



LEASINVEST REAL ESTATE  
Limited partnership by shares  
Public BE-REIT (SIR/GVV) under Belgian law  
Route de Lennik 451, 1070 Brussels  
Company number: 0436.323.915  
[www.leasinvest.be](http://www.leasinvest.be)  
(the "Company")

The manager-legal person of the Company (the "Manager") has the pleasure of inviting the holders of securities of the Company to the **extraordinary general meeting** that will be held on **Monday 19 December 2016 at 2 PM (14.00h)** at the registered office of the Manager, **Schermerstraat 42 in 2000 Antwerp**, with the following agenda:

## **AGENDA**

1. a) Communication, discussion and approval of the merger proposal (the "Merger proposal") of 27 October 2016 jointly drawn up, in accordance with article 719 of the Company Code, by the respective governing bodies of the companies concerned by the merger mentioned hereafter and filed with the registry of the competent commercial courts in Antwerp, division Antwerp, and in Brussels, Dutch registry, in the respective company files on 3 November 2016.
- b) Communication in accordance with the articles 47 and 48 of the law of 12 May 2014 with regard to BE-REITS or regulated real estate companies (SIR/GVV) (hereafter the "RREC law"), for information purposes, of the fair value on 30 September 2016 of the real estate and rights in rem on real estate of the companies concerned by the merger mentioned hereafter and that will be transferred, following the proposed silent merger, to this Company, acting as the acquiring company.
- c) The shareholders can download and print all documents mentioned hereafter as of 18 November 2016 from the website of the Company [www.leasinvest.be](http://www.leasinvest.be) as well as consult them at the registered office and administrative office of the Company at 2000 Antwerp, Schermerstraat 42:
  - 1° the Merger proposal;
  - 2° the annual accounts over the last three financial years of each of the companies concerned by the merger mentioned hereafter;
  - 3° the reports of the governing bodies and the reports of the auditors of each of the companies concerned by the merger mentioned hereafter, over the last three financial years;
  - 4° the interim figures drawn up per 30 September 2016 with regard to the situation of the estate of each of the companies concerned by the merger mentioned hereafter.

### **Proposed resolution:**

After preliminary reading and discussion of the Merger proposal and the communication listed under agenda item 1 sub b), the meeting approves the Merger proposal integrally.

2. a) Decision to the transaction equal to a merger by acquisition as intended by article 671, 1° of the Company Code following the reunion in one hand of all shares as proposed in the Merger proposal, by acquisition by this limited partnership by shares “LEASINVEST REAL ESTATE”, public regulated real estate company (SIR/GVV) under Belgian law making a public appeal on savings, register of legal persons Brussels 0436.323.915, with registered office in 1070 Brussels (Anderlecht), Route de Lennik 451 (the “Acquiring company”), of the entirety of the assets – both rights and obligations – of the limited liability company (“Société anonyme”) “T&T ROYAL DEPOT”, register of legal persons Antwerp, division Antwerp 0863.090.162, with registered office in 2000 Antwerp, Schermersstraat 42 (the “Acquired company”), as a consequence of which the Acquired company will be dissolved without settlement.

b) Description of the real estate and potential other assets, subject to special publicity, that are the property of the Acquired company and that will be transferred to the Acquiring company within the framework of the proposed silent merger, and definition of the transitional conditions.

c) Conclusion of the realization of the merger.

### **Proposed resolution:**

#### **a) Decision to the merger:**

The meeting decides then to the silent merger (by reunion in one hand of all the shares) of the Acquiring company with the Acquired company, (the “Merger”), by transition of the entirety of the assets, both rights and obligations, of the Acquired company to the Acquiring company in accordance with the Merger proposal.

The Merger will be realized and will be effective as to accounting (and tax) matters per 1 January 2017 at 00.00h.

Finally, the conditions as proposed in the merger proposal are ascertained.

#### **b) Description of the business assets that are transferred:**

*\* General description of the business assets to be transferred, property of the Acquired Company.*

It will be ascertained that the entirety of the assets of the Acquired Company is transferred to the Acquiring Company under general title, with all rights and obligations.

*\* Special description of the transfer of the real estate assets and other rights in rem for which special publicity rules apply.*

Furthermore, the leasehold and the existing constructions with regard to the building “Royal Depot” located avenue du Port, Tour & Taxis site, comprising offices, archives and retail, and all related real estate assets and rights owned by the Acquired Company are described and treated in view of complying with the special publicity rules that apply, and the opposability to third parties of their transfer to the Acquiring company; At the same time, their transitional conditions will be ascertained and possible declarations within the framework of the regional legislation regarding soil sanitation are ascertained.

**c) Conclusion of the realization of the merger:**

Furthermore, it will be ascertained that the condition(s) precedent stipulated in the minutes of the extraordinary general meeting of shareholders of the Acquired Company that is held previously, is (are) fulfilled so that the Merger is effectively realized and effective per 1 January 2017 at 00.00h.

3. Authorizations.

**Proposed resolution:**

With this, a special proxy is given to Mr. VAN OSSELAER Geert and Ms. PAREDIS Micheline, each individually authorized and with a right of subrogation, to represent the Company at one or more approved business one-stop shops and at the Crossroads Bank of Enterprises in order to execute, there, all operations, make statements, sign and file documents, and in general, to do everything which is necessary or useful for the execution of this mission, and this, both following the present merger operation and previous decisions and deeds from the management body or the general meeting of shareholders of the Company, and also a special proxy to represent the Company at all fiscal administrations, among which the "VAT administration".

This proposed resolution will be approved subject to the condition precedent of approval by the FSMA.

## PRACTICAL INFORMATION

### CONDITIONS FOR ADMITTANCE AND PARTICIPATION TO THE MEETING

Shareholders can only participate to the extraordinary general meeting and execute their voting right, if the following two conditions are met:

- (i) based on the evidence submitted in application of the registration procedure described below, the Company must be able to determine that the concerned shareholder effectively held the number of shares with which he wants to participate to the extraordinary general meeting on **Monday 5 December 2016 at 24.00h** (midnight, Belgian time), (the “**Registration date**”).
- (ii) At latest on **Tuesday 13 December 2016** the concerned shareholder needs to explicitly confirm his intention to the Company to participate to the extraordinary general meeting.

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

Registered shareholders have the right to participate to and vote at the extraordinary general meeting, provided that:

- (i) the shares with which they want to participate are effectively inscribed at their name in the register of nominative shares of the Company at the Registration date (i.e. **5 December 2016** at 24.00h); and
- (ii) that they have confirmed the Company **in writing** (by ordinary letter sent by mail, by fax or by e-mail) their participation, mentioning the number of shares with which they wish to participate to this extraordinary general meeting, and this, at latest on **13 December 2016**.

Holders of dematerialized shares have the right to participate to and vote at the extraordinary general meeting, provided that:

- (i) the shares with which they want to participate are effectively registered at their name in the accounts of an authorized account holder or a clearing organization at the Registration date (i.e. **5 December 2016 at 24.00h**), that must deliver a **certificate** stating how many shares are registered in their accounts, in the name of the concerned shareholder, at the Registration date, and with which the concerned shareholder has indicated wishing to participate to the extraordinary general meeting; the possession of the shares at the Registration date is proven based on the confirmation of the authorized account holder or clearing organization or Bank Delen, communicated to the Company; and
- (ii) the aforementioned certificate has been transmitted to the Company at latest on **13 December 2016**, with a confirmation in writing of the number of shares with which is participated to the extraordinary general meeting.

Only persons that are shareholder of the Company at the Registration date (i.e. **5 December 2016 at 24.00h**) and that have notified at latest on **13 December 2016** that they wish to participate to the extraordinary general meeting, are authorized to participate to the extraordinary general meeting.

The shares are not frozen following the aforementioned process. Consequently, shareholders can freely dispose of their shares after the Registration date.

The holders of securities (other than shares) can attend the extraordinary general meeting if they meet the same conditions for admittance foreseen above for the shareholders.

## REPRESENTATION VIA PROXY

Each shareholder meeting the aforementioned conditions for admittance (registration and confirmation procedure) can be represented at the extraordinary general meeting by a proxy holder, via the **proxy form** made available to this effect on [www.leasinvest.be](http://www.leasinvest.be) or at the administrative office of the Company at the Manager in 2000 Antwerp, Schermersstraat 42. Except in the authorized cases foreseen by the Company Code, a shareholder can only appoint one person as a proxy holder.

The notification of the proxy to the Company has to be done in writing, by sending a letter to the administrative office of the Company at the Manager in 2000 Antwerp, Schermersstraat 42 to the attention of Mrs Micheline Paredis or by sending an e-mail to [micheline.paredis@leasinvest.be](mailto:micheline.paredis@leasinvest.be).

The originally signed proxy forms have to be received by the Company at latest on **13 December 2016** at the address mentioned hereafter: 2000 Antwerp, Schermersstraat 42.

To participate to the Meeting, the shareholders or, should the case arise, their legal representatives or proxy holders, should, at latest directly before the start of the Meeting, prove their identity, in the case of physical persons, by presenting their identity card or passport or an equivalent document, and the legal representatives of legal persons must furthermore present the relevant documents duly proving their identity and their authorization for representation.

The participants to the extraordinary general meeting are invited to present themselves on Monday 19 December 2016 as of 13.30h in order to enable a swift treatment of the identification and registration formalities.

## ENTITLEMENT TO AMEND THE AGENDA

One or more shareholders owning jointly at least 3% of the registered capital of the Company, can add agenda items to be treated to the agenda of the extraordinary general meeting and can propose resolutions with regard to existing agenda items or those to be added.

To exercise this right, the concerned shareholder has to:

- (i) prove effectively owning 3% of the capital (in one of the above mentioned ways for participating to the general meeting) at the date of their submission of an agenda item or proposed resolution; and
- (ii) register the concerned shares representing the required shareholding at the Registration date, **5 December 2016**; proof of the shareholding is being given based on a certificate of inscription of the related shares in the register of nominative shares, or based on a certificate drawn up by an authorized account holder or a clearing organization stating that the concerned number of dematerialized shares is registered in the account of the concerned shareholder(s).

This request has to be in possession of the Company, in writing, at latest on **Sunday 27 November 2016**, mentioning an e-mail or postal address whereto the Company can send a receipt within a term of 48 hours as from the reception of the request.

Should the case arise, the Company will publish an amended agenda of the extraordinary general meeting at latest on **Friday 2 December 2016**. At the same time, amended proxy forms will be made available on the Company website. All previously submitted proxies remain valid for the agenda items that were already mentioned. As an exception to the preceding, for the introduced agenda items of the extraordinary general meeting for which new resolutions have been introduced, the proxy holder can deviate from the potential instructions of the shareholder he represents, if the execution of those instructions could prejudice the interests of the shareholder. The proxy holder has to inform the shareholder of this. The proxy has to mention if the proxy holder is authorized to vote on newly introduced agenda items to be treated of the extraordinary general meeting, whether he should abstain from voting.

## **RIGHT OF INTERPELLATION**

In accordance with article 540 in conjunction with article 657 of the Company Law the shareholders are entitled to ask questions during the extraordinary general meeting or to submit them in writing before this meeting, to the Manager with regard to the merger proposal mentioned in the agenda or the agenda items included.

These questions are answered during the meeting, as far as the concerned shareholder meets the above mentioned conditions for admittance to the extraordinary general meeting and the written questions has been received by the Company at latest on **13 December 2016**. Written questions can be communicated to the Company by ordinary mail to the administrative office of the Company at the Manager in 2000 Antwerp, Schermersstraat 42 to the attention of Mrs Micheline Paredis or by e-mail to [micheline.paredis@leasinvest.be](mailto:micheline.paredis@leasinvest.be).

## **AVAILABILITY OF DOCUMENTS**

All relevant information with regard to the extraordinary general meeting (including all reports and documents mentioned in the agenda, as well as the proxy form) is available at **[www.leasinvest.be](http://www.leasinvest.be) as of Friday 18 November 2016.**

In accordance with article 535 in conjunction with article 657 of the Company Law, **as from 18 November 2016**, on submission of a certificate of inscription of the concerned shares in the register of nominative shares, or based on a certificate drawn up by the authorized account holder or the clearing institution, stating that the concerned number of dematerialized shares is registered in the account(s) of the concerned shareholder(s), to the address of the statutory manager, Leasinvest Real Estate Management SA, and administrative office of the Company (2000 Antwerp, Schermersstraat 42), the shareholders of the Company can obtain, for free, a copy of the documents and reports relating to this meeting, or that have to be available to them in virtue of the law.

Demands for a free copy can also be sent in writing, by letter or electronically, by e-mail, to the attention of the contact person mentioned hereafter.

### **Contact person for practical questions and/or communications relating to this extraordinary general meeting:**

Mrs Micheline Paredis,  
Secretary General,  
p/a Schermersstraat 42  
2000 Antwerp  
Phone: +32 (0)3 241 53 83  
Fax: +32 (0)3 237 52 99  
E-mail: [micheline.paredis@leasinvest.be](mailto:micheline.paredis@leasinvest.be)