the company for a term of 2 years that ends immediately after the annual general meeting that shall be held in the year 2024, at which meeting it shall be resolved to approve the annual accounts closed as at 31 December 2023.

#### 12. Establishment of the annual compensation for the auditor of the Company.

Proposal for resolution: The general meeting sets the annual compensation for the auditor of the Company, Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises (Deloitte Company Auditors), a civil company with limited liability, with registered office at Gateway Building, Luchthaven Brussel Nationaal 1 J, B-1930 Zaventem, with company number 0429.053.863, represented by Kathleen De Brabander, Company Auditor, at € 83.380,00 (excluding expenses and excluding VAT and the 1,4% fee to the Belgian Institute of Company Auditors), to begin in the financial year commencing as of 1 January 2022.

#### 13. Approval pursuant article 7:151 Belgian CAC

Within the scope of financing the activities of the Company, Intervest Offices & Warehouses nv concluded in 2021 additional (re)financing agreement, i.e., (i) a Bullet Loan for an amount of € 40.000.000 between the Company as borrower and Triodos Bank nv (50%) and A.S.R. as lender (50%), with Triodos Bank nv acting as agent for the credit facility, (ii) a roll-over credit by means of fixed term advances for an amount of € 25.000.000 between the Company as borrower and Belfius Bank nv as lender, replacing the existing credit facility maturing on 30/06/2021, (iii) a roll-over

credit facility by means of fixed-term advances for an amount of €40.000.000 between the Company as borrower and Belfius Bank nv as lender, replacing the existing credit facility maturing on 30/06/2023 (50%) and 30/06/2024 (50%), (iv) a roll-over credit by means of fixed-term advances for an amount of € 35.000.000 between the Company as borrower and Belfius Bank nv as credit provider, replacing the existing credit facility maturing on 30/10/2023, (v) a revolving credit facility for an amount of € 15.000.000 between the Company as borrower and BNP Paribas Fortis nv as credit provider, replacing the existing credit facility maturing on 10/07/2022, (vi) a revolving credit facility of € 25.000.000 between the Company as borrower and KBC Bank nv as credit provider, replacing the existing credit with a maturity date of 31/12/2022, (vii) an issue of EUR 3.000.000 in the long-term Commercial Paper programme (VVD 24/09/2031) with Belfius Bank acting as dealer; (i) to (vii) are hereafter collectively referred to as the “Financing Agreements”.

*Proposal for resolution: to agree, in application of Article 7:151 of the Belgian CAC, that certain provisions of the Financing Agreements confer rights on third parties that have an influence on the assets of the Company or cause a debt or obligation to be incurred by the Company, the exercise of which depends on a change in control (as defined in the respective Financing Agreements) over (or from a public takeover bid on) the Company.*

#### **14. Approval pursuant article 7:151 Belgian CAC**

Furthermore, as part of the financing of its operations in March and/or April 2022, the Company will enter into additional financing agreements in the form of bond issues and programmes and working capital financings (the “**2022 Financing Agreements**”).

It is envisaged that the 2022 Financing Agreements will contain provisions granting rights to third parties that affect the assets of the Company or create a debt or an obligation for the Company (i.e. withdrawal of the line of credit and/or immediate callability and repayment) whereby the exercise of these rights is subject to a change of control (as defined in the respective Financing Agreements) over, or a public take-over bid for, the Company.

*Proposal for resolution: to agree, in accordance with Article 7:151 of the Belgian CAC, that the Company is party to the 2022 Financing Agreements and that certain provisions of the 2022 Financing Agreements grant rights to third parties that affect the assets of the Company or create a debt or an obligation for the account of the Company, the exercise of which is subject to a change of control (as defined in the respective Financing Agreements) over, or a public take-over bid for, the Company.*

#### **15. Questions from the shareholders to the members of the supervisory board concerning their reports or the agenda items and questions to the statutory auditor concerning his reports.**

(\*) Subject to the approval by the Financial Services and Market Authority (FSMA), for the items of the agenda for which authorisation is required and not yet obtained.

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### Information for shareholders

Please note that all dates and times indicated below are final deadlines and that these will not be extended due to a weekend, a public holiday or any other reason.

### Participation in the general meeting

Pursuant to Article 26 of the articles of association and article 7:134 of the Belgian CAC, the right to participate in the general meeting and to exercise voting rights is granted by the accounting registration of the registered shares of the shareholder on the 14<sup>th</sup> day prior to the date of the general meeting at 12:00 midnight (**the “registration date”**), i.e. on **Wednesday 13 April 2022 at 12:00 midnight** either by means of their registration in the Company’s shareholder register or by their registration in the accounts of a certified account holder or settlement institution, irrespective of the number of shares held by the shareholder on the date of the general meeting.

The owners of registered shares who wish to participate in the meeting must inform the Company of their intention to do so no later than the 6<sup>th</sup> day prior to the date of the meeting. You may do this either by letter addressed to the Company or by sending an e-mail ([AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be)) **no later than Thursday 21 April 2022**.

The owners of dematerialised shares must file with the Company, no later **than Thursday 21 April 2022**, a certificate issued by the certified account holder or the settlement institution, which includes an indication of the number of dematerialised shares for which the shareholder has declared he or she would like to participate in the general meeting, either by letter addressed to the Company or by sending an e-mail to [AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be).

### Proxy form (\*)

Each shareholder is entitled to designate an authorised representative to represent him or her at the general meeting by filling in the proxy form that is available on the website ([www.intervest.be/en/shareholders-meeting](http://www.intervest.be/en/shareholders-meeting)). The signed proxy must be filed at the Company’s office no later than on the 6<sup>th</sup> day prior to the date of the meeting, i.e. **Thursday 21 April 2022**, either by letter addressed to the Company or by e-mail ([AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be)).

### Voting form (\*)

Each shareholder can vote remotely by letter before the general meeting by using the form made available on the Company’s website ([www.intervest.be/en/shareholders-meeting](http://www.intervest.be/en/shareholders-meeting)) for voting remotely. The signed voting form must be filed at the Company’s office no later than on the 6<sup>th</sup> day prior to the date of the meeting, i.e. **Thursday 21 April 2022**, either by letter addressed to the Company or by e-mail ([AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be)).

### Possibility of placing new items on the agenda (\*)

Pursuant to, and subject to the limits of, the applicable regulations, one or more shareholders who together own at least 3% of the share capital may place discussion items on the agenda of the general meeting and submit proposals for resolution with respect to the discussion items which are or will be included on the agenda. The additional discussion items or proposals for resolution must be received by the company no later than the 22<sup>nd</sup> day prior to the date of the general meeting, i.e. **no later than**

**Tuesday 5 April 2022.** These discussion items/proposals for resolution may be sent by letter addressed to the Company's registered office or to the following e-mail address: [AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be).

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

### Right to ask questions (\*)

Shareholders are entitled to submit questions in writing which will be answered during the meeting, provided that the Company has received the questions no later than on the 6<sup>th</sup> day prior to the general meeting i.e. **no later than Thursday 21 April 2022**. The written questions can be sent by letter addressed to the Company or to the following e-mail address: [AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be).

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

The Company will again organise a live broadcast of the annual general meeting via a webcast. Shareholders who have completed the formalities to participate in the annual general meeting and exercise the right to vote there and who have also registered for the webcast in advance (via the following link: [https://channel.royalcast.com/landingpage/intervest/20220427\\_1/](https://channel.royalcast.com/landingpage/intervest/20220427_1/)) will also have the possibility of asking questions regarding the presentation during the annual general meeting that will be broadcasted via the webcast. The Company must receive the questions by email [AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be) 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 committee to the members of the Company's supervisory board and/or to the statutory auditor, who will answer them directly.

### Available documents

**As of 25 March 2022**, the aforementioned reports and documents can also be found on the website [www.intervest.be/en](http://www.intervest.be/en) via the following link: [www.intervest.be/en/shareholders-meeting](http://www.intervest.be/en/shareholders-meeting). Shareholders can, if they wish, receive a free copy of these reports and documents by sending a request no later than Thursday 21 April 2022 by e-mail ([AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be)).

If you would like to receive more information on this general meeting or the procedure for participating in this meeting, feel free to contact Kevin De Greef or H  l  ne Halsberghe on + 32 (0)3 287 67 67 or by e-mail: [AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be).

*(\*) The shareholders are kindly requested to send the signed proxy or voting form as well as any additional topics to be discussed or proposed resolutions and any written questions by e-mail ([AlgemeneVergadering@intervest.be](mailto:AlgemeneVergadering@intervest.be)) to the Company.*

The supervisory board