



LEASINVEST REAL ESTATE  
Limited partnership by shares  
Public regulated real estate company under Belgian law  
Route de Lennik 451, 1070 Brussels (Anderlecht)  
Company number: 0436.323.915  
[www.leasinvest.be](http://www.leasinvest.be)  
(the "Company")

The manager-legal person of the Company (the "Manager") is pleased to invite the holders of securities of the Company to attend the annual meeting that will be held at the registered office of the Manager at **2000 Antwerp, Schermersstraat 42, on Tuesday 22 May 2018 at 16.00h (4.00 PM)**, with the following agenda:

1. Reading and discussion of the annual report of the statutory manager with regard to the statutory and consolidated financial statements over the financial year closed at 31 December 2017.
2. Reading of the report of the auditor with regard to the statutory and consolidated financial statements over the financial year closed at 31 December 2017.
3. Reading and approval of the remuneration report with regard to the financial year closed at 31 December 2017, which is a specific part of the annual report.  
Proposed decision: The general meeting approves the remuneration report with regard to the financial year closed at 31 December 2017.
4. Reading of the consolidated financial statements over the financial year closed at 31 December 2017.
5. Reading and approval of the statutory financial statements over the financial year closed at 31 December 2017.  
Proposed decision: After preliminary reading of the annual report of the Manager and the report of the auditor and communication of the statutory financial statements, the statutory financial statements per 31 December 2017 are approved.
6. Appropriation of the result – Dividend distribution.  
Proposed decision: The profit for appropriation of the financial year 2017, defined based on the statutory annual financial statements, amounts to 40.005.684,40 EUR. The board of directors of the Manager proposes to the general meeting to appropriate the profit of 40.005.684,40 EUR as follows:
  - 15.311.334,40 EUR to be added to the reserves;
  - 24.694.350,00 EUR to be distributed as dividend to all shares;and to distribute a dividend of **5.00 EUR gross and net, free of withholding tax (based on 30%) of 3.50 EUR.**  
Subject to the approval of the general meeting dividends will be paid out as of Monday **28 May 2018** at the financial institutions Bank Delen (main paying agent), ING Bank, Belfius Bank, BNP Paribas Fortis Bank or Bank Degroof Petercam, upon presentation of **coupon no 21**.
7. Discharge to the Manager.  
Proposed decision: The general meeting gives discharge to the only and statutory manager, **Leasinvest Real Estate Management SA**, and its permanent representative Mr **Jean-Louis Appelmans**, for the exercise of the director's mandate in the course of the past financial year, by separate vote.
8. Discharge to the auditor.  
Proposed decision: The general meeting gives discharge to the auditor Ernst & Young Bedrijfsrevi-

soren BCVBA and its responsible representative Mr Joeri Klaykens for the exercise of his audit in the course of the past financial year.

9. Renewal of the mandate of the auditor.

Proposed decision: The general meeting decides to renew the mandate of Ernst & Young bedrijfsrevisoren represented by Mr Joeri Klaykens, and this for a term of 3 years, i.e. till after the annual meeting that will be held in 2021. The remuneration of the auditor for the financial year 2018 is fixed at 52.000 EUR.

10. Approval of a term of notice of 16 months for Michel Van Geyte.

Proposed decision: The general meeting decides, according to article 554 of the Company Code and the provisions in article 2.5 of the Corporate Governance Charter of the Company, to approve the compensation for leaving of 16 months of remuneration for Mr Michel Van Geyte.

11. Questions of the shareholders to the directors of the Manager with regard to the annual report of the Manager or to the agenda items and questions to the auditor with regard to his report.

### **PRACTICAL INFORMATION**

#### **CONDITIONS FOR ADMITTANCE AND PARTICIPATION TO THE MEETINGS**

Shareholders can only participate to the annual 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 possessed the number of shares with which he wants to participate to the annual meeting on **Tuesday 8 May 2018 at 24h00** (midnight, Belgian time), (the "**Registration date**").
- (ii) At latest on **Wednesday 16 May 2018** the concerned shareholder needs to explicitly confirm his intention to the Company to participate to the annual 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 annual 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 twenty-four hours (24.00h) (CET) on **8 May 2018** ('the Registration date'); 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 annual meeting, and this, at latest on **16 May 2018**.

Holders of dematerialized shares have the right to participate to and vote at the annual 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 organisation at twenty-four hours (24.00u) (CET) at the Registration date, **8 May 2018**, 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 annual meeting; the possession of the shares at the Registration date is proven based on the confirmation of the authorized account holder or clearing organisation or Bank Delen, communicated to the Company; and
- (ii) the aforementioned certificate has been transmitted to the Company at latest on **16 May 2018**, with a confirmation in writing of the number of shares with which is participated to the annual meeting.

Only persons that are shareholder of the Company at the Registration date (**8 May 2018 at 24.00h**) and that have notified at latest on **16 May 2018** that they wish to participate to the annual meeting, are authorized to participate to the annual 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 annual 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 annual 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 Law, 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 Tim Rens or by sending an e-mail to [tim.rens@leasinvest.be](mailto:tim.rens@leasinvest.be).

The originally signed proxy forms have to be received by the Company at latest on **16 May 2018** 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 also present the relevant documents proving their identity and their authorization for representation.

The participants to the annual meeting are invited to present themselves on **22 May 2018** as of **15.30h** (3.30 PM) 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 annual 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, **8 May 2018**; 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 organisation stating that the concerned number of dematerialised 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 **Monday 30 April 2018**, 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 annual meeting at latest on **Monday 7 May 2018**. At the same time, an amended proxy form 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 annual 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 annual 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 annual meeting or to submit them in writing before the meeting, to the Manager and to the auditor, with regard to the annual report or the agenda items respectively the auditor's report.

These questions are answered during the meeting, as far as the concerned shareholder meets the above-mentioned conditions for admittance to the annual meeting and the written questions have been received by the Company at latest on **Wednesday 16 May 2018**. 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 Tim rens or by e-mail to [tim.rens@leasinvest.be](mailto:tim.rens@leasinvest.be).

## **AVAILABILITY OF DOCUMENTS**

All relevant information with regard to the annual meeting (including all reports and documents mentioned in the agenda and the proxy form) is available at [www.leasinvest.be](http://www.leasinvest.be) as of **Tuesday 17 April 2018**.

In accordance with article 535 in conjunction with article 657 of the Company Law, **as from Tuesday 17 April 2018**, 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 mentioned hereafter.

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

Tim Rens, CFO  
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