



Second convocation to the extraordinary general meeting of 18 May 2020

As the required quorum of presence was not reached at the extraordinary general meeting of 29 April 2020, the shareholders of Intervest Offices & Warehouses nv (hereinafter “Intervest”) are invited to attend a second extraordinary general meeting as at 18 May 2020, which shall deliberate and decide validly about the same agenda.

Given the current measures with regard to limitation of the corona virus and to ensure that the health and safety of all those participating in the extraordinary general meeting of 29 April 2020 could be guaranteed, the board of directors of Intervest already decided to apply the options offered in *Article 6 of Royal Decree No. 4 regarding miscellaneous provisions concerning joint ownership and corporate and association law within the context of the fight against the COVID-19 pandemic (“the Proxy Decree”)* and thus decided, among others, to hold the extraordinary meeting of shareholders of 29 April 2020 behind closed doors and therefore without the physical presence of shareholders or other persons who in other circumstances are entitled to attend this general meeting (see in this regard [the press release dd. 21 April 2020](#) as published, among others, on the website of the company).

Pursuant to what is stipulated in the Proxy Decree, the second extraordinary general meeting of the Company, to be held as at 18 May 2020 at 10 am, will also be held **behind closed doors and therefore without the physical presence** of shareholders or other persons who in other circumstances are entitled to attend this general meeting. What this means concretely for the shareholders is explained in detail under the title “Shareholders’ information”.

The agenda of the extraordinary general meeting contains an amendment to the management model within the framework of the new Belgian Companies and Associations Code (CAC). Under the new CAC, the current Intervest corporate governance model, further to which the board of directors delegates certain management powers to an executive committee (in accordance with Article 524bis of the previous Belgian Companies Code), is no longer valid. According to the new rules, Intervest must choose between a monistic or dual management model. The latter consists of a supervisory board, composed exclusively of non-executive directors and led by a chairman, on the one hand, and an executive board led by the ceo, on the other hand. The tasks and responsibilities of both bodies are clearly defined in the new CAC. After having assessed the characteristics of both management models, the board of directors concluded that the dual management model is most appropriate for Intervest and best links up with the current monistic management model having a board of directors and an executive committee. Therefore, this proposed change to a dual management model will be submitted to the extraordinary general meeting of 18 May 2020 for approval. On that occasion Intervest will also submit a proposal to review its articles of association to bring them fully in line with the new CAC.



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The agenda of the extraordinary general meeting also includes an amendment to the company's object and activities (within the limits set by the legislation on regulated real estate companies), an amendment to the procedure for a capital increase within the authorised capital, the granting of an authorisation to acquire own shares and, finally, limited other changes within the framework of a general modernisation of the articles of association.

The full agenda and all accompanying documents for the general meeting are available at www.intervest.be, under Investors/Shareholder information/Shareholders' meeting. The practical formalities to participate in the extraordinary general meeting are described in the agenda.

IMPORTANT: Given the current situation regarding the COVID-19 pandemic (such as disturbed mail distribution) the company **absolutely prefers the notification of the proxy form or voting by e-mail to AlgemeneVergadering@intervest.be**. In this case a scanned or photographed copy of the proxy form or voting form, completed and legally signed will suffice.

Interinvest Offices & Warehouses nv, (hereinafter Interinvest), is a public regulated real estate company (RREC) founded in 1996 of which the shares are listed on Euronext Brussels (INTO) as from 1999. Interinvest invests in high-quality Belgian office buildings and logistics properties that are leased to first-class tenants. The properties in which Interinvest invests, consist primarily of up-to-date buildings that are strategically located in the city centre and outside municipal centres. The offices of the real estate portfolio are situated in and around centre cities such as Antwerp, Mechelen, Brussels and Leuven; the logistics properties are located on the Antwerp - Brussels - Nivelles, Antwerp - Limburg - Liège, and Antwerp - Ghent - Lille axes and concentrated in the Netherlands on the Moerdijk - 's Hertogenbosch - Nijmegen, Rotterdam - Gorinchem - Nijmegen and Bergen-op-zoom - Eindhoven - Venlo axes. Interinvest distinguishes itself when leasing space by offering more than square metres only. The company goes *beyond real estate* by offering 'turn-key solutions' (a tailor-made global solution for and with the customer), extensive services provisioning, co-working and serviced offices.

General information:

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<http://www.intervest.be/en>