



LEASINVEST REAL ESTATE
Public limited liability company
Lenniksebaan 451, 1070 Brussels (Anderlecht)
Enterprise number: 0436.323.915
www.leasinvest.be
(the “Company”)

EXTRAORDINARY GENERAL MEETING

The board of directors of the Company (the “**Board of directors**”) invites the shareholders of the Company to attend the extraordinary general meeting of shareholders of the Company that will be held on **29 November 2021 at 11.00h**, in **Maison de la Poste in 1000 Brussels, Picardstraat 7**.

There is an attendance quorum for this meeting: the shareholders who are present and represented must represent at least half of the capital.

COMMUNICATION TO THE SHAREHOLDERS

An extraordinary general meeting with physical access is organized, taking into account the current health and safety measures in force.

Depending on the evolution of the Covid-19 situation, the Company reserves the right to change the (participation) modalities of this meeting should the corona measures be strengthened and/or additional measures or guidelines apply, taking into account the general safety and health concerns, and will inform the shareholders thereof, by means of a press release and on its website www.leasinvest.be.

In any case, the shareholders are invited to grant a power of attorney to the secretary of the meeting, as described below, in order to allow the shareholders to exercise their voting right even if the Company would in case of changing circumstances be forced to limit physical access to the general meeting.

AGENDA

1. Amendments to the articles of association: name change.

Proposed resolution: the general meeting decides to change the name of the Company into "NEXTENSA", and decides consequently to amend article 1.2. and articles 2.4. and 2.5. of the articles of association accordingly, as follows:

- Article 1.2.:
"1.2. It is named "**NEXTENSA**"."
- Articles 2.4. and 2.5.:
"2.4. The e-mail address of the company is: info@nextensa.eu
2.5. The website of the company is: www.nextensa.eu "

This proposed resolution is subject to a special majority of at least three quarters of the votes without taking into account abstentions, nor in the numerator, nor in the denominator.

2. Approval of the remuneration policy, including the approval of the stock option plan.

Proposed resolution: the general meeting approves the amended remuneration policy, as proposed by the Board of directors and made available on the company's website www.leasinvest.be in accordance with article 7:89/1, §3 of the Code of companies and associations ("**CCA**").

In that context, the general meeting also decides to approve, to the extent necessary, the offer of stock options to executive directors under the stock option plan in accordance with the remuneration policy. In accordance with Article 7:121, third paragraph in conjunction with Article 7:91 CCA, the general meeting expressly approves the special provisions in such a plan whereby, in the event of death or reaching the legal retirement age, the stock options offered under such a plan (to the extent that they are also accepted) may be exercised early, even before the third anniversary of their allocation.

This proposed resolution is subject to a simple majority of the votes without taking into account abstentions, nor in the numerator, nor in the denominator.

3. Amendments to the articles of association following the approval of the remuneration policy.

Proposed resolution: the general meeting decides, following the approval of the remuneration policy, to amend Article 14 of the Articles of Association by introducing a new paragraph 14.3, as follows:

"Article 14. REMUNERATION.

14.1. *The general meeting can decide whether or not to remunerate the mandate of director by granting a remuneration.*

14.2. *The directors will be reimbursed for the normal and justified expenses and costs, which they can claim as done in the context of the performance of their duties.*

14.3 *By way of derogation from Article 7:121, third paragraph in conjunction with 7:91, second paragraph of the Code of companies and associations, the full variable remuneration of the delegate to day-to-day management and the members of the executive committee may be linked to predetermined and objectively measurable performance criteria over a period of one year."*

This proposed resolution is subject to a special majority of at least three quarters of the votes without taking into account abstentions, nor in the numerator, nor in the denominator.

4. Approval of the provisions that grant rights to third parties in the case of a change of control.

Proposed resolution: the general meeting decides to approve and, to the extent necessary, to ratify the provisions listed below that provide for a possible suspension and/or early repayment of the credit and/or treasury certificates in the event of a change of control with regard to the Company, in accordance with Article 7:151 of the CCA:

- condition "Redemption at the option of the Holder of Treasury Notes following a Change of Control" in the terms of issue of the Company's treasury certificate issuance programme of 22 September 2021 (EUR 250,000,000 Multicurrency Short & Medium Term Treasury Notes Programme);

- the commitment to maintain control by Ackermans & Van Haaren NV as the majority shareholder of the Company under the credit openings nos. 10275 and 11333 amounting to EUR 95,000,000 and respectively EUR 10,000,000 of 9 July 2020, between the Company and Belfius Bank NV, as amended by the confirmation letter of 6 May 2021;
- article "Mandatory early repayment and termination of the credit" of the revolving credit agreement no. 245-7709605-41 amounting to EUR 20,000,000 of 9 November 2015, between the Company and BNP Paribas Fortis SA, as amended by amendment n° 1 of 16 July 2021;
- article "Mandatory early repayment and termination of the credit" of the revolving credit agreement no. 245-8278025-41 amounting to EUR 15,000,000 of 25 October 2018, between the Company and BNP Paribas Fortis SA, as amended by amendment n° 1 of 19 July 2021,

as well as any other provision in the conditions, obligations, letters and agreements listed above which confers on third parties rights which have a significant effect on the assets of the Company, or give rise to a significant debt or an obligation on its behalf, where the exercise of these rights is subject to the making of a public takeover bid for the shares of the Company or to a change in control which it is subject to.

This proposed resolution is subject to a simple majority of the votes without taking into account abstentions, nor in the numerator, nor in the denominator.

5. Proxies.

Proposed resolution: the granting of the authorization:

- to two directors of the Company, acting jointly, and with power to substitute, of all powers for the implementation of the decisions taken;
- to the instrumenting notary of all the powers in view to the filing and publication of the deed, as well as to coordinate the articles of association of the Company and to deposit a copy thereof at the clerk's office of the enterprise court;
- to any director of the Company, all individually competent, with the possibility of substitution, as well as to the instrumenting notary and his employees, appointees and agents, in order to ensure the completion of the formalities at the Crossroads Bank for Enterprises, and, if necessary, at the tax administrations and services.

This proposed resolution is subject to a simple majority of the votes without taking into account abstentions, nor in the numerator, nor in the denominator.

PRACTICAL INFORMATION

CONDITIONS FOR PARTICIPATION TO THE GENERAL MEETING

Shareholders may only participate to the general meeting and exercise their voting rights, if the following two conditions are met:

- (i) In accordance with the registration procedure described below and the evidence submitted on the basis thereof, the Company must be able to determine that the shareholder concerned was on **Monday 15 November 2021** at 24h00 (midnight, Belgian time) (the “**Registration date**”), effectively in possession of the number of shares with which he/she wants to participate to the general meeting.
- (ii) By Tuesday **23 November 2021** at the latest the shareholder concerned needs to confirm explicitly to the Company his intention to participate to the general meeting, by ordinary letter (to be addressed to Schermersstraat 42 at 2000 Antwerp) or by e-mail (legal@leasinvest.be).

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

Registered shareholders are entitled to participate in and to vote at the general meeting, provided that:

- (i) the shares, with which they wish to participate, are effectively registered in their name in the share register of the Company on the Registration date (i.e. **Monday 15 November 2021**); and
- (ii) they have confirmed their participation to the Company in writing no later than **Tuesday 23 November 2021**, mentioning the number of shares with which they wish to participate to this general meeting. This confirmation needs to be done by submitting a proxy or by submitting a duly filled out and signed confirmation of participation form in writing, made available by the Board of directors, to the Company by e-mail (legal@leasinvest.be) or by ordinary letter (to Schermersstraat 42, 2000 Antwerp).

Holders of dematerialized shares are entitled to participate in and vote at the general meeting, provided that:

- (i) the shares, with which they want to participate, are effectively registered in their name in the accounts of an authorized account holder or a settlement institution, no later than the Registration date (i.e. **Monday 15 November 2021**), which has to provide a **certificate** stating the number of shares that is registered in their accounts, in the name of the relevant shareholder on the Registration date and for which the relevant shareholder has indicated wishing to participate to the general meeting; the ownership of the shares on the Registration date shall be determined on the basis of the confirmation sent to the Company by the authorized account holder or settlement institution or by Delen Private Bank; and
- (ii) the aforementioned certificate has been submitted to the Company no later than **Tuesday 23 November 2021**, with a written confirmation of their participation and the number of shares participating in the general meeting. This confirmation needs to be done by submitting a proxy or by submitting a duly filled out and signed confirmation of participation form in writing, made available by the Board of directors, to the Company by e-mail (legal@leasinvest.be) or by ordinary letter (to Schermersstraat 42, 2000 Antwerp).

REPRESENTATION BY PROXY

Any shareholder who has complied with the aforementioned participation conditions (registration and confirmation procedure) can be represented at the general meeting by a proxy holder, via the **proxy form** that is made available for this purpose on the website www.leasinvest.be or can be requested by e-mail (legal@leasinvest.be).

Except in the cases permitted by the Code of companies and associations, a shareholder may only designate one person as proxy holder.

In order to still be able to exercise their voting right if the Company, due to changing circumstances, should be forced to limit physical access to the general meeting, the shareholders are advised to designate the secretary of the meeting as proxy holder. Since the proposed proxy holder potentially falls under the conflict of interest regulation of Article 7:143, §4 CCA, specific voting instructions should also be indicated for each of the resolutions proposed.

This fully completed and duly signed proxy form has to be submitted to the Company, either by e-mail (legal@leasinvest.be) or by ordinary letter (addressed to Schermersstraat 42, 2000 Antwerp). The e-mail has to be accompanied by a scanned or photographed copy of the proxy form. This form shall constitute a confirmation of participation.

The completed and duly signed proxy form has to be received by the Company by **Tuesday 23 November 2021 at the latest**.

ENTITLEMENT TO AMEND THE AGENDA

Under certain conditions, as provided for in Article 7:130 CCA, shareholders owning alone or jointly at least 3% of the capital of the Company and who meet the conditions for participation to the general meeting, have the right to register subjects to be discussed on the agenda of the general meeting, and to submit proposals for resolutions with regard to the existing or new agenda items.

This request has to be in the possession of the Company no later than on **Sunday 7 November 2021** and has to be formulated in writing, either by letter to the Company's administrative headquarters (Schermersstraat 42, 2000 Antwerp) or by e-mail (legal@leasinvest.be).

If appropriate, the Company will publish an amended agenda for the general meeting no later than **Friday 12 November 2021**. At the same time, adapted proxy forms will be made available on the Company's website.

All proxies previously submitted shall remain valid for the items on the agenda that are mentioned therein. By way of exception to the foregoing, the proxy holder may, for the items to be discussed on the agenda of the general meeting for which new resolutions have been submitted, deviate from any instructions given by the principal, if carrying out those instructions could prejudice the principal's interests. The proxy shall notify the principal thereof. The proxy must state whether the proxy is authorised to vote on the new items to be discussed on the agenda of the general meeting or whether he must abstain.

VOTING RIGHT

In accordance with Article 28.2 of the Articles of Association, fully paid-up shares that have been registered in the register of registered shares in the name of the same shareholder for at least two years without interruption shall grant double voting rights in accordance with Article 7:53 of the CCA. The shareholders participate in the general meeting with the number of voting rights they have on the Record Date (i.e. Monday 15 November 2021).

In order to determine whether a share confers double voting rights, the Company will rely on the entries in the register of registered shares and the other information known to it, notwithstanding the obligation of each shareholder to inform the Company without delay of facts or circumstances entailing the loss of double voting rights for a shareholder who remains registered unchanged in the register of registered shares, or which entail the retention of double voting rights despite a change of shareholder in the register of registered shares.

RIGHT OF INTERPELLATION

The shareholders have the right to submit, before the general meeting, questions in writing – by e-mail (legal@leasinvest.be) or by letter (addressed to Schermersstraat 42, 2000 Antwerp) to the directors with regard to the agenda items. These questions will be answered during the meeting, insofar as the shareholder concerned complies with the abovementioned formalities in order to be admitted to the general meeting and insofar as the Company has received these written questions by **Tuesday 23 November 2021** at the latest, and provided that the disclosure of information or facts would not harm the Company or violate any confidentiality agreements entered into by the Company or its directors.

AVAILABILITY OF DOCUMENTS

All documents regarding the general meeting that are required by law to be made available to the shareholders, are available at the Company's administrative office (Schermersstraat 42, 2000 Antwerp) and on the website of the Company : www.leasinvest.be/en/investor-relations/general-meetings/.

PROTECTION OF PERSONAL DATA

The Company is responsible for the processing of personal data it receives from the shareholders and the proxy holders in the context of the general meeting, in particular identification data, contact details, information about the shares held, voting instructions and voting behavior. The Company will process this data to manage and monitor attendance at the meeting, the question and answer session and voting process in accordance with applicable legislation. To this end, the Company relies on its legal obligations with regard to convening the shareholders and organizing the meeting as well as its legitimate interests in order to ensure the validity of the votes and to analyze the results. The Company may share this information with its affiliated entities and with service providers who assist the Company in pursuing the aforementioned objectives. The Company will keep this data no longer than necessary to achieve such objectives (in particular the proxies, the confirmation of attendance and attendance list will be kept for as long as the minutes of the meeting must be kept in order to comply with the applicable Belgian legislation). The Company processes the personal data of shareholders and proxy holders in accordance with its Privacy Policy, which is available via the following link : <https://leasinvest.be/en/privacy-policy/>. This Privacy Policy contains important additional information about the Company's processing of your data in this context, including an explanation of your rights as well as the Company's obligations in this regard.

CONTACT DETAILS

for the forms to be sent, for written requests or practical questions:

E-mail: legal@leasinvest.be

Tel: +32 (0)3 241 53 86

By mail: Schermersstraat 42, 2000 Antwerp

Centralizing agent: Delen Private Bank

E-mail: LRE2021@delen.be

Tel: +32 (0)3 244 54 22

Address: BP-building, Jan Van Rijswijcklaan 162/11, 2020 Antwerp.