



EUR 500,000,000 0.875 per cent. Sustainable Notes due 2 December 2030

The issue price of the EUR 500,000,000 0.875 per cent. Sustainable Notes due 2 December 2030 (the "Notes") of Cofinimmo SA/NV, a Belgian company with its registered office at Boulevard de la Woluwe 58, 1200 Brussels, Belgium, enterprise number 0426.184.049 (RPR/RPM Brussels) (the "Issuer") is 99.222 per cent. of their principal amount. The Notes will bear interest from 2 December 2020 at the rate of 0.875 per cent. per annum payable annually in arrear on 2 December each year commencing on 2 December 2021.

Unless previously redeemed or cancelled, the Notes will be redeemed at their principal amount on 2 December 2030 (the "Maturity Date"). The Notes are subject to redemption in whole at their principal amount at the option of the Issuer at any time in the event of certain changes affecting taxation in Belgium. The Notes may also be redeemed at the option of the Issuer, in whole but not in part, at any time at the Make Whole Redemption Price, and at their principal amount from and including the date falling three months prior to the Maturity Date or at any time upon the occurrence of a Substantial Repurchase Event. In addition, the holder of a Note may, by the exercise of the relevant option, require the Issuer to redeem such Note at its principal amount upon the occurrence of a Change of Control Prepayment Event. See "Terms and Conditions of the Notes—Redemption and Purchase".

The net proceeds of the issuance of the Notes shall be used to fund, in whole or in part Eligible Assets, as defined and described in "Use of Proceeds" and "Notes being issued as Sustainable Notes".

The Notes are issued in a denominations of EUR 100,000 and can only be settled in such denominations or integral multiples thereof. The Notes are issued in dematerialised form in accordance with the Belgian Companies and Associations Code (*Wetboek van Vennootschappen en Verenigen/Code des Sociétés et des Associations*) and cannot be physically delivered. The Notes will be represented exclusively by book entry in the records of the securities settlement system operated by the National Bank of Belgium ("NBB") or any successor thereto (the "NBB-SSS").

Application has been made to the Luxembourg Stock Exchange in its capacity as competent entity under Part IV of the Luxembourg Law of 16 July 2019 on Prospectuses for Securities (the "Luxembourg Prospectus Law 2019") to approve this Information Memorandum as a prospectus for the purposes of Article 62 of the Luxembourg Prospectus Law 2019. Application has also been made to admit the Notes to listing on the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF Market of the Luxembourg Stock Exchange ("Euro MTF Market"). The Euro MTF Market is not a regulated market within the meaning of Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II").

This Information Memorandum does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "Prospectus Regulation"). Accordingly, the Information Memorandum does not purport to meet the format and the disclosure requirements of the Prospectus Regulation and Commission delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004. The Information Memorandum has not been, and will not be, submitted for approval to the Belgian Financial Services and Markets Authority nor any other competent authority within the meaning of the Prospectus Regulation.

The Notes have not been, and will not be, registered under the United States Securities Act of 1933 (as amended, the "Securities Act") and are subject to United States tax law requirements. The Notes are being offered outside the United States by the Managers (as defined in "Subscription and Sale") in accordance with Regulation S under the Securities Act ("Regulation S"), and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The long-term debt of the Issuer has been rated BBB (stable outlook) by S&P Global Ratings Europe Limited ("S&P"). The Notes will be rated BBB by S&P. S&P is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "CRA Regulation"). S&P appears on the latest update of the list of registered credit rating agencies (as of 14 November 2019) on the ESMA website <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

The Notes will not be offered or sold in Belgium to "consumers" (consumenten/consommateurs) within the meaning of the Belgian Code of Economic Law (Wetboek van economisch recht/Code de droit économique), as amended. The Notes may be held only by, and transferred only to, eligible investors referred to in Article 4 of the Belgian royal decree of 26 May 1994 on the deduction of withholding tax, holding their securities in an exempt securities account that has been opened with a financial institution that is a direct or indirect participant in the NBB-SSS.

Global Coordinators and Active Joint Bookrunners

ABN AMRO

BNP PARIBAS

Active Joint Bookrunners

GOLDMAN SACHS INTERNATIONAL

J.P. MORGAN

Passive Joint Bookrunners

BELFIUS BANK NV/SA

BANK DEGROEF PETERCAM

ING BANK N.V, BELGIAN BRANCH

KBC

SMBC NIKKO

30 November 2020

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IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Information Memorandum. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this Information Memorandum is in accordance with the facts and makes no omission likely to affect its import.

The information sourced from a third party, if any, has been accurately reproduced and no facts have been omitted which would render the reproduced information inaccurate or misleading.

The Issuer has confirmed to ABN AMRO Bank N.V. and BNP Paribas (the "**Global Coordinators**"), ABN AMRO Bank N.V., BNP Paribas, Goldman Sachs International and J.P. Morgan Securities plc (the "**Active Bookrunners**") and Belfius Bank NV/SA, Bank Degroof Petercam SA/NV, ING Bank N.V., Belgian Branch, KBC Bank NV and SMBC Nikko Capital Markets Europe GmbH (the "**Passive Joint Bookrunners**" and, together with the Active Joint Bookrunners, the "**Joint Lead Bookrunners**" and the Joint Lead Bookrunners together with the Global Coordinators, the "**Bookrunners**") that this Information Memorandum contains all information regarding the Issuer and the Notes which is (in the context of the issue of the Notes) material; such information is true and accurate in all material respects and is not misleading; any opinions, predictions or intentions expressed in this Information Memorandum on the part of the Issuer are honestly held or made and are not misleading; this Information Memorandum does not omit to state any material fact necessary to make such information, opinions, predictions or intentions (in such context) not misleading; and all proper enquiries have been made to ascertain and to verify the foregoing.

The Issuer has not authorised the making or provision of any representation or information regarding the Issuer or the Notes other than as contained in this Information Memorandum or as approved for such purpose by the Issuer. Any such representation or information should not be relied upon as having been authorised by the Issuer or the Managers.

Neither the Managers nor any of their respective affiliates have authorised the whole or any part of this Information Memorandum and none of them makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Information Memorandum or any responsibility for the acts or omissions of the Issuer or any other person (other than the relevant Manager) in connection with the issue and offering of the Notes. Neither the delivery of this Information Memorandum nor the offering, sale or delivery of any Note shall in any circumstances create any implication that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the condition (financial or otherwise) of the Issuer since the date of this Information Memorandum.

This Information Memorandum does not constitute an offer of, or an invitation to subscribe for or purchase, any Notes. Neither this Information Memorandum nor any other information supplied in connection with the offering of the Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer or any of the Managers that any recipient of this Information Memorandum or any other information supplied in connection with the offering of the Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Information Memorandum nor any other information supplied in connection with the offering of the Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Managers to any person to subscribe for or to purchase any Notes.

The contents of this Information Memorandum are not to be construed as legal, business or tax advice. Each prospective investor should subscribe for or consult its own advisers as to legal, tax, financial, credit and related aspects of an investment in the Notes.

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of Notes, the merits and risks of investing in the Notes and the information contained in this Information Memorandum;

- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes, how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact the Notes will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes;
- understand thoroughly the terms of the Notes and be familiar with the behaviour of the financial markets and of any financial variable which might have an impact on the return on the Notes; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The distribution of this Information Memorandum and the offering, sale and delivery of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Information Memorandum comes are required by the Issuer and the Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on distribution of this Information Memorandum and other offering material relating to the Notes, see "*Subscription and Sale*". No action has been taken in any jurisdiction that would permit a public offering of the Notes or possession or distribution of this Information Memorandum or any other offering material in any jurisdiction where action for that purpose is required to be taken. This Information Memorandum does not constitute an offer of or an invitation by or on behalf of the Issuer or the Managers or any affiliate or representative thereof to subscribe for or to purchase, any securities or an offer to sell or the solicitation of an offer to buy any securities by any person in circumstances or in any jurisdiction in which such offer or solicitation is unlawful.

This Information Memorandum has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area or in the United Kingdom (each a "**Relevant State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of Notes. Accordingly, any person making or intending to make an offer in that Relevant State of Notes which are the subject of an offering contemplated in this Information Memorandum, may only do so in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. None of the Issuer or any Manager has authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or any Manager to publish or supplement a prospectus for such offer.

The Notes have not been and will not be registered under the Securities Act and are subject to United States tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons.

In this Information Memorandum, unless otherwise specified, references to a "**Member State**" are references to a Member State of the European Economic Area, references to "**EUR**" or "**euro**" are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No 974/98 of 3 May 1998 on the introduction of the euro, as amended.

Certain figures included in this Information Memorandum have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

PROHIBITION OF SALES TO EEA OR UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**") or the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II or (ii) a customer within the meaning of Directive 2016/97/EU (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or the United Kingdom has been prepared and therefore offering or

selling the Notes or otherwise making them available to any retail investor in the EEA or the United Kingdom may be unlawful under the PRIIPs Regulation.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO CONSUMERS IN BELGIUM – The Notes are not intended to be offered, sold or otherwise made available, and should not be offered, sold or otherwise made available, in Belgium to "consumers" (*consumenten/consommateurs*) within the meaning of the Belgian Code of Economic Law (*Wetboek economisch recht/Code de droit économique*), as amended.

TRANSFERS TO ELIGIBLE INVESTORS ONLY – The Notes may be held only by, and transferred only to, eligible investors referred to in Article 4 of the Belgian royal decree of 26 May 1994 on the deduction of withholding tax, holding their securities in an exempt securities account that has been opened with a financial institution that is a direct or indirect participant in the NBB-SSS.

In connection with the issue of the Notes, BNP Paribas (the "**Stabilisation Manager**") (or persons acting on behalf of any Stabilisation Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager (or person(s) acting on behalf of any Stabilisation Manager(s)) in accordance with all applicable laws and rules.

SINGAPORE SECURITIES AND FUTURES ACT PRODUCT CLASSIFICATION – Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (as modified or amended from time to time, the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

INFORMATION INCORPORATED BY REFERENCE

The information set out below shall be deemed to be incorporated in, and to form part of, this Information Memorandum **provided however that** any statement contained in any document incorporated by reference in, and forming part of, this Information Memorandum shall be deemed to be modified or superseded for the purpose of this Information Memorandum to the extent that a statement contained herein modifies or supersedes such statement.

Such documents will be made available, free of charge, during usual business hours at the specified offices of the Agent and on the website of the Issuer at www.cofinimmo.com, unless such documents have been modified or superseded. Such documents will also be available to view on the website of the Luxembourg Stock Exchange (www.bourse.lu).

For ease of reference, the tables below set out the relevant page references for the consolidated financial statements, the notes to the consolidated financial statements and the Auditors' reports for the years ended 2019 and 2018 for the Issuer, as set out in the respective annual reports. Any information not listed in the cross-reference table but included in the documents incorporated by reference is given for information purposes only.

Consolidated Financial Statements Year ended 31 December 2019	2019 Annual Financial Report
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Consolidated Financial Statements Year ended 31 December 2018	2018 Annual Financial Report
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In addition, the half-yearly financial report of 2020 (as included in the press release dated 30 July 2020) and the results of the third quarter of 2020 (as included in the press release dated 19 November 2020), the press releases dated 29 October 2020, 30 October 2020, 4 November 2020, 12 November 2020 and 17 November 2020 are incorporated by reference to this Information Memorandum.

OVERVIEW

This overview must be read as an introduction to this Information Memorandum and any decision to invest in the Notes should be based on a consideration of the Information Memorandum as a whole, including the documents incorporated by reference.

Words and expressions defined in the "Terms and Conditions of the Notes" below or elsewhere in this Information Memorandum have the same meanings in this overview.

The Issuer:	Cofinimmo SA/NV, a Belgian company with its registered office at Boulevard de la Woluwe 58, 1200 Brussels, Belgium, enterprise number 0426.184.049 (RPR/RPM Brussels).
	The Issuer is registered with the FSMA as a public regulated real estate company (<i>société immobilière réglementée (SIR) / gereguleerde vastgoedvennootschap (GVV)</i>), in accordance with the Act of 12 May 2014 on regulated real-estate companies and its implementing Royal Decree of 13 July 2014. The Issuer is registered with the FSMA in that capacity. See the section "General" in the "Description of the Issuer".
	The Issuer focuses on rental property. Its core activity segments are primarily healthcare real estate, then office property and property of distribution networks. See the section "Business" in the "Description of the Issuer".
Global Coordinators	ABN AMRO Bank N.V. and BNP Paribas.
Active Joint Bookrunners	ABN AMRO Bank N.V., BNP Paribas, Goldman Sachs International and J.P. Morgan Securities plc.
Passive Joint Bookrunners	Bank Degroof Petercam SA/NV, Belfius Bank NV/SA, ING Bank N.V., Belgian Branch, KBC Bank NV and SMBC Nikko Capital Markets Europe GmbH.
The Notes:	EUR 500,000,000 0.875 per cent. Notes due 2 December 2030.
Issue Price:	99.222 per cent. of the principal amount of the Notes.
Issue Date:	Expected to be 2 December 2020.
Use of Proceeds:	The proceeds of the Notes will be used for general corporate purposes and specifically to finance or refinance Eligible Assets (as defined in "Notes being issued as Sustainable Notes").
Interest:	The Notes will bear interest from 2 December 2020 at a rate of 0.875 per cent. per annum payable annually in arrear on 2 December in each year commencing 2 December 2021.
Status:	The Notes are direct, unconditional, unsubordinated and (subject to Condition 4 (<i>Negative Pledge</i>)) unsecured obligations of the Issuer.
Form and Denomination:	The Notes are issued in a denominations of EUR 100,000 and can only be settled in such denominations or integral multiples thereof. The Notes are issued in dematerialised form in accordance with the Belgian Companies and Associations Code (<i>Wetboek van Vennootschappen en Verenigingen/Code des Sociétés et des Associations</i>) and cannot be physically delivered. The Notes will be represented exclusively by book entry in the records of the NBB-SSS. The Notes can be held by their holders through participants in the NBB-SSS, including Euroclear Bank SA/NV

("Euroclear"), Clearstream Banking AG ("Clearstream"), SIX SIS AG ("SIX SIS"), Monte Titoli S.p.A ("Monte Titoli"), Euroclear France SA ("Euroclear France"), Interbolsa S.A. ("Interbolsa"), LuxCSD S.A. ("LuxCSD") or other participants in the NBB-SSS whose membership extends to securities such as the Notes or through other financial intermediaries which in turn hold the Notes through any Participant. Title to the Notes will pass by account transfer. The Noteholders will not be entitled to exchange the Notes into notes in bearer form.

Final Redemption:	2 December 2030.
Optional Redemption:	The Issuer may, at its option, redeem the Notes, in whole but not in part, at a redemption price per Note equal to (a) if the date fixed for redemption falls in the period from but excluding three months prior to the Maturity Date, to but excluding the scheduled maturity date, the principal amount of the Notes, (b) upon the occurrence of a Substantial Repurchase Event, the principal amount of the Notes or (c) if at any other time, the higher of the principal amount of the Notes and an amount calculated by reference to the then yield of the Reference Bund plus a margin of 0.25 as described under Condition 6(d) (<i>Redemption and Purchase – Make Whole Redemption at the Option of the Issuer</i>), in each case plus accrued interest as described in the relevant Condition.
Put Event:	Upon the occurrence of a Change of Control Prepayment Event (as defined in Condition 6(c) (<i>Redemption and Purchase – Change of Control Put Option</i>)), each Noteholder shall have the option to require the Issuer to redeem all or part of its Notes at an amount equal to the principal amount thereof plus accrued interest as described in Condition 6(c) (<i>Change of Control Put Option</i>).
Tax Redemption:	In the event of certain tax changes, the Issuer may redeem the Notes in whole, but not in part, at any time at an amount equal to their principal amount, together with unpaid interest accrued to (but excluding) the date fixed for redemption, as more fully provided in Condition 6(b) (<i>Redemption and Purchase – Redemption for tax reasons</i>).
Negative Pledge:	The Notes will have the benefit of a negative pledge as described in Condition 4 (<i>Negative Pledge</i>).
Cross-acceleration:	The Notes will have the benefit of a cross accelerations provision as described in Condition 10 (<i>Events of Default</i>).
Rating:	The Notes are expected to be rated BBB by S&P.
Withholding Tax:	All payments of principal and interest in respect of the Notes made by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Belgium, or any political subdivision thereof or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event the Issuer shall pay such additional amounts as will result in receipt by the Noteholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or

deduction been required, except in certain cases. See further Condition 8 (*Taxation*).

- Governing Law:**..... The Notes, the Agency Agreement and the Subscription Agreement will be governed by Belgian law.
- Listing and Trading:** Application has been made to admit the Notes to listing on the Official List of the Luxembourg Stock Exchange and for trading on the Euro MTF Market of the Luxembourg Stock Exchange.
- Clearing Systems:** NBB-SSS.
- Selling Restrictions:**..... See "*Subscription and Sale*".
- Risk Factors:**..... Investing in the Notes involves risks. See "*Risk Factors*".

RISK FACTORS

Any investment in the Notes is subject to a number of risks. Prior to investing in the Notes, prospective investors should carefully consider risk factors associated with any investment in the Notes, the business of the Issuer and the industries in which it operates together with all other information contained in this Information Memorandum, including, in particular the risk factors described below. Words and expressions defined in the "Terms and Conditions of the Notes" below or elsewhere in this Information Memorandum have the same meanings in this section.

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Notes. All of these factors are contingencies which may or may not occur. The risk factors may relate to the Issuer or any of its Subsidiaries (together, the "**Group**"). Factors which the Issuer believes may be material for the purpose of assessing the market risks associated with the Notes are also described below.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with the Notes may occur for other reasons which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate and the Issuer does not represent that the statements below regarding the risks of holding the Notes are exhaustive. The sequence in which the risk factors are listed is not an indication of their likelihood to occur or of the extent of their commercial consequences. Prospective investors should also read the detailed information set out elsewhere in this Information Memorandum or incorporated by reference in this Information Memorandum and reach their own views prior to making any investment decision and consult with their own professional advisors if they consider it necessary. Terms defined in "Terms and Conditions of the Notes" (the "**Conditions**") below shall have the same meaning where used below.

Risks Relating To the Issuer.

Risk factors

1. Risks associated with the Group's activities and with its sectors of activity, that may affect the Issuer's ability to fulfil its obligations under or in connection with the Notes

1.1 Risks related to the leasing market in the segments in which the Group operates

The leasing market in the two main segments in which the Group operates (healthcare real estate in Europe, office property in Belgium and primarily in Brussels) could experience a fall in demand, over-supply or the weakening of the financial position of its tenants.

This could lead to a decrease in net income as a result of an increase in the vacancy rate and associated costs. At 31 December 2019, a 1% increase in the vacancy rate would have had an impact of around -2.5 million EUR (i.e. -1.5%) on the net result - Group share.

This could also result in the weakening of the solvency of tenants and increase in doubtful accounts reducing the collection of rent, and the decrease in the fair value of investment properties.

1.2 Risks related to the investment market in the segments in which the Group operates

The investment market in the two main segments in which the Group operates (healthcare real estate in Europe, office property in Belgium and primarily in Brussels) could see a fall in demand from real estate investors. This could result in a decrease in the fair value of investment properties.

1.3 Risks related to interest rate volatility

Short- and/or long-term benchmark interest rates may be subject to significant fluctuations in international financial markets.

The financial expenses could increase in the event of an increase in interest rates, on the portion of the debt that was entered into at a variable rate and that is not hedged, and therefore a decrease in net assets per share. In 2020, assuming that the structure and level of debt remain identical to those at 31 December 2019, and taking into account the hedging instruments put in place, an increase in

interest rates of 50 basis points would result in a two-basis point increase in the cost of financing and a decrease in the net result - Group share of 0.4 million EUR (i.e. 0.2%).

- 1.4 Also, the fair value of financial instruments could decrease in the event of a fall in interest rates, and hence a decrease in the net result - Group share and in net assets per share. In 2020, a negative change in the fair value of financial instruments of 1 million EUR would represent a decrease in the net result - Group share of 1 million EUR (or 0.5%).

Risks related to the negative change in the fair value of property

The market value of the Group's investment property is subject to changes and depends on various factors, some of which are outside the Group's scope of action (such as a decrease in demand and in the occupancy rate in the real estate segments in which the Group operates, a change in interest rates in the financial markets, or an increase in transfer duty in the geographical areas in which the Group operates). Other factors also play a role in the valuation of investment properties, such as their technical condition, their commercial positioning, the investment budgets necessary for their proper functioning and their proper marketing.

A significant negative change in the fair value of investment properties from one period to another would represent a significant loss in the Group's income statement, with an adverse effect on its net assets and debt-to-assets ratio. At 31 December 2019, a 1% change in value would have had an impact of around 42.5 million EUR on the net result (compared to 37.3 million EUR at 31 December 2018) and 0.39% on the debt-to-assets (compared to 0.39% at 31 December 2018).

1.5 **Risks related to the customers**

(a) ***Risks related to concentration risk***

Concentration risk is assessed at the level of buildings, locations and (groups of) tenants or operators. As at 31 December 2019, the Group had a diversified customer base more than 450 tenants (or operators), including about 50 in healthcare real estate. The Group's five main (groups of) tenants or operators generated 48.4% of gross rental revenues in 2019. The two main (groups of) tenants or operators accounted for 15.7% (Korian Group) and 11.7% (AB InBev) of these revenues, respectively. Furthermore, the public sector generated 6.9% of gross rental revenues.

The risk may have the following effects:

1. Significant reduction in rental income and hence in the net result Group share, in the event of the departure of major tenants or operators.
2. Collateral effect on the fair value of investment properties.
3. Non-compliance with the diversification obligations provided for by the RREC Legislation, which provides that "*no transaction carried out by a public RREC can have the effect that more than 20% of its consolidated assets are placed in real estate assets (...) that form a single set of assets, or increase this proportion further, if it is already higher than 20%, irrespective of the cause of the initial exceedance of this percentage*". The set of assets is defined as "*one or more buildings or assets (...) the investment risk of which is considered to be a single risk for the public RREC*" (Article 30 of the RREC Act).

(b) ***Risks related to the vacancy rate***

A vacancy rate risk may arise in the event of non-renewal of expiring rental contracts, early termination, or unforeseen events such as tenant/operator bankruptcies.

An increase in the vacancy rate, the payment by the Group of sums that should normally be paid by tenants/operators, an increase in marketing costs, and/or a downward revision of rental income, could result in a reduction in net result - Group share.

1.6 **Risks relating to internal control**

An inadequate internal control system may prevent the parties concerned (internal auditor, compliance officer, risk officer, executive committee, audit committee, board of directors) from performing their duties, which could jeopardise the effectiveness of internal control. As a consequence, the Issuer would not be managed in an orderly and prudent manner, endangering the optimal allocation of resources. Inadequate risk management skills could lead to poor protection of the Issuer's assets, lack of integrity and reliability of financial and management data, shortcomings in terms of compliance with legislation (in particular with regard to Article 17 of the RREC Act), as well as internal management procedures and directives.

1.7 **Environmental, social and governance risks**

The attractiveness of the Group's building assets depends in particular on their sustainability (location, energy intensity, proximity to modes of transport, etc.) and their resilience to climate change. Shortcomings in this area are likely to discourage potential tenants/operators or potential buyers and to lead to vacancy rate and negative change in the fair value of properties.

In addition, sustainability is an increasingly important theme, both in terms of general public opinion and for private or institutional investors. This covers many aspects, for example in terms of the impact of the Issuer's activities on the environment, the community and governance (ESG aspects, acronym for Environment, Social, Governance), which are assessed according to reference frameworks that are not yet fully defined or standardised, or that are not yet recognised by all stakeholders. There may therefore be a risk of perceived lack of transparency in some of these aspects and could lead to a deterioration of the Group's reputation with the various stakeholders or a limitation of access to the capital market (debt and equity).

2. **Risks related to the Issuer's financial situation that may affect the Issuer's ability to fulfil its obligations under or in connection with the Notes**

2.1 **Risks related to financing**

The Issuer's investment strategy is largely based on its ability to raise funds, whether borrowed capital or shareholder's equity. This ability depends in particular on circumstances that the Issuer does not control (such as the state of international capital markets, banks' ability to grant credit, market participants' perception of the Group's solvency, the perception of market participants on real estate in general and on the real estate segments in which the Group is active in particular).

The Group could therefore encounter difficulties in obtaining the financing necessary for its growth or for the exercise of its activity. The potential effects thereof are (i) the inability to finance acquisitions or development projects, (ii) a financing at a higher cost than expected, with an impact on the net result - Group share, (iii) the inability to meet the Group's financial commitments (operating activity, interest or dividends, repayment of maturing debts, etc.).

2.2 **Risks related to contractual obligations and legal parameters**

The Group is contractually or statutorily obliged to comply with certain obligations and certain parameters or ratios, particularly within the framework of the credit agreements it has entered into. Non-compliance with these commitments, or with these parameters or ratios, entails risks for the Group.

In the event of non-compliance with legal obligations or the resulting parameters or ratios and that the Issuer has not been able to remedy the situation following a cure period, penalties may be imposed by the relevant supervisory authorities. Non-compliance with its obligations could lead to a loss of confidence on the part of the Group's credit providers, or even the arising of early repayment obligations for some or all loans.

2.3 **Risks related to a change in the Group's public financial rating**

The Group has a public financial rating determined by an independent rating agency. This rating may be adjusted at any time. Standard & Poor's gave the Issuer a BBB rating between May 2012 and May 2013. The rating was then reduced to BBB- between May 2013 and May 2015. Since

2015, the Issuer benefits from a BBB rating (confirmed in April 2020). The next update is expected in the spring of 2021.

A rating downgrade would have a direct effect on the Group's cost of financing, and therefore on the net result - Group share. A rating downgrade could also have an indirect effect on the appetite of credit providers to deal with the Issuer or an indirect effect on its financing cost or on its ability to finance its growth and activities.

2.4 **Risks arising in the event of a change of control**

Most of the loan agreements (syndicated loan, bilateral loans, Notes, etc.) concluded by the Group include a so-called 'change of control' clause. This ensures that in the event of a change of control of the Issuer (or more precisely in the event of the acquisition of control of the Issuer, of which only one shareholder currently exceed the 5% transparency declaration threshold), lenders have the option to cancel the loans granted and require early repayment, to be financed by significant asset disposals, shareholder's equity contributions in cash, or new financing.

2.5 **Issuer's insolvency and bankruptcy**

The Issuer has been incorporated in Belgium under the laws of the Kingdom of Belgium as a commercial company and is subject to Belgian insolvency legislation. There can be no assurance that the Issuer will not be declared insolvent or bankrupt. Furthermore, the Notes are unsecured obligations of the Issuer.

2.6 **Risks and uncertainties linked to the outbreak of a pandemic as COVID-19**

The Issuer's business could be materially adversely affected by the effects of pandemics, epidemics or other health crises, including the recent outbreak of COVID-19 in the countries where the Group is active. In March 2020, the World Health Organisation characterized COVID-19 as a pandemic, which resulted in restrictions across the world to reduce the spread of the disease. In particular, governments of the countries where the Group is active have taken measures to protect the health of citizens and slow down the spread of the virus. The ultimate impact of the COVID-19 outbreak or any similar health pandemic or epidemic is highly uncertain and subject to rapid change.

The Issuer currently estimates the risks of COVID-19 and its position in this respect as follows:

First, the COVID-19 pandemic may have an impact on the projects in progress of the Issuer due to amongst other delays or third party defaults. The lockdown measures of the first semester of 2020 have had a non-significant effect on ongoing construction sites and investment projects of the Issuer. As from mid-May, the Issuer was able to resume the execution of its growth strategy. Despite the current challenging context, the investment budget of 375 million EUR planned for 2020 is currently already exceeded. The Group's objective with this regard is now estimated at around 650 million EUR for 2020, whereas the divestments in 2020 should be around 37 million EUR. For a full overview of the investments in the first nine months of 2020 and additional investments from 1 October 2020 until 18 November 2020, please refer to the press release of 19 November 2020 incorporated by reference.

In addition, as a result of this pandemic, the economic and financial situation of certain tenants may deteriorate and they may be in default of paying their rent in due time. The Issuer reviews the situation of its counterparties on a case-by-case basis in order to find a balanced solution where appropriate. In this context, in order to reflect the doubts as to the current ability of some tenants to pay their rents, and without prejudging the outcome of the discussions with these tenants, the Issuer has already booked write-downs on trade receivables for approximately 2 million EUR as at 30 June 2020.

In addition, it is specified that:

- in the office segment, the surface areas rented directly to merchants (retailers, restaurants, ...) only account for approximately 0.2% of the Group's contractual rents;
- in the healthcare real estate segment, the wellness & sport centres account for less than 3% of the Group's contractual rents. These centres, located in Belgium and Germany, have

been closed to the public since March and are only partially reopen since the end of May/beginning of June. The operators' loss of income was significant during this period, the situation went gradually back to normal and followed the measures taken to address the healthcare crisis. The current wave of contamination resurgence calls for caution: the Belgian centres are mainly closed again since 26 October 2020, while the German centres are almost completely closed since 02 November 2020.

The COVID-19 pandemic may also have an impact on the valuation of the portfolio of the Issuer. In accordance with the Valuation Practice Alert of 2 April 2020 published by the Royal Institute of Chartered Surveyors ("**RICS**"), the independent real estate valuers' report mentions that it has been prepared taking into account a 'material valuation uncertainty', as defined by the RICS standards.

More information can be found under sub-section 2.9 "Recent Developments" under the *Description of the Issuer* section.

3. **Legal and regulatory risks that may affect the Issuer's ability to fulfil its obligations under or in connection with the Notes**

3.1 **Risks related to the RREC regime, FIIS regime, the SIIC regime and to the FBI regime**

The Issuer and some of its subsidiaries have the status of a regulated real estate company (qualified as public in the case of the Issuer, and institutional in the case of certain subsidiaries), which is reflected in particular in tax transparency for their activities in Belgium. This status is granted to them on condition that they fulfil a series of conditions determined by the RREC Act and the RREC Royal Decree, together comprising the RREC Legislation. There is therefore a risk of non-compliance of the Group's activities with the requirements of the RREC Legislation. In addition, the RREC Legislation may be subject to change by the legislator.

Some Subsidiaries benefit from the status of specialised real estate investment funds ("**FIIS**"), which is reflected in particular by tax transparency for their activities in Belgium. Also, the Issuer and some of its subsidiaries benefit from the status of listed real estate investment company ("**SIIC**"), which is reflected in particular by tax transparency for their activities in France. In addition, in the Netherlands, the Issuer benefits, through its subsidiary Superstone, from the *fiscale beleggingsinstelling* ("**FBI**") status, which is reflected in particular by tax transparency for its activities in the Netherlands.

In the event of non-compliance with the applicable regulatory laws, the sanctions may go as far as the loss of the relevant status, entailing the loss of the benefit of tax transparency, causing a significant reduction in the net result - Group share, as well as an obligation to repay a large number of loans early.

There could also be a decrease in net income - Group share, in the event of an unfavourable change in the applicable legislation.

A loss of the benefit of the tax transparency or a change of the terms thereof can indeed also result from legislative changes. In this regard, the Dutch governing coalition agreement of October 2017 **provided that** direct investments in Dutch real estate by fiscal investment enterprise (FBI), of which the Issuer is a member through its subsidiary Superstone, would no longer be authorised from 2020 in the context of the announced abolition of the taxation of dividends. In early October 2018, the Dutch government announced the continuation of the taxation of dividends and the current FBI status in its entirety.

At the same time, the Issuer was in negotiations with the Dutch tax authorities, which had informed it that as a shareholder of Superstone, which benefits from FBI status, the company would have to undergo another shareholder test (the conditions for being considered an FBI depend in particular on the activities and the shareholder structure).

The precise content of the shareholding test is not yet clear, as it will depend in particular on the outcome of numerous cases pending appeal between the Dutch tax administration and foreign investment funds regarding the restitution of the dividend tax, in the context of which a ruling by

the European Court of Justice and subsequently the Dutch 'Hoge Raad' is expected in the course of 2020.

3.2 **Risks related to the difference between the real value (used in the calculation of the exit tax) and the fair value (included in the balance sheet) of the real estate portfolio**

When a Belgian company governed by ordinary law is absorbed by a RREC, or obtains the status of RREC or FIIS, it is liable for an 'exit tax' on its unrealised capital gains and exempt reserves, at a rate lower than the standard tax rate. The exit tax is calculated in accordance with the provisions of circular Ci.RFI.423/567.729 of 23 December 2004, the interpretation or practical application of which is subject to change at any time. The real value of a property as referred to in this circular is calculated after deduction of registration duties or VAT. This real value differs from (and may therefore be lower than) the fair value of the property as mentioned in the Issuer's IFRS balance sheet.

The potential effect is the increase in the base on which the exit tax is calculated, and a decrease in the net result - Group share.

3.3 **Risks related to the changes to social security schemes**

In healthcare real estate, the income of tenants/operators is often derived at least partially, directly or indirectly, from subsidies provided by the local social security scheme. These schemes, which depend on national, regional or local authorities, are subject to reform from time to time.

Potential effects:

1. Reduction in the solvency of tenants/operators in the geographical area concerned by a reform that would be unfavourable to them, with an adverse impact on their ability to honour their commitments to the Issuer.
2. Decrease in the fair value of part of the investment property.

3.4 **Changes to legislation relating to planning permission or the environment**

The numerous urban planning and environmental legislation to which the Group is subject may be subject to change by the legislator.

These possible changes would be likely to have an adverse effect on the profitability of existing buildings, development projects or buildings the acquisition of which is planned, and therefore on the net result - Group share. These changes could also lead to an increase in the vacancy rate or a decrease in the fair value of investment properties.

4. **Factors which are material for the purpose of assessing the market risks associated with the Notes**

4.1 **Conflict of interests**

The Issuer and the Joint Bookrunners may engage in transactions adversely affecting the interests of the Noteholders.

The Joint Bookrunners may have conflicts of interests which could have an adverse effect on the interests of the Noteholders. Potential investors should be aware that the Issuer is involved in a general business relationship or/and in specific transactions with the Joint Bookrunners. Potential investors should also be aware that the Joint Bookrunners may hold from time to time debt securities or/and other financial instruments of the Issuer.

Within the framework of normal business relationship with its banks, the Issuer or any subsidiary could enter into or has entered into loan agreements and other facilities with a Joint Bookrunners (via bilateral transactions or/and syndicated loans together with other banks banks). For instance, a loan facility was entered into on 1 July 2020 with some of the Joint Bookrunners for an amount of 500 million EUR (the "**Loan Facility**"). The terms and conditions of these debt financings may differ from the Conditions and certain terms and conditions of such debt financings could be or are

more restrictive than the Conditions of the Notes. The terms and conditions of such debt financings may contain financial covenants, different from or not included in the Conditions of the Notes. In addition, as part of these debt financings, the lenders may have or have the benefit of certain guarantees or security, whereas the Noteholders will not have the benefit from similar guarantees. This may result in the Noteholders being subordinated to the lenders under such debt financings.

The Noteholders should be aware of the fact that a Joint Bookrunners, when it acts as lender to the Issuer, has no fiduciary duties or other duties of any nature whatsoever vis-à-vis the Noteholders and that it is under no obligation to take into account the interests of the Noteholders.

The Joint Bookrunners and their respective affiliates have engaged in, or may engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer or its affiliates. They have received, or may receive, customary fees and commissions for these transactions. In addition, in the ordinary course of their business activities, the Joint Bookrunners and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or its affiliates.

The Joint Bookrunners and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

These conflicts of interests may occur amongst other things in case of an event of default for any of the credit facilities granted by a Joint Bookrunners before the maturity of the Notes or in case of a mandatory early repayment and may affect the repayment capacity of the Issuer. It is not excluded that these credit facilities will be repaid before the maturity of the Notes. A Joint Bookrunner does not have any obligation to take into account the interests of the Noteholders when exercising its rights as lender under the aforementioned credit facilities. Any full or partial repayment of credit facilities granted by a Joint Bookrunners will, at that time, have a favourable impact on the exposure of the Joint Bookrunners vis-à-vis the Issuer.

Risk Relating To The Notes.

Market Value of the Notes.

The value of the Notes may be affected by the creditworthiness of the Issuer and a number of additional factors, such as market interest and yield rates and the time remaining to the maturity date and more generally all economic, financial and political events in any country, including factors affecting capital markets generally and the market on which the Notes are traded. The price at which a Noteholder will be able to sell the Notes prior to maturity may be at a discount, which could be substantial, from the issue price or the purchase price paid by such purchaser.

Interest rate risks.

Investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

Modification.

The conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority. Such decisions may include decisions relating to (a reduction of) the interest payable on the Notes and/or the amount paid by the Issuer upon redemption of the Notes.

Change of law.

The conditions of the Notes are based on the laws of Belgium in effect as at the date of this Information Memorandum. No assurance can be given as to the impact of any possible judicial decision or change to

the laws of Belgium, the official application, interpretation or the administrative practice after the date of this Information Memorandum.

Impact of fees, commissions and/or inducements on the issue price and/or offer price.

Investors should note that the issue price and/or offer price of the Notes may include subscription fees, placement fees, direction fees, structuring fees and/or other additional costs. Any such fees may not be taken into account for the purposes of determining the price of such Notes on the secondary market and could result in a difference between the original issue price and/or offer price, the theoretical value of such Notes, and/or the actual bid/offer price quoted by any intermediary in the secondary market. Any such difference may have an adverse effect on the value of the Notes, particularly immediately following the offer and the issue date, where any such fees and/or costs may be deducted from the price at which such Notes can be sold by the initial investor in the secondary market.

The Issuer may not have the ability to repay the Notes.

The Issuer may not be able to repay the Notes at their maturity. The Issuer may also be required to repay all or part of the Notes in the event of a default as set out in the Conditions. If the Noteholders were to ask the Issuer to repay their Notes following an event of default, the Issuer cannot be certain that it will be able to pay the required amount in full. The Issuer's ability to repay the Notes will depend on the Issuer's financial condition (including its cash position resulting from its ability to receive income and dividends from its subsidiaries) at the time of the requested repayment. The Issuer's failure to repay the Notes may result in an event of default under the terms of other outstanding indebtedness.

Unsecured obligations of the Issuer which do not benefit from any guarantee

The right of the Noteholders to receive payment on the Notes is not secured or guaranteed. The Notes constitute direct, unconditional, unsubordinated and (subject to Condition 4 "*Negative Pledge*") unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves and at least *pari passu* with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are mandatory of general application. Upon a winding-up of the Issuer or if insolvency proceedings are brought in relation to the Issuer, the Notes will be effectively subordinated to all of the Issuer's secured indebtedness, to the extent of the value of the collateral securing such indebtedness.

The Notes may be redeemed prior to maturity.

In the event that the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Belgium or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all outstanding Notes in accordance with the Conditions.

In addition the Conditions provide that the Notes are redeemable at the Issuer's option in certain other circumstances and accordingly the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the Notes.

The Notes may not meet investor expectations or requirements for Sustainable Notes.

Pursuant to the International Capital Markets Association ("**ICMA**") Green Bond Principles ("**GBP**") and the Social Bond Principles ("**SBP**") voluntary guidelines (referred together as the "**GBP & SBP**"), both edited in June 2018, and to the latest version of the Loan Market Association's Green Loan Principles ("**GLP**") voluntary guidelines (edited in December 2018) recommending that issuers use external review to confirm their alignment with the key features of the GBP and SBP, at the Issuer's request, Vigeo Eiris ("**Vigeo**") (an independent global environmental, social and governance rating and consultancy agency) issued, in May 2020, a second-party opinion regarding the sustainability credentials and management of the financing instruments as an investment in connection with relevant environmental and social objectives (the "**Vigeo Opinion**").

The Vigeo Opinion is for information purposes only and the Issuer, Vigeo Eiris, the Managers do not accept any form of liability for the substance of the Vigeo Opinion and/or any liability for loss arising from the use of the Vigeo Opinion and/or the information provided in it.

If the use of proceeds of the Notes as "Sustainable Notes" is a factor in a prospective investor's decision to invest in the Notes, they should consider the disclosure in "*Use of Proceeds*" and "*Notes being issued as Sustainable Notes*" and consult with their legal or other advisers before making an investment in the Notes and must determine for themselves the relevance of such information for the purpose of any investment in such Sustainable Note together with any other investigation such investor deems necessary.

No assurance is given by the Issuer or any of the Managers that the use of such proceeds for any Eligible Assets (as defined in the Cofinimmo Sustainable Finance Framework (the version from May 2020, and subsequent versions, being the "**Cofinimmo Sustainable Finance Framework**") will meet the requirements set out in the Cofinimmo Sustainable Finance Framework, whether in whole or in part, or any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own articles of association or other governing rules or investment mandates (in particular with regard to any direct or indirect environmental impact of any assets or uses, the subject of or related to, any of the businesses and projects funded with the proceeds from the Notes).

No assurance is or can be given to investors that any assets or uses the subject of, or related to, any of the businesses and projects funded with the proceeds from the Notes will meet any or all investor expectations regarding such 'Green/Social/Sustainable' or other equivalently-labelled performance objectives or that any adverse environmental and/or other impacts will not occur during uses the subject of, or related to, any Eligible Assets.

Furthermore, there is no contractual obligation to allocate the proceeds of the Notes to finance eligible businesses and projects or to provide annual progress reports as may be described in the "*Use of Proceeds*". The Issuer's failure to allocate the proceeds of the Notes to finance an Eligible Asset or to provide annual progress reports or the failure of any of the Eligible Assets to meet any or all investor expectations regarding such 'green/social/sustainable' or other equivalently-labelled performance objectives, will not constitute an Event of Default (as defined in the Conditions) or breach of contract with respect to the Notes and may affect the value of the Notes and/or have adverse consequences for certain investors with portfolio mandates to invest in green, social or sustainable assets.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of the Vigeo Opinion or any other opinion or certification of any third party (whether or not solicited by the Issuer or any affiliate) which may be made available in connection with the Notes and in particular whether any Eligible Asset fulfil any environmental and/or social and/or other criteria. For the avoidance of doubt, any such opinion or certification is not, nor shall it be deemed to be, incorporated in and/or form part of this Information Memorandum. Any such opinion or certification is not, nor should be deemed to be, a recommendation by the Issuer, the Managers or any other person to enter into the Notes. Any such opinion or certification is only current as of the date that such opinion or certification was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in the Notes. Currently, the providers of such opinions and certifications (including the provider of the second party opinion) are not subject to any specific regulatory or other regime or oversight. In particular, no assurance or representation is or can be given by the Issuer to investors that any such opinion or certification will reflect any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply. The Noteholders have no recourse against the Issuer, the Managers or the provider of any such opinion or certification for the contents of any such opinion or certification.

A withdrawal of any such opinion or certification may affect the value of the Notes, may result in the delisting of such the Notes from any dedicated 'green/social/sustainable' or other equivalently-labelled segment of any stock exchange or securities market and/or may have consequences for certain investors with portfolio mandates to invest in green, social or sustainable assets.

The Vigeo Opinion is made available to investors on the Issuer's website (www.cofinimmo.com). The Issuer intends to report for the duration of the Notes, the environmental and/or social benefits of the assets funded/refinanced by the issue of the Notes in its annual report, which is published on the Issuer's website

(www.cofinimmo.com). The Issuer has also committed to make, and keep, readily available and relevant information on the use of proceeds to be renewed annually during the lifetime of the financing instrument. The Vigeo Opinion and the Cofinimmo Sustainable Finance Framework are not incorporated by reference.

The transfer of the Notes, any payments made in respect of the Notes and all communications with the Issuer will occur through the NBB-SSS.

A Noteholder must rely on the procedures of the NBB-SSS to receive payment under the Notes or communications from the Issuer. The Issuer and the Agent will have no responsibility or liability for the records relating to, or payments made in respect of, the Notes within, or any other improper functioning of, the NBB-SSS and Noteholders should in such case make a claim against the NBB-SSS. Any such risk may adversely affect the rights and/or return on investment of a Noteholder.

There is no active trading market for the Notes.

The Notes are new securities which may not be widely distributed and for which there is currently no active trading market. If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. Although application has been made for the Notes to be admitted to the official list of the Luxembourg Stock Exchange and trading on the Euro MTF Market, there is no assurance that such application will be accepted or that an active trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for the Notes.

Credit Rating.

The long-term debt of the Issuer has been rated BBB (stable outlook) by S&P. The Notes have been assigned a rating of "BBB" by S&P. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. Any adverse change in an applicable credit rating could adversely affect the trading price for the Notes.

A credit rating may be revised or withdrawn by the rating agency at any time.

Risks relating to the status of the investor

Taxation.

Potential purchasers and sellers of the Notes should be aware that they may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Notes are transferred or other jurisdictions. In addition, payments of interest on the Notes, or profits realised by the Noteholder upon the sale or repayment of the Notes, may be subject to taxation in the home jurisdiction of the potential investor or in other jurisdictions in which it is required to pay taxes. Any such taxes may adversely affect the return of a Noteholder on its investment in the Notes.

Exchange rate risks and exchange controls.

The Issuer may pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an Investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency equivalent value of the principal payable on the Notes and (3) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, Investors may receive less interest or principal than expected, or no interest or principal.

TERMS AND CONDITIONS OF THE NOTES

The EUR 500,000,000 per cent. Notes due 2 December 2030 (the "**Notes**", which expression includes any further notes issued pursuant to Condition 14 (*Further issues*) and forming a single series therewith) of Cofinimmo SA/NV, a Belgian company with its registered office at Boulevard de la Woluwe 58, 1200 Brussels, Belgium, enterprise number 0426.184.049 (RPR/RPM Brussels) (the "**Issuer**") are the subject of (i) an agency agreement dated 30 November 2020 (as amended or supplemented from time to time, the "**Agency Agreement**") between the Issuer, BNP Paribas Securities Services, Brussels branch as agent (the "**Agent**", which expression includes any successor agent appointed from time to time in connection with the Notes) and (ii) a service contract for the issuance of fixed income securities dated on or about the date of this Prospectus (the "**Clearing Services Agreement**") between the National Bank of Belgium, the Issuer and BNP Paribas Securities Services, Brussels branch as Agent. Certain provisions of these terms and conditions (the "**Conditions**") are summaries of the Agency Agreement and subject to its detailed provisions. Noteholders (as defined below) are bound by, and are deemed to have notice of, all the provisions of the Agency Agreement applicable to them. A copy of the Agency Agreement is available for inspection at the specified office of the Agent and will be delivered upon request to the Noteholders.

1. **Form, Denomination and Title**

The Notes are issued in dematerialised form in accordance with the Belgian Companies and Associations Code (*Wetboek van Vennootschappen en Verenigingen/Code des Sociétés et des Associations*) and cannot be physically delivered. The Notes will be represented exclusively by book entry in the records of the securities settlement system operated by the National Bank of Belgium ("**NBB**") or any successor thereto (the "**NBB-SSS**"). The Notes can be held by their holders through participants in the NBB-SSS, including Euroclear, Clearstream Banking AG, SIX SIS, Monte Titoli, Euroclear France, Interbolsa or other participants in the NBB-SSS whose membership extends to securities such as the Notes (each a "**Participant**") or through other financial intermediaries which in turn hold the Notes through any Participant. The Notes are accepted for settlement through the NBB-SSS and are accordingly subject to the applicable Belgian regulations, including the Belgian law of 6 August 1993 on transactions in certain securities, its implementing Belgian Royal Decrees of 26 May 1994 and 14 June 1994 (each as amended or re-enacted or as their application is modified by other provisions from time to time) and the Terms and Conditions governing the participation in the NBB-SSS and its annexes, as issued or modified by the NBB from time to time (the laws, decrees and rules mentioned in this Condition 1 being referred to herein as the "**NBB-SSS Regulations**"). Title to the Notes will pass by account transfer. The Noteholders will not be entitled to exchange the Notes into notes in bearer form.

If at any time the Notes are transferred to another clearing system, not operated or not exclusively operated by the NBB, these provisions shall apply *mutatis mutandis* to such successor clearing or securities settlement system and successor clearing or securities settlement system operator or any additional clearing or securities settlement system and additional clearing or securities settlement system operator.

Noteholders are entitled to exercise the rights they have, including voting rights, making requests, giving consents, and other associative rights (as defined for the purposes of the Belgian Companies and Associations Code) upon submission of an affidavit drawn up by the NBB (or any other Participant duly licensed in Belgium as a recognised accountholder for the purposes of Article 7:41 of the Belgian Companies and Associations Code (a "**Recognised Accountholder**") (or the position held by the financial institution through which such holder's Notes are held with such Recognised Accountholder, in which case an affidavit drawn up by that financial institution will also be required).

The Notes are issued in a denomination of EUR 100,000 and are tradable only in such denomination or integral multiples thereof.

In these Conditions, "**Noteholder**" and "**holder**" mean, in respect of any Note, the holder from time to time of the Notes as determined by reference to the records of the relevant securities settlement systems or financial intermediaries and the affidavits referred to in this Condition 1.

2. **Status**

The Notes constitute direct, unconditional, unsubordinated and (subject to Condition 4 (*Negative Pledge*)) unsecured obligations of the Issuer which will at all times rank *pari passu* without priority among themselves. The payment obligations of the Issuer under the Notes shall, subject to Condition 4 (*Negative Pledge*) and save for such exceptions as may be provided by applicable legislation, at all times rank at least equally and rateably with all its respective other present and future unsecured and unsubordinated obligations but, in the event of a winding-up, save for such obligations that may be preferred by provisions of law that are mandatory and of general application.

3. **Transfer restriction**

The Notes may be held only by, and transferred only to, eligible investors referred to in Article 4 of the Belgian royal decree of 26 May 1994 on the deduction of withholding tax, holding their securities in an exempt securities account that has been opened with a financial institution that is a direct or indirect participant in the NBB-SSS.

4. **Negative Pledge**

So long as any Note remains outstanding, the Issuer shall not, and the Issuer shall procure that none of its Material Subsidiaries will, create or permit to subsist any Security Interest for the benefit of any one or more creditors, on assets representing in aggregate 30 per cent. or more of the consolidated gross assets of the Group (measured on the basis of the latest available consolidated financial statement of the Issuer) unless (i) at the same time or prior thereto the Notes are secured equally and rateably therewith or (ii) such other security for the Notes as may be approved by an Extraordinary Resolution (as defined in the Meeting Provisions (as defined in Condition 13) of Noteholders) is provided.

The provisions of this Condition do not apply to any Security Interests to the extent arising pursuant to mandatory provisions of applicable law.

In these Conditions:

"**Group**" means the Issuer and each of its Subsidiaries from time to time.

"**Material Subsidiary**" means a Subsidiary of the Issuer:

- (a) whose operating profits represent 10 per cent. or more of the consolidated operating profits of the Group or whose assets represent 10 per cent. or more of the total consolidated assets of the Group, those consolidated operating profits or assets being measured on the basis of the latest available consolidated financial statement of the Issuer; or
- (b) to which is transferred all or a substantial part of the assets and liabilities of another Subsidiary which immediately prior to such transfer was a Material Subsidiary.

"**outstanding**" means all the Notes issued other than (a) those that have been redeemed in accordance with the Conditions, (b) those in respect of which the date for redemption has occurred and the redemption moneys (including all interest accrued on such Notes to the date for such redemption and any interest payable after such date) have been duly paid to the Agent as provided in this Agreement and remain available for payment to the Noteholders, (c) those which have become void or in respect of which claims have become prescribed, and (d) those which have been purchased and cancelled as provided in the Conditions; **provided that**, for the purposes of (i) ascertaining the right to attend and vote at any meeting of Noteholders and (ii) the determination of how many Notes are outstanding for the purposes of Condition 4 (*Negative Pledge*) and Condition 13 (*Meeting of Noteholders and Modifications*) and Schedule 1 (*Provisions on meetings of Noteholders*), those Notes that are held by, or are held on behalf of, the Issuer or any of its Subsidiaries and not cancelled shall (unless and until ceasing to be so held) be deemed not to be outstanding.

"Security Interest" means any mortgage, charge, pledge, lien or other security interest (*sûreté réelle/zakelijke zekerheid*) including, without limitation, anything analogous to any of the foregoing under the laws of any jurisdiction.

"Subsidiary" means, in respect of any person (the **"first person"**) at any particular time, any other person (the **"second person"**) which is then directly or indirectly controlled, or more than 50 per cent. of whose issued share capital (or equivalent) is then beneficially owned by the first person and/or one or more of its Subsidiaries. For this purpose, for a company to be "controlled" by another means that the other (whether directly or indirectly and whether by ownership of share capital, the possession of voting power, contract or otherwise) has the power to appoint and/or remove all or the majority of the members of the board of directors or other governing body of that company or otherwise controls or has the power to control the affairs and policies of that company.

5. **Interest**

The Notes will bear interest from (and including) 2 December 2020 (the **"Issue Date"**) at the rate of 0.875 per cent. per annum, (the **"Rate of Interest"**) payable in arrear on 2 December in each year (each, an **"Interest Payment Date"**), subject as provided in Condition 7 (*Payments*).

If a Shareholder Resolution Step Up Event occurs, the Notes will, as from the first Regular Interest Period commencing after the date of the Shareholder Resolution Step Up Event, cease to bear interest at the Rate of Interest and will instead bear interest at the rate of 1,375 per cent. per annum (the **"Adjusted Rate of Interest"**), payable in arrear on each subsequent Interest Payment Date, subject as provided in Condition 7 (*Payments*).

If, subsequently to a Shareholder Resolution Step Up Event, a Shareholder Resolution Step Down Event occurs, the Notes will, as from the first Regular Interest Period commencing after the date of the Shareholder Resolution Step Down Event, cease to bear interest at the Adjusted Rate of Interest and will instead bear interest as the Rate of Interest, payable in arrear on each subsequent Interest Payment Date, subject as provided in Condition 7 (*Payments*).

The Issuer will cause each Shareholder Resolution Step Up Event and Shareholder Resolution Step Down Event to be notified to the Agent and notice thereof to be published in accordance with Condition 15 (*Notices*) as soon as possible after the occurrence of the Shareholder Resolution Step Up Event or the Shareholder Resolution Step Down Event (as applicable) but in no event later than the fifteen Business Day thereafter.

Each Note will cease to bear interest from the due date for its redemption unless the Issuer defaults in making due provision for their redemption on said date, in which event interest shall continue to accrue (both before and after judgement) at the Rate of Interest or the Adjusted Rate of Interest (as applicable) in the manner provided in this Condition 5 until the date on which payment of the full amount outstanding is made.

Where the Rate of Interest is applicable in relation to any Regular Interest Period the amount of interest payable on each Interest Payment Date shall be EUR 875 in respect of each Note. Where the Adjusted Rate of Interest is applicable in relation to any Regular Interest Period the amount of interest payable on each Interest Payment Date shall be EUR 1,375 in respect of each Note. If interest is required to be paid in respect of a Note on any other date, it shall be calculated by applying the Rate of Interest or the Adjusted Rate of Interest (as applicable) to the Calculation Amount, multiplying the product by the relevant Day Count Fraction and rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

In these Conditions:

"Business Day" means (i) a day other than a Saturday or Sunday on which the NBB-SSS is operating and (ii) a day on which banks and forex markets are open for general business in Belgium and (iii) (if a payment in euro is to be made on that day), a day on which the TARGET2 System is operating.

"Calculation Amount" means EUR 100,000.

"Change of Control Resolutions" means one or more resolutions duly passed, approved or adopted at a general meeting of Shareholders of the Issuer approving the provisions of Condition 6(c).

"Day Count Fraction" means, in respect of any period, the actual number of days in the relevant period, from (and including) the first day in such period to (but excluding) the last day in such period, divided by the number of days in the Regular Interest Period in which the relevant period falls.

"Long Stop Date" means 11 June 2021.

"Regular Interest Period" means each period from (and including) the Issue Date or any Interest Payment Date to (but excluding) the next Interest Payment Date.

"Shareholder Resolution Step Down Event" means the Change of Control Resolutions are passed, approved or adopted at a general meeting of the Shareholders of the Issuer and the Change of Control Resolutions have, following such approval, been duly filed with the Clerk of the Commercial Court of Brussels.

"Shareholder Resolution Step Up Event" means the Change of Control Resolutions are not passed, approved or adopted at a general meeting of the Shareholders of the Issuer or the Change of Control Resolutions have, following such approval, not been duly filed with the Clerk of the Commercial Court of Brussels, prior to the Long Stop Date.

"TARGET2 System" means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilises a single shared platform and which was launched on 19 November 2007.

6. **Redemption and Purchase**

- (a) **Scheduled redemption:** Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at their principal amount on 2 December 2030 (the "**Maturity Date**"), subject as provided in Condition 7 (*Payments*).
- (b) **Redemption for tax reasons:** The Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their principal amount, together with interest accrued to the date fixed for redemption, if:
 - (i) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 8 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of Belgium or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after 30 November 2020; and
 - (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it;

provided, however, that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts if a payment in respect of the Notes were then due (it being understood, for the avoidance of doubt, that such earliest day may be any date and not only an Interest Payment Date).

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Agent:

- (A) a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing the occurrence of the conditions referred to (i) and (ii) above; and

- (B) an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment.

Upon the expiry of any such notice as is referred to in this Condition 6(b), the Issuer shall be bound to redeem the Notes in accordance with this Condition 6(b).

(c) ***Change of Control Put Option:***

- (i) If at any time while any Note remains outstanding, a Change of Control Prepayment Event occurs, each Noteholder will have the right to require the Issuer to redeem or, at the Issuer's option, to procure the purchase of, all or part of its Notes, on the Change of Control Put Date (as defined below) at their principal amount together with (or where purchased, together with an amount equal to) interest accrued to, but excluding, the Change of Control Put Date.
- (ii) To exercise such right, the relevant Noteholder must, during the Change of Control Put Exercise Period, deposit a duly completed put option notice (a "**Change of Control Put Exercise Notice**"), substantially in the form as provided by the Agent, with the Issuer, the Agent and the bank or other financial intermediary through which such Noteholder holds its Notes and transfer the relevant Note(s) to the account of the Agent. When depositing the Change of Control Put Exercise Notice, the Noteholder must verify and inform the Agent on any specific requirement or procedure applicable by its financial intermediary, as applicable, and provide such financial intermediary with instructions in order to meet the deadlines for such Change of Control put option to be effective. Upon receipt of such Change of Control Put Exercise Notice, the Agent shall deliver a duly completed receipt for such Change of Control Put Exercise Notice to the depositing Noteholder and provide promptly a copy of the Change of Control Put Exercise Notice to the Issuer. The Agent will inform the Issuer of the total amount of Notes subject to Change of Control Put Exercise Notices no later than the fifth Business Day following the end of the Change of Control Put Exercise Period. A Change of Control Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem all Notes which are the subject of Change of Control Put Exercise Notices delivered as aforesaid on the Change of Control Put Date.
- (iii) Within 10 Business Days following a Change of Control Prepayment Event, the Issuer shall give notice thereof to the Noteholders in accordance with Condition 15 (*Notices*) (a "**Change of Control Notice**"). The Change of Control Notice shall contain a statement informing Noteholders of their entitlement to exercise their rights to require redemption of their Notes pursuant to this Condition 6(c). The Change of Control Notice shall also specify:
 - (A) the nature of the Change of Control;
 - (B) the last day of the Change of Control Put Exercise Period; and
 - (C) the Change of Control Put Date.

- (iv) In these Conditions:

A "**Change of Control**" shall occur if an offer is made by any person to all (or as nearly as may be practicable all) Shareholders (or all (or as nearly as may be practicable all) such Shareholders other than the offeror and/or any parties acting in concert (as defined in Article 3, paragraph 1, 5° of the Belgian Law of 1 April 2007 on public takeover bids or any modification or re-enactment thereof) with the offeror), to acquire all or a majority of the issued share capital of the Issuer and (the period of such offer being closed, the definitive results of such offer having been announced and such offer having become unconditional in all respects) the offeror has acquired or, following the publication of the results of such offer by the offeror, is entitled (such entitlement being unconditional and not

being subject to any discretion of the offeror as to whether to exercise it or not) to acquire as a result of such offer, post completion thereof, ordinary shares or preferential shares or other voting rights of the Issuer so that it has the right to cast more than 50 per cent. of the votes which may ordinarily be cast at a general meeting of the Issuer.

A "**Change of Control Prepayment Event**" occurs if, within the period of 120 days from and including the date on which a Change of Control occurs, either (i) the Issuer has a Corporate Credit Rating at the time of such Change of Control and a Rating Downgrade occurs or (ii) at such time the Issuer has no Corporate Credit Rating and the Issuer fails to obtain (whether by failing to seek a rating or otherwise) a Corporate Credit Rating from a Rating Agency of at least Investment Grade (a "**Negative Rating Event**"), in each case after giving *pro forma* effect to the transaction giving rise to such Change of Control (that Change of Control and the related Rating Downgrade or, as the case may be, Negative Rating Event, together (but not individually) constituting the Change of Control Prepayment Event). If at the time such Change of Control occurs the Issuer has a Corporate Credit Rating, the Issuer shall within 10 Business Days of such Change of Control give written notice thereof to the applicable Rating Agency.

The "**Change of Control Put Date**" shall be the 14th Business Day after the last day of the Change of Control Put Exercise Period.

"**Change of Control Put Exercise Notice**" means a notice given by a Noteholder requiring the Issuer to redeem a Note on a Change of Control Put Date in accordance with Condition 6(c).

"**Change of Control Put Exercise Period**" means the period commencing on the date of a Change of Control Prepayment Event and ending 120 calendar days following the Change of Control Prepayment Event, or, if later, 120 calendar days following the date on which a Change of Control Notice is given to Noteholders as required by paragraph (iii) of Condition 6(c).

"**Corporate Credit Rating**" means a rating of the Issuer of at least Investment Grade.

"**Investment Grade**" means a rating of BBB- (Standard & Poor's), Baa3 (Moody's) and BBB- (Fitch), or their respective equivalents for the time being, or better.

"**Rating Agency**" means Standard & Poor's Ratings Services, Moody's Investors Service Ltd. or Fitch IBCA or any of their respective subsidiaries and their successors.

"**Rating Downgrade**" shall be deemed to have occurred in respect of a Change of Control if, within 120 days from and including the date on which the Change of Control occurs, the rating assigned to the Issuer by any Rating Agency provided at the invitation of the Issuer which is current immediately before the time the Change of Control occurs (i) if Investment Grade, is either lowered by such Rating Agency such that it is no longer Investment Grade or withdrawn and not replaced by an Investment Grade rating of another Rating Agency or (ii) if below Investment Grade, is not raised by such Rating Agency to Investment Grade.

"**Shareholders**" means the holders of ordinary shares or preferential shares issued by the Issuer.

- (d) *Make Whole Redemption at the option of the Issuer:* The Notes may be redeemed at the option of the Issuer in whole, but not in part on the Issuer's giving not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 15 (which

notice shall be irrevocable) (the "**Make Whole Redemption Date**") at the Make Whole Redemption Price plus accrued interest to (but excluding) such date.

Upon the expiry of any such notice as is referred to in this Condition 6(d), the Issuer shall be bound to redeem the Notes in accordance with this Condition 6(d).

In these Conditions:

"Make Whole Calculation Agent" means a reputable investment, merchant or commercial bank appointed by the Issuer for the purposes of calculating the relevant Make Whole Redemption Price.

"Make Whole Redemption Price" means an amount per Calculation Amount equal to the greater of (i) 100 per cent. of the principal amount of the Notes and (ii) the sum of the then current values of the remaining scheduled payments of principal and interest (not including any interest accrued on the Notes to, but excluding, the Make Whole Redemption Date) discounted to the Make Whole Redemption Date on an annual basis (based on the actual number of calendar days elapsed divided by 365 or (in the case of a leap year) by 366) at the Reference Rate (as defined below) plus 0.25 per cent, **provided that** if the Make Whole Redemption Date occurs on or after the date falling three months to but excluding the Maturity Date, the Make Whole Redemption Price will be equal to 100 per cent of the principal amount of the Notes.

"Reference Bund" means the 0 per cent. Federal Government Bund of Bundesrepublik Deutschland due 15 August 2030.

"Reference Rate" means the average of the four quotations given by the Reference Dealers of the midmarket annual yield of the Reference Bund on the fourth Business Day preceding the Make Whole Redemption Date at 11.00 a.m. (Central European Time ("CET")). If the Reference Bund is no longer outstanding, a Similar Security will be chosen by the Make Whole Calculation Agent at 11.00 a.m. (CET) on the third Business Day preceding the Make Whole Redemption Date, quoted in writing by the Make Whole Calculation Agent.

"Reference Dealers" means each of the four banks selected by the Make Whole Calculation Agent which are primary European government security dealers, and their respective successors, or market makers in pricing corporate bond issues.

"Similar Security" means a reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.

- (e) *Residual Maturity Call Option:* The Notes may be redeemed at the option of the Issuer in whole, but not in part at any time as from and including the date falling three months to but excluding the Maturity Date at their principal amount plus accrued interest to (but excluding) the date fixed for redemption on the Issuer's giving not less than 15 nor more than 30 days' notice to the Noteholders in accordance with Condition 15 (which notice shall be irrevocable).

Upon the expiry of any such notice as is referred to in this Condition 6(e), the Issuer shall be bound to redeem the Notes in accordance with this Condition 6(e).

- (f) *Redemption following a Substantial Purchase Event:* The Notes may be redeemed at the option of the Issuer in whole, but not in part at any time provided a Substantial Repurchase Event has occurred prior to giving notice of such redemption at their principal amount plus accrued interest to (but excluding) the date fixed for redemption on the Issuer's giving not less than 15 nor more than 30 days' notice to the Noteholders in accordance with Condition 15 (which notice shall be irrevocable).

Upon the expiry of any such notice as is referred to in this Condition 6(f), the Issuer shall be bound to redeem the Notes in accordance with this Condition 6(f).

In these Conditions, a "**Substantial Repurchase Event**" shall be deemed to have occurred if at least 80 per cent. of the aggregate principal amount of the Notes (which for these purposes shall include any Notes issued pursuant to Condition 14 (*Further Issues*)) is purchased (or purchased or redeemed in accordance with Condition 6(c)) by the Issuer or any Subsidiary of the Issuer (and in each case is cancelled in accordance with Condition 6(i) (*Redemption and Purchase - Cancellation*)).

- (g) *No other redemption*: The Issuer shall not be entitled to redeem the Notes otherwise than as provided in paragraphs (a) (*Scheduled redemption*) to (f) (*Redemption following a Substantial Purchase Event*) above.
- (h) *Purchase*: The Issuer or any of its Subsidiaries may at any time purchase Notes in the open market or otherwise and at any price and such Notes may be held, resold or, at the option of the Issuer, be cancelled.
- (i) *Cancellation*: All Notes which are redeemed will be cancelled and may not be re-issued or resold. Notes purchased by the Issuer or any of its Subsidiaries may be held or resold at the option of the Issuer or relevant Subsidiary, or cancelled.

7. **Payments**

- (a) *Payments*: Any payments in respect of the Notes will be made through the NBB-SSS in accordance with the NBB-SSS Regulations. The payment obligations of the Issuer under the Notes will be discharged by payment to the NBB in respect of each amount so paid.
- (b) *Payments subject to fiscal laws*: All payments in respect of the Notes are subject in all cases to any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 8 (*Taxation*).
- (c) *Payments on business days*: If the due date for payment of any amount in respect of any Note is not a Business Day, the Noteholder shall not be entitled to payment in such place of the amount due until the next succeeding Business Day in such place and shall not be entitled to any further interest or other payment in respect of any such delay. For the purpose of calculating the interest amount payable under the Notes, the Interest Payment Date shall not be adjusted.

8. **Taxation**

All payments of principal and interest in respect of the Notes by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Belgium or any political subdivision thereof or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event the Issuer shall pay such additional amounts as will result in receipt by the Noteholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Note:

- (a) to, or a to a third party on behalf of, a Noteholder which is liable to such taxes, duties, assessments or governmental charges in respect of such Note by reason of its having some connection with Belgium other than the mere holding of the Note;
- (b) to, or a to a third party on behalf of, a Noteholder, who at the time of issue of the Notes, was not an eligible investor within the meaning of Article 4 of the Belgian royal decree of 26 May 1994 on the deduction of withholding tax or to a Noteholder who was such an eligible investor at the time of issue of the Notes but, for reasons within the Noteholder's control, either ceased to be an eligible investor or, at any relevant time on or after the issue

of the Notes, otherwise failed to meet any other condition for the exemption of Belgian withholding tax pursuant to the law of 6 August 1993 on transactions in certain securities;

- (c) to a Noteholder who is liable to such taxes because the Notes were upon its request converted into registered Notes and could no longer be cleared through the NBB-SSS; or
- (d) to, or to a third party on behalf of, a Noteholder who could lawfully avoid (but has not so avoided) such deduction or withholding by complying or procuring that any third party complies with any statutory requirements or by making or procuring that any third party makes a declaration of non-residence or other similar claim for exemption to any tax authority in the place where the payment under the relevant Note is made.

Any reference in these Conditions to principal or interest shall be deemed to include any additional amounts in respect of principal or interest (as the case may be) which may be payable under this Condition 8 (*Taxation*).

9. **Financial covenant**

The Issuer shall ensure that the Debt to Asset Ratio shall at all times be less than the Required Level.

In these Conditions:

"Debt to Asset Ratio" means the ratio, expressed as a percentage, of Total Debt to Total Assets, as shown in the consolidated balance sheet of the Issuer and established pursuant to Article 13 of the Belgian Royal Decree of 13 July 2014 regarding regulated real estate companies (as amended or re-enacted from time to time).

"Required Level" means at any time, 65 per cent. or such other percentage set in respect of the maximum Debt to Asset Ratio allowed pursuant to the SIR Regulations.

"SIR Regulations" means any applicable provision of the Belgian Law of 12 May 2014 regarding regulated real estate companies, the Belgian Royal Decree of 13 July 2014 regarding regulated real estate companies, each as amended or superseded from time to time, and any other Belgian law or regulation relating to regulated real estate companies in effect from time to time.

10. **Events of Default**

If any of the following events occurs and is continuing (each an **"Event of Default"**):

- (a) *Illegality*: it becomes unlawful for the Issuer to perform its obligations under the Notes; or
- (b) *Non-payment*: the Issuer fails to pay any amount of principal or interest in respect of the Notes within seven Business Days of the due date for payment thereof; or
- (c) *Breach of other obligations*: the Issuer defaults in the performance or observance of any of its other obligations under or in respect of the Notes (other than in respect of payment as contemplated in Condition 10(b)) and such default remains unremedied for 15 Business Days after written notice thereof, addressed to the Issuer by any Noteholder, has been delivered to the Issuer; or
- (d) *Breach of Euronext requirements*: the Notes are delisted or suspended from Euro MTF for a period of 15 consecutive Business Days for a reason attributable to the Issuer, unless the Issuer obtains an effective listing and admission to trading of the Notes on a regulated market or multilateral trading facility within the European Economic Area by the end of that period;
- (e) *Cross-acceleration*: the Issuer or any of its Material Subsidiaries fails to pay any indebtedness in an aggregate amount of EUR 30,000,000 on the due date therefor or (as the case may be) within any originally applicable grace period in respect thereof, and a

formal demand (*mise en demeure / aanmaning*) for payment thereof has been made by the creditors concerned;

- (f) *Reorganisation or change of business*: the Issuer or any of its Material Subsidiaries is subject to any reorganisation which leads to a reduction of more than 50 per cent. of the total assets of the Group (compared to the consolidated financial statements for the financial year preceding the Issue Date and other than a reduction caused by a change of accounting treatment), or a substantial change occurs in the business of the Issuer or the Group which is prejudicial to the interests of the Noteholders, unless in each case the Issuer has been able to remedy the same within a period of three months; or
- (g) *Bankruptcy or insolvency, etc.*: the Issuer or any of its Material Subsidiaries is in a situation of cessation of payments or announces its intention to stop or suspend payment of all, or a material part of, its debts, a liquidator (save in the case of a voluntary liquidation of a Material Subsidiary in the context of an internal reorganisation), a judicial administrator or an *ad hoc* representative is appointed to the Issuer or any of its Material Subsidiaries, or any corporate action, legal proceedings or other procedure or step is taken in relation to the liquidation, the amicable or judicial dissolution, an amicable or judicial moratorium of all or a material part of the indebtedness, the judicial reorganisation or the bankruptcy of, or any similar situation in respect of, the Issuer or any of its Material Subsidiaries (**provided that** summons for bankruptcy or judicial reorganisation given by a third party will only constitute an Event of Default if they have not been dismissed within 60 days of service),

then any Note may, by written notice addressed by the holder thereof to the Issuer and delivered to the Issuer with a copy to the specified office of the Agent, be declared immediately due and payable, whereupon it shall become immediately due and payable at its principal amount together with accrued interest without further action or formality.

11. **Prescription**

Claims against the Issuer for payment in respect of the Notes shall be prescribed and become void unless made within a period of 10 years in the case of principal and five years in the case of interest following the due date for payment thereof. Claims against the Issuer for payment in respect of any other amounts payable in respect of the Notes shall be prescribed and become void unless made within a period of 10 years following the due date for payment thereof.

12. **Agents**

In acting under the Agency Agreement and in connection with the Notes, the Agent acts solely as agent of the Issuer and does not assume any obligations towards or relationship of agency or trust for or with any of the Noteholders. The Issuer reserves the right at any time to vary or terminate the appointment of any Agent and to appoint a successor or additional agent, **provided that** the Issuer shall (as long as the Notes remain dematerialised securities within the NBB-SSS) at all times maintain an agent that is a Participant in the NBB-SSS. Notice of any change in the Agent or its specified office will promptly be given by the Issuer to the Noteholders in accordance with Condition 15.

13. **Meetings of Noteholders; Modification**

- (a) *Meetings of Noteholders*: All meetings of Noteholders will be held in accordance with the provisions on meetings of Noteholders set out in Schedule 1 (*Provisions on meetings of Noteholders*) to these Conditions (the "**Meeting Provisions**"). Meetings of Noteholders may be convened to consider matters in relation to the Notes, including the modification or waiver of the Notes or any of the Conditions applicable to the Series. For the avoidance of doubt, any modification or waiver of the Notes or the Conditions shall always be subject to the consent of the Issuer.

A meeting of Noteholders may be convened by the Issuer and shall be convened by the Issuer upon the request in writing of Noteholders holding at least 20 per cent. of the aggregate nominal amount of the outstanding Notes. Any modification or waiver of the

Notes or the Conditions proposed by the Issuer may be made if sanctioned by an Extraordinary Resolution (as defined in the Meeting Provisions). However, any such proposal to (i) amend the dates of maturity or redemption of the Notes or any date for payment of interest or any other amounts due or payable under the Notes, (ii) assent to an extension of an interest period, a reduction of the applicable interest rate or a modification of the method of calculating the amount of any payment in respect of the Notes on redemption or maturity or the date for any such payment in circumstances not provided for in the Conditions, (iii) assent to a reduction of the nominal amount of the Notes, a decrease of the principal amount payable by the Issuer under the Notes or a modification of the conditions under which any redemption, substitution or variation may be made, (iv) amend Condition 2 (*Status*) or effect the exchange, conversion or substitution of the Notes for, or the conversion of the Notes into, shares, bonds or other obligations or securities of the Issuer or any other person; (v) change the currency of payment of the Notes, (vi) modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass an Extraordinary Resolution or a Special Quorum Resolution (as defined in the Meeting Provisions), or (vii) amend this provision, may only be sanctioned by a Special Quorum Resolution.

Resolutions duly passed by a meeting of Noteholders in accordance with the Meeting Provisions shall be binding on all Noteholders, whether or not they are present at the meeting and whether or not they vote in favour of such a resolution.

The Meeting Provisions furthermore provide that, for so long as the Notes are in dematerialised form and settled through the NBB-SSS, in respect of any matters proposed by the Issuer, the Issuer shall be entitled, where the terms of the resolution proposed by the Issuer have been notified to the Noteholders through the relevant clearing systems as provided in the Meeting Provisions, to rely upon approval of such resolution given by way of electronic consents communicated through the electronic communications systems of the relevant securities settlement system(s) by or on behalf of the holders of not less than 75 per cent. in principal amount of the Notes outstanding. To the extent such electronic consent is not being sought, the Meeting Provisions provide that, if authorised by the Issuer and to the extent permitted by Belgian law, a resolution in writing signed by or on behalf of holders of Notes of not less than 75 per cent. of the aggregate nominal amount of the outstanding Notes shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of holders of Notes duly convened and held, **provided that** the terms of the proposed resolution shall have been notified in advance to those Noteholders through the relevant settlement system(s). Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more holders of Notes.

- (b) **Modification:** The Notes and these Conditions may be amended without the consent of the Noteholders to correct a manifest error. In addition, the parties to the Agency Agreement may agree to modify any provision thereof, but the Issuer shall not agree, without the consent of the Noteholders to any such modification unless it is of a formal, minor or technical nature, it is made to correct a manifest error or it is, in the opinion of such parties, not materially prejudicial to the interests of the Noteholders.

14. **Further Issues**

The Issuer may from time to time, without the consent of the Noteholders, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest) so as to form a single series with the Notes.

15. **Notices**

Notices to the Noteholders shall be valid if (i) delivered to the NBB-SSS for transmission to the Participants, (ii) published on the Issuer's website (at the Issue Date of the Notes: www.cofinimmo.com) and (iii) published through the electronic communication system of Bloomberg. Any such notice shall be deemed to have been given on the date of such delivery or publication or, if published more than once or on different dates, on the first date on which such

publication is made or, if published through the NBB-SSS, on the date which is three Business Days after delivery of the notice to the NBB-SSS.

The Issuer shall also ensure that all notices are duly published in a manner which complies with the rules and regulations of any stock exchange or other relevant authority on which the Notes are for the time being listed.

16. **Governing Law and Jurisdiction**

- (a) **Governing law:** The Notes and any non-contractual obligations arising out of or in connection with the Notes are governed by Belgian law.
- (b) **Brussels courts:** The French-speaking courts of Brussels have exclusive jurisdiction to settle any dispute (a "**Dispute**") arising out of or in connection with the Notes (including a dispute regarding any non-contractual obligation arising out of or in connection with the Notes).
- (c) **Appropriate forum:** The Issuer agrees that the French-speaking courts of Brussels are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue to the contrary.
- (d) **Rights of the Noteholders to take proceedings outside Brussels:** Notwithstanding Condition 16(b) (*Brussels courts*), any Noteholder may take proceedings relating to a Dispute ("**Proceedings**") in any other courts with jurisdiction. To the extent allowed by law, Noteholders may take concurrent Proceedings in any number of jurisdictions.

SETTLEMENT

The Notes will be accepted for settlement through the NBB-SSS and will accordingly be subject to the NBB-SSS Regulations (as defined in "*Terms and Conditions of the Notes*").

The number of Notes in circulation at any time will be registered in the register of registered securities of the Issuer in the name of the NBB.

The Notes can be held by their holders through participants in the NBB-SSS, including Euroclear, Clearstream, SIX SIS, Monte Titoli, Euroclear France, Interbolsa and LuxCSD or other participants in the NBB-SSS whose membership extends to securities such as the Notes (a "**Participant**") or through other financial intermediaries which in turn hold the Notes through any Participant. Accordingly, the Notes will be eligible to clear through, and therefore accepted by Euroclear, Clearstream, SIX SIS, Monte Titoli, Euroclear France, Interbolsa and LuxCSD and investors can hold their Notes within securities accounts in Euroclear, Clearstream, SIX SIS, Monte Titoli, Euroclear France, Interbolsa and LuxCSD.

Transfers of Notes will be effected between Participants in accordance with the rules and operating procedures of the NBB-SSS. Transfers between investors will be effected in accordance with the respective rules and operating procedures of the Participants through which they hold their Notes.

The Agent will perform the obligations of paying agent included in the service contract for the issuance of fixed income securities dated on or about 30 November 2020 between the Issuer, the NBB and the Agent (the "**Clearing Services Agreement**").

The Issuer and the Agent will not have any responsibility for the proper performance by the NBB-SSS or its Participants of their obligations under their respective rules and operating procedures.

USE OF PROCEEDS

The net proceeds of the issue of the Notes will be used by the Issuer for general corporate purposes and specifically to finance or refinance Eligible Assets (as defined in the section "*Notes being issued as Sustainable Notes*") in healthcare real estate and office real estate. The Loan Facility will be prepaid or cancelled in an amount at least equal to the net proceeds of the issue of the Notes as soon as practicable after the Issue Date.

NOTES BEING ISSUED AS SUSTAINABLE NOTES

The Notes qualify as "green use of proceeds bonds" and as "social use of proceeds bonds" (the "**Sustainable Notes**"), as defined in the GBP and the SBP, and the Sustainability Bond Guidelines (2018) published by ICMA, as follows:

- "Green use of proceeds bonds" means a standard recourse-to-the-Issuer debt obligation aligned with the GBP; and/or
- "Social use of proceeds bonds" means a standard recourse-to-the-Issuer debt obligation aligned with the SBP.

In connection with potential offerings by the Issuer of Sustainable Notes, Vigeo Eiris has provided to the Issuer in May 2020 an opinion on the sustainability credentials of the Issuer and the management of the sustainable instruments to be issued by the Issuer as outlined in its sustainable finance framework. No separate opinion will be issued for the Notes specifically. The Vigeo Opinion and the Cofinimmo Sustainable Finance Framework are not incorporated by reference.

Eligible Assets are green and social assets (the "**Eligible Assets**") across the business divisions and operations of the Issuer, that contribute to its ESG strategy, and are further described in the Cofinimmo Sustainable Finance Framework available on the website of the Issuer at www.cofinimmo.com. The Cofinimmo Sustainable Finance Framework follows the GBP, SBP and the GLP.

The Eligible Assets consists of the two following Eligible Asset categories:

- Green assets: investments in existing / future assets in the Issuer's portfolio which either require or will obtain specified sustainability certifications (Energy rating is at least of a rating B, BREEAM or BREEAM In-Use with at least rating 'Very Good', LEED with at least Gold, HQE with at least Very Good);
- Healthcare real estate assets: investments in existing / future assets which will provide and/or promote access to essential healthcare services for vulnerable people groups and in certain medical specializations (Skilled Nursing facilities, Elderly care facilities, Psychiatric clinics,...).

The Executive Committee of the Issuer will evaluate the Eligible Assets, selected by internal teams, in accordance and in compliance with the eligible criteria described in the Cofinimmo Sustainable Finance Framework. Pending the allocation of the net proceeds of issued sustainable finance instruments to the portfolio of Eligible Assets, or in case insufficient Eligible Assets are available, the Issuer will manage the unallocated proceeds in line with its regular treasury criteria. The Issuer intends to keep the unallocated proceeds on its bank account.

The Issuer will report to investors on the allocation of the net proceeds of the Notes to specific Eligible Assets and on the environmental and social impact of the Eligible Assets in its annual report.

Additionally the Issuer will appoint an external auditor to verify the data used to report on the environmental and social benefits of the issuance, on an annual basis, and until the Sustainable Notes maturity.

DESCRIPTION OF THE ISSUER

1. GENERAL

1.1 General information

Corporate name:	Cofinimmo SA/NV.
Registered office:	Boulevard de la Woluwe 58, 1200 Brussels, Belgium.
Telephone number:	+32 373 00 00
Date of incorporation:	29 December 1983.
Duration:	Unlimited term.
Corporate form:	Limited liability company (<i>société anonyme / naamloze vennootschap</i>) organized under the laws of Belgium.
Regulatory status:	The Issuer is operating as a public Regulated Real Estate Company (" RREC ") (<i>Société Immobilière Réglementée (SIR) / Gereguleerde Vastgoedvennootschap (GVV)</i>), in accordance with the Act of 12 May 2014 on regulated real-estate companies (the " RREC Act ") and its implementing Royal Decree of 13 July 2014 (the " RREC Royal Decree "). The Issuer is registered with the FSMA in that capacity.
Register of legal entities:	RPR/RPM Brussels, French-speaking division, BE 0426.184.049.
LEI Code	549300TM914CSF6KI389.
Financial year:	1 January to 31 December.
Interim statements	In addition to its annual consolidated/statutory financial statements, the Issuer publishes quarterly (unaudited) reporting and half-yearly (subject to a limited review by the auditor) consolidated (summarised) financial statements.
Listed shares	The shares of the Issuer are admitted to trading on the regulated market of Euronext Brussels under the International Securities Identification Number (ISIN) BE0003593044.

1.2 Description of the Group

As of the date of this Information Memorandum, the Group Cofinimmo is composed of more than 110 subsidiaries spread over 6 countries namely, Belgium, the Netherlands, Luxembourg, Germany, France, Spain and Finland. The number of real estate properties/subsidiaries is constantly evolving due to the activity of the Group mainly in terms of investments, divestments, and internal restructuring (e.g. internal mergers of demergers).

The Issuer directly owns some of the investments properties. However most of the investment properties are owned through subsidiaries which are usually owned at 90% or more by the Issuer. Besides this, the Issuer invests from time to time into jointly held entities or associates, which are accounted for using the equity method. Hence the Issuer is dependent on distributions and therefore financial performance of entities of the Group. The subsidiaries are dedicated to the different segments of the Group : Healthcare properties (93 subsidiaries), Offices properties (14

subsidiaries) and Distribution Networks properties (3 subsidiaries). Besides this, the Group also owns 3 subsidiaries dedicated to public-private partnership.

1.3 Corporate purpose and prohibition

1.2.1 Corporate purpose

The corporate purpose of the Issuer is set forth in article 3 of its articles of association, pursuant to which the Issuer has as exclusive purpose to:

- (a) make, directly or through a company in which it holds a participation in accordance with the provisions of the RREC Act and the RREC Royal Decree, real estate available to users; and
- (b) within the limits and in compliance with the RREC Legislation, hold real estate assets listed in article 2, 5°, i to xi of the RREC Act.

By real estate in the meaning of article 2, 5° of the RREC Act is meant:

- (i) *real estate as defined in articles 517 and following of the Civil Code and the rights in rem over real estate, excluding real estate of a forestry, agricultural or mining nature;*
- (ii) *shares with voting rights issued by real estate companies of which more than 25% of the share capital is held directly or indirectly by the Issuer;*
- (iii) *option rights on real estate;*
- (iv) *shares of public regulated real estate companies or institutional regulated real estate companies, provided in the latter case, that more than 25% of the share capital thereof is held directly or indirectly by the Issuer;*
- (v) *the rights arising from contracts giving one or more assets in finance-lease to the Issuer or providing other similar rights of use;*
- (vi) *shares in public real estate investment companies;*
- (vii) *shares in foreign real estate funds included in the list referred to in article 260 of the Act of 19 April 2014 on alternative investment funds and their managers;*
- (viii) *shares in real estate funds established in another member state of the European Economic Area not included in the list referred to in article 260 of the Act of 19 April 2014 on alternative investment funds and their managers, to the extent that they are subject to supervision equivalent to the supervision that is applicable to public real estate investment companies;*
- (ix) *shares issued by companies (i) with legal personality; (ii) under the law of another member state of the European Economic Area; (iii) which shares are admitted to trading on a regulated market and/or are subject to prudential supervision; (iv) whose main activity consists in acquiring or building real estate in order to make it available to users, or the direct or indirect holding of participations in certain types of entities with a similar corporate purpose; and (v) that are exempt of income tax on profits in respect of the activity referred to in (iv) above subject to compliance with certain requirements, at least pertaining to the legal obligation to distribute part of their income to their shareholders (the Real Estate Investment Trusts, or "REITs"); and*
- (x) *real estate certificates referred to in article 4, 7° of the Act of 11 July 2018;*
- (xi) *shares in a collective investment fund.*

In the context of making real estate available to users, the Issuer can, in particular, exercise all activities related to the construction, rebuilding, renovation, development, acquisition, disposal, management and exploitation of real estate.

On an ancillary or temporary basis, the Issuer may make investments in securities which do not qualify as real estate in compliance with the legislation on regulated real estate companies. These investments must be made in compliance with the risk management policy adopted by the Issuer and must be diversified in a way to ensure an adequate risk allocation. The Issuer can also hold unallocated liquidities, in any currency, in the form of cash or term deposit or in any instrument of the monetary market that can be easily mobilised.

It may also use hedging instruments, with the exclusive aim to hedge the interest rate and exchange risk in the context of the financing and management of the real estate of the Issuer and with the exclusion of any transaction of a speculative nature.

The Issuer may take or give one or more real estate assets in finance-lease. The activity of giving real estate assets in finance-lease with a purchase option can only be carried out in ancillary order, except where these real estate assets are intended for the public interest including social housing and education (in which case the activity can be carried out as a primary activity).

The Issuer may participate through a merger or other means, in all businesses, enterprises or companies which have a corporate purpose identical or similar to its own corporate purpose and which are of a nature that favours its development and, in general, the Issuer may carry-out all operations which are directly or indirectly linked to its corporate purpose as well as to perform all actions useful or necessary to its corporate purpose.

1.2.2 **Prohibition**

The Issuer can by no means:

- act as property developer within the meaning of the RREC Legislation, except for occasional transactions;
- participate to a hard or soft underwriting syndicate;
- lend financial instruments, except however loans under the conditions and according to the provisions of the Royal Decree of 7 March 2006;
- acquire financial instruments issued by a company or a private law association declared bankrupt, which has concluded a private agreement with its creditors, which is subject to a procedure of legal reorganisation, which has obtained a delay of payment or which has been the object of similar proceeding abroad;
- make contractual arrangements or provide statutory clauses in respect of perimeter companies, which would affect the voting power accruing to them in accordance with applicable law as a function of a 25% plus one share participation.

2. **BUSINESS**

2.1 **General**

As of the date of the half-yearly financial report of 2020 (i.e. as at 30 June 2020), the Issuer is the foremost listed Belgian real estate company focusing on making available to users, acquiring, owning and managing commercial property in Belgium, France, the Netherlands, Germany and since 2019 in Spain.

The Issuer is regulated by the RREC Act and the RREC Royal Decree, together with the RREC Act, the RREC Legislation and is supervised by the FSMA. Cofinimmo France and certain of the Issuer's other French subsidiaries have elected to be taxed on the basis of the SIIC tax regime, which is the French REIT regime. One of the Issuer's Dutch subsidiaries, Superstone BV, benefits from the FBI tax regime, which is the Dutch REIT regime.

It is listed on Euronext Brussels, where it is included in the BEL20 index. Its shareholders are mainly private individuals and institutional investors from Belgium and abroad. On the date hereof, the Issuer's market capitalisation amounted to approximately EUR 3.5 billion.

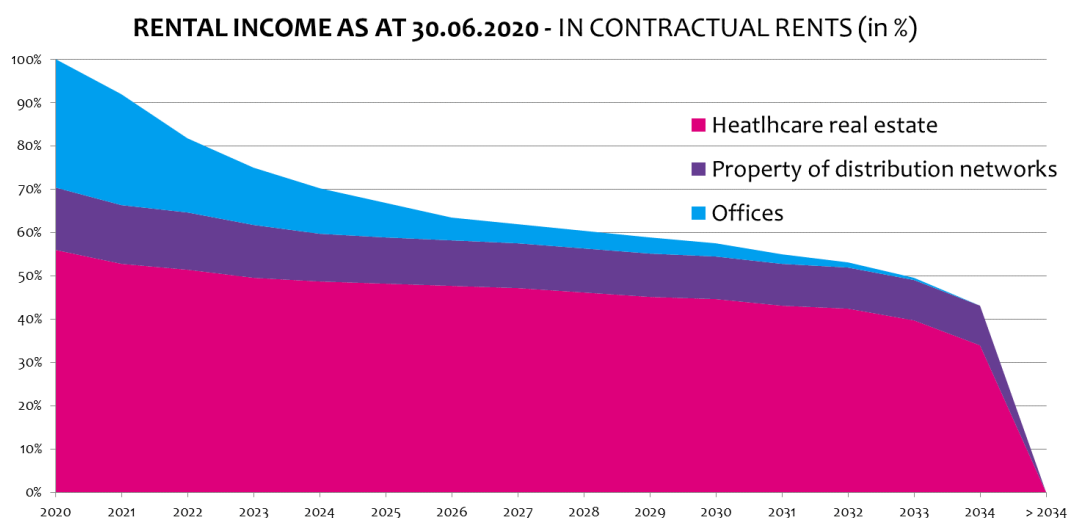
The Issuer is specialising in rental property. As at 30 June 2020, its core activity segments were healthcare real estate (57%), office property (30%) and property of distribution networks (12%). In total, the properties have a surface area of 2,055,000 m² and a fair value of 4,460 million EUR as at 30 June 2020. The majority of assets are located in Belgium (66%), whilst 12% are located in France (healthcare real estate and portfolio of insurance agencies), 10% in the Netherlands (portfolio of pubs/restaurants and healthcare real estate), 12% in Germany (healthcare real estate) and <1% in Spain. The weighted average term of the leases was 12 years at 30 June 2020 and at 31 December 2019.

As at 30 June 2020, the top ten tenants of the Issuer are mentioned below:

Tenants	Contractual rents	Average residual lease term (in years)
Korian Group.....	15%	9
AB InBev.....	11%	15
Colisée Group.....	10%	17
Belgian Public Sector	7%	5
Orpea	4%	10
Top 5 tenants.....	47%	12
Stella Vitalis	4%	28
MAAF.....	3%	2
Aspria	3%	25
Care-lon.....	2%	26
Orelia Zorg	2%	27
Top 10 tenants.....	61%	14
Top 20 tenants.....	70%	14
Other tenants.....	30%	8
TOTAL.....	100%	12

The Issuer is an independent company, which manages its properties and clients-tenants in-house. This internalised property management aims at providing an all-in one property solution to its tenants and includes services such as the fitting out of office space, maintenance and security. Although some of these services are subcontracted, the Issuer acts as a single contact point for its tenants.

The Issuer is able to secure its long-term revenue thanks to its portfolio diversification strategy and its active commercial management. As at 30 June 2020, over 58% of the rental income is contractually guaranteed until 2030. Based on the long average residual lease term, the Issuer benefit from long term contractual cash flow.



2.2 Portfolio

As of 30 June 2020, the consolidated property portfolio of the Group consisted of 1,478 sites, for a total above-ground surface area of 2,055,000 m². Its fair value amounts to 4,460 million EUR.

Healthcare real estate already accounts for more than 57% of the Group's portfolio, spread over five countries, namely: Belgium, France, the Netherlands, Germany and Spain. About one third of the consolidated portfolio is invested in office buildings. This portfolio is only spread over Belgium, mainly in Brussels, the capital of Europe.

The Group also has two distribution networks leased to major players (AB InBev in Belgium and the Netherlands, and MAAF in France). Healthcare real estate assets and property distribution networks are subject to very long-term leases and together account for about two-thirds of the Group's portfolio.

On 30 June 2020, the shares by segment and country of the consolidated portfolio are the following:

REAL ESTATE SEGMENT AND GEOGRAPHICAL AREA	SHARE OF THE CONSOLIDATED PORTFOLIO
Healthcare real estate	57%
Belgium	30%
France	9%
The Netherlands	7%
Germany	11%
Spain	< 1%
Offices	30%
Brussels Decentralised	8%
Brussels CBD	15%
Brussels Periphery & Satellites	2%
Antwerp	2%
Other regions	3%
Property of distribution networks	12%
Pubstone - Belgium	6%
Pubstone - The Netherlands	3%
Cofinimur I	3%
TOTAL PORTFOLIO	100%

The portfolio consists of the following assets:

- Belgium: healthcare and office assets, a network of pubs and restaurants and public-private partnerships
- France: healthcare assets and a network of insurance agencies
- The Netherlands: healthcare assets and a network of pubs and restaurants
- Germany: healthcare assets
- Spain: healthcare assets (development projects)

The investment value of its consolidated portfolio amounted to 600 million EUR at 31 December 1995. As of 30 June 2020 it exceeds 4.4 billion EUR. Between 31 December 1995 and 31 December 2019, the Group invested a total of 5,634 million EUR (acquisitions, constructions and renovations) and sold for a total amount of 2,262 million EUR.

The occupancy rate of the Issuer's consolidated portfolio (excluding assets held for sale), calculated on the basis of contractual rents for space leased and the rental values estimated by independent real estate valuers for unoccupied space was 97.5% at 30 June 2020.

2.3 **Healthcare real estate**

As of the date of the half-yearly financial report of 2020, with a portfolio spread over five countries and consisting of approximately 200 assets covering the entire care spectrum going from primary care to acute and skilled nursing facilities, as well as sports and wellness centres, the Issuer is currently one of the major investors in healthcare real estate in Europe, a leadership position the Issuer intends to strengthen over the coming years.

2.3.1 **Market characteristics**

Strong growth potential and budgetary constraints

Demographic trends and changes in lifestyles: an ageing population and a growing need for specialised care facilities. Population ageing is a growing evolution in most European countries. The proportion of people aged 80 and over in Europe should reach 10% of the total population by 2050. Although the number of independent seniors within this category is increasing, population ageing will nevertheless be accompanied by a considerable increase in the number of dependent elderly. This situation will lead to a greater need for specialised healthcare facilities and, consequently, for more beds.

At the same time, healthcare spending whether in Belgium, France, the Netherlands, Germany or Spain, is accounting for an increasing share of GDP. This share ranks between 10% and 12% depending on the country.

Professional healthcare operators

There are three types of operators in the healthcare segment: public operators, non-profit sector operators and private operators. The breakdown in market share between these various players varies from one country to the other. Belgium and Spain have the most balanced situation in the nursing and care homes segment with each type of operator representing one third of the market. Conversely, the non-profit sector has almost a monopoly in the Netherlands. Meanwhile, Germany and France have intermediary situations. In Spain, the 15 largest private operators together account for about 20% of the total number of beds.

In the private sector, whether in Belgium or France, and more recently in Germany, there is a move towards consolidation between operators to create groups on a European level. The most striking example is the merger in 2014 of French operators Korian and Medica, followed by acquisitions in other countries, which resulted in a group owning over 76,000 beds spread over 780 sites in four countries. Consolidation provides operators with a better distribution of risks, easier access to financing, more regular contact with the public authorities and certain economies of scale. These

groupings are regularly financed by the sale of real estate thus creating an appetite for healthcare real estate.

A favourable legal environment

Healthcare financing is highly regulated given that the public sector is involved. This is particularly the case for the nursing and care home market. In Belgium and France for example, opening or expanding a nursing and care home requires prior authorisation to operate a given number of beds. This authorisation is issued by the public authorities. As they finance up to 50% of housing and care costs, the number of authorisations granted per geographical area is limited in function of the needs of each area.

2.3.2 Strategy

The Issuer's strategy consists in consolidating its leadership in the European healthcare real estate segment by diversifying its offer for tenants. This diversification is not only geographical since it also covers the type of property leased.

The Issuer's primary strategic goal is to expand its healthcare real estate portfolio at a pace compatible with the opportunity to generate a sufficient yield level and with its ability to invest in functional buildings of excellent technical quality. They generate an elevated, predictable and indexed cash flow within the framework of usually very long-term contracts.

This growth will go hand in hand with diversification within the healthcare real estate segment; originally restricted to nursing and care homes, this diversification offers other types of property accessible to an investor endowed with expertise and extensive experience in healthcare real estate such as the Issuer. As an example, the Issuer entered the healthcare real estate segment in 2005 through the acquisition of nursing and care homes, the Group then extended its scope with acquisitions of medical office buildings, specialised clinics, rehabilitation clinics, psychiatric establishments, etc.

Furthermore, the diversification will also take place on a geographical level through the extension of the Group's activities beyond the countries currently covered, namely Belgium, France, the Netherlands, Germany and Spain. In this context, the Issuer has now three nursing and care homes under construction and announces 3 new projects after 30 June 2020. The five countries in which the Issuer has invested in healthcare assets are at different stages of development.

Given the above, it is clear that the share of healthcare real estate in the overall portfolio of the Issuer, which already reaches more than 57%, is bound to grow significantly.

2.4 Property distribution network

As of the date of the half-yearly financial report of 2020, the Issuer's property of distribution networks portfolio consists on the one hand of a portfolio of pubs and restaurants leased to the AB InBev brewery group (Pubstone) and, on the other hand, of a portfolio of insurance agencies leased to the MAAF insurance company (Cofinimur I). These portfolios were acquired in 2007 and 2011 through sale-and-leaseback transactions and generate stable revenues in the long term.

2.4.1 Market characteristics

The assets which make up the Issuer's property of distribution networks portfolio do not represent traditional commercial assets since they are let in bulk to a single tenant. This type of portfolio, acquired within the framework of sale & leaseback transactions, therefore constitutes a niche market.

2.4.2 Pubs and restaurants

The Issuer acquired an entire portfolio of pubs and restaurants at the end of 2007 under the terms of a property partnership. It was previously owned by Immobrew SA/NV, a subsidiary of AB InBev, since renamed Pubstone SA/NV. The Issuer leases the premises back to AB InBev under a commercial lease for an initial term of 27 years. AB InBev sub-leases the premises to operators and retains an indirect stake of 10% in the Pubstone organisation. The Issuer bears no risk with

respect to the commercial operation of the pubs and restaurants, but handles the structural maintenance of roofs, walls, façades and outside woodwork. At lease end, AB InBev can either renew the lease under the same conditions or return the spaces free of occupation.

In Belgium, the internal Pubstone team consists of five people, excluding support services, who work in portfolio management (Property and Project Management). There is one team member in the Netherlands.

In 2019, the Issuer sold 25 pubs and restaurants (17 located in Belgium and 8 located in the Netherlands) through its subsidiaries Pubstone and Pubstone Properties that were vacated by AB InBev for a total amount of approximately 7 million EUR. This amount is higher than the fair value of the assets as determined by the independent real estate valuers on 31 December 2018.

In 2019, the Property and Project Management operations teams supervised 379 technical interventions on the pubs and restaurants portfolio (331 in Belgium and 48 in the Netherlands). They managed 287 renovation projects (193 in Belgium and 94 in the Netherlands), for a total of 4.3 million EUR. This consisted primarily of exterior painting, woodwork and roofing.

During the second quarter of 2020, the Issuer and AB InBev concluded amendments relating to the Pubstone portfolio. These agreements are fully in line with the assumptions taken into account by the Issuer to define the guidance in terms of earnings per share (net result of core activities – Group share, per share) published on 28 April 2020. This guidance was reiterated on 30 July 2020 and on 19 November 2020.

2.4.3 **Cofinimur I: Insurance Agencies**

In December 2011, the Issuer acquired a portfolio of commercial agencies from the MAAF group located in France for its Cofinimur I subsidiary. Cofinimur I issued mandatory convertible bonds to finance part of the acquisition of the agencies. The agencies, which are operated by MAAF employees, are leased to the insurer for an initial average period of 10 years. The Issuer is responsible for the Asset and Property Management missions for the entire portfolio. In Paris, the internal team of Cofinimur I consists of three people responsible for managing the portfolio.

In 2019, the Issuer sold three insurance agencies through its Cofinimur I subsidiary for a total gross amount of more than 0.6 million EUR. This amount is in line with the fair value of the asset as determined by the independent real estate valuer on 31 December 2018.

In 2019, the MAAF Group renovated one insurance agency and two administration centres, fulfilling its contractual obligations.

On 09 July 2020, the Cofinimur I portfolio was subject to a memorandum of understanding relating to contracts expiring in 2020. The forthcoming signature of the agreements resulting from this memorandum took place on 02 September 2020 and resulted in an increase of the average residual lease length from 2 to 4 years as at 30 September 2020, as indicated in section 6.2 of the press release dated 19 November 2020.

2.4.4 **Strategy**

Property of distribution networks and healthcare real estate share the characteristic of generating high, predictable and indexed cash flows, within the framework of usually very long-term contracts. As such, they fit into the Group's strategy.

The other characteristics of the property of distribution networks portfolios are their acquisition at an attractive price as part of sale and leaseback transactions, their usefulness as a retail network for the tenant, the granularity of risk they carry and the potential to optimise their composition over time.

2.5 **Public private partnerships**

As of the date of the half-yearly financial report of 2020, the Issuer invests in special-use buildings in Belgium through public-private partnerships. By doing so, the Issuer contributes to the

renovation and improvement of public and parapublic real estate assets. To date, the PPP portfolio consists of seven assets in operation.

2.5.1 **Market characteristics**

The Issuer strives to meet the specific needs of public authorities and provides its real estate and financial expertise for long-term partnerships which are usually subject to public contracts.

The Issuer is in charge of studying the economic and technical life cycle of the project. The analysis identifies the best compromise between initial investment and future expenses, for both maintenance costs as well as replacement and repair costs. However, the Issuer does not bear the construction risk for this type of property investment, since this is the responsibility of an appointed general contractor, with whom is agreed to pay a flat fee upon delivery of the building. Nevertheless, the Group supervises the quality and execution of the construction works.

The Issuer is also responsible for upkeep and maintenance throughout the tenancy, which is usually under a lease for an extended period or long-lease. At lease end, the public authority has the option to purchase the property or to transfer ownership free of charge. The Issuer does not have perpetual ownership of the properties and, as a result, they are booked under the section finance lease receivables on the balance sheet for 86.6 million EUR as of 31 December 2019.

2.5.2 **Strategy**

Public-private partnerships and healthcare real estate share the characteristic of generating high, predictable and indexed cash flows, within the framework of usually very long-term contracts. As such, they fit perfectly into the Group's strategy.

2.6 **Offices**

As of the date of the half-yearly financial report of 2020, the Issuer has been a major player in the Brussels office market for over 35 years. The Group relies on the experience it has accumulated in the segment to proactively and dynamically manage its portfolio of 80 office buildings: rental management, upgrades to meet the requirements of the new ways of working, renovation and reconversion programmes and asset arbitrages are carried out in forward-looking approach.

2.6.1 **Market characteristics**

The Brussels office rental market

Rental demand in the Brussels office market reached 500,000 m² in 2019. Never since 2007 has the occupancy rate in Brussels reached such a high level. During the 2019 financial year, 85,000 m² were delivered, of which 5,000 m² were still available for delivery. Currently, 600,000 m² of office spaces are under construction for delivery by the end of 2021, of which 180,000 m² are still available for rent.

At the end of 2019, the Brussels office market had an average rental vacancy of 7.3%. This decrease compared to the previous year (7.9%) can be explained by the low number of new buildings put on the market on a speculative basis or in which there was no pre-leasing, the high level of rentals signed in 2019, as well as the increasing conversion of office buildings for alternative uses, mainly in the Louise and Decentralised Brussels districts. The vacancy rate is also particularly low in the Grade A buildings.

The Brussels office market is still characterised by a diversified dynamic. The vacancy rate has fallen in all the central districts and is currently around 3% in the Leopold district, 2% in the North district and 3% in the Pentagon. However, the average vacancy rate in the decentralised and peripheral districts remains high at 11% and 18% respectively.

The Issuer's office portfolio occupancy rate was 92.7% at 30 June 2020 compared to 92.4% for the Brussels office market overall.

The Brussels office investment market

In 2019, 2.5 billion EUR was invested in the office segment in Brussels, a slightly higher level to that of previous years. The most significant transactions impacted The One, Pegasus Park, Toison d'Or/Gulden-Vlies, Mondrian and Pavilion. Most of these significant transactions were made by foreign investors.

Premium yields for offices in Brussels have continued to decline: at the end of 2019, they stood at 3.90% in the Central Business District and at 3.50% for long-leased assets.

2.6.2 Strategy

Since it was established in 1983, the Issuer has been a major player in the Brussels office market, which consists of the various sub-segments described above. It is in this market that the company has built its real estate expertise for 35 years. In fact, the Issuer's staff is experienced in the management from A to Z of large-scale projects, including the design, construction, renovation, conversion and development of sites, in view of renting or even selling. They master all aspects of the building life cycle. This know-how has expanded from offices to healthcare real estate, property of distribution networks and PPPs, which benefit from the synergies thus created. In parallel with the development of the healthcare real estate segment, the Issuer is focusing on the rebalancing of its office portfolio between the various sub-segments, to the benefit of high-quality buildings located in the Central Business District. The rental vacancy in this segment, lower than the average of the Brussels market, makes it possible to achieve higher net yields. In order to have an optimal operational platform, the size of the office portfolio should ideally oscillate around one billion EUR.

2.7 Financial Strategy

In order to implement the real estate strategy set out above, the Issuer has developed a financing strategy based on the following principles.

2.7.1 Diversification of financing resources

The Group diversifies both the type of assets and countries in which it invests, but also its sources of financing. The Issuer also pays particular attention to the coherence between its financial strategy and its ESG objectives. This is why the Issuer uses bank loans, straight (non-convertible) bonds, convertible bonds, green and social bonds and both short- and long-term commercial paper as sources of financing. In addition, the Issuer works closely with about ten financial institutions.

Capital increases, optional dividends in shares, contributions in kind, as well as the issue of straight (non-convertible) bonds, convertible bonds and green and social bonds are all means the Issuer uses to raise on the capital markets.

At 30 June 2020, the current and non-current consolidated financial debt was 1,853 million EUR (drawn debt).

As at 30 June 2020, the Issuer's non-current financial debt was 1,042 million EUR, of which:

Financial markets:

- 260 million EUR accounting for two straight bonds;
- 55 million EUR of straight 'Green & Social Bonds'. These bonds are part of the Euronext ESG Bonds community, which brings together European issuers of 'Green & Social' bonds that meet various objective criteria. The Issuer is currently one of the few issuers listed in Brussels participating in this committed European community. The other Belgian issuers being a Belgian banking group, the Belgian State, the Walloon Region and a Belgian wastewater treatment company.
- 2 million EUR for unmatured accrued interest on bond issues;

- 225 million EUR of bonds convertible into the Issuer's shares. These convertible bonds are valued at market value on the balance sheet;
- 69 million EUR of long-term commercial paper;
- 3 million EUR mainly corresponding to the discounted value of the minimum coupon of the Mandatory Convertible Bonds issued by Cofinimur I in December 2011;

Bank facilities:

- 420 million EUR of drawn committed bilateral and syndicated loans, with an initial term of five to ten years, contracted with approximately ten financial institutions;
- 9 million EUR in rental guarantees received.

As at 30 June 2020, the Issuer's current financial debts amounted to 811 million EUR, of which:

Financial markets:

- 789 million EUR of commercial papers with a term of less than one year, of which 244 million EUR with a term of more than three months. The short-term commercial papers issued are fully backed up by availabilities on committed long-term credit lines. Therefore, the Issuer benefits from the attractive cost of such a short-term financing programme, while ensuring its refinancing in the event that the issue of new commercial paper becomes more costly or impracticable.
- 10 million EUR of commercial papers initially concluded on a long-term basis and whose residual term is less than one year.

Bank facilities:

- 12 million EUR of other drawn loans.

Committed but undrawn indebtedness

The available commitments on committed credit lines (including the Loan Facility) are 1,678 million EUR as at 1 July 2020. After deduction of the backup facilities in respect of the commercial paper programme, the Issuer had 889 million EUR of available lines to finance its activity.

2.7.2 Debt-to-assets ratio close to 45%

Even though the legal status of RREC allows a debt-to-assets ratio (defined as financial and other debts divided by total consolidated balance sheet assets) of maximum 65% and the banking agreements allow a ratio of 60%, the Group's policy is to maintain a debt-to-assets ratio of about 45%.

This level has been determined at European level through market standards for listed real estate companies and takes into account the long average residual length of leases.

On 30 June 2020, the Issuer met the consolidated and statutory debt-to-assets ratio test. Its consolidated debt-to-assets ratio (calculated in accordance with the regulations on RRECs as follows: financial and other debts / total assets) reached 41.8% (compared to 41.0% as at 31 December 2019). As a reminder, the maximum debt-to-assets ratio for RRECs is 65%.

2.7.3 High Level of ICR (Interest Coverage Ratio)

The interest coverage ratio ("**ICR**") is defined as the ratio of the EBITDA (defined as the operating results before the result on portfolio which also include the net financial result from financial lease receivable) over the Net Financing Cost (defined as the aggregate amount of the interest, commission, fees and other finance payment less any interest receivable and other finance payments receivable by the Cofinimmo Group but excluding any payment receivable from finance lease receivable) calculated over the last twelve months.

The ICR demonstrates the ability of the Issuer to address the payment of the financial charges. The issuer has set its ICR bank covenant at 2.0x.

The ICR was 9.6x as at 30 June 2020 and 9.2x, 6.7x and 5.9x respectively for the end of the financial years of 2019, 2018 and 2017. The ratio has improved thanks to the combined effect of a decrease of the costs of debt, an increase of the EBITDA and a stable Debt-to-Assets ratio. This illustrates the Issuer's ability to maintain a ratio at high level.

2.7.4 **Limited Security Interest**

As mentioned in the section entitled "Terms and Conditions of the Notes", the Issuer shall limit the Security Interest granted for the benefit of any creditors on assets representing less than 30 per cent of the consolidated assets of the Group. The security interest ratio has been set to 20 per cent of the consolidated assets of the Group for the unsecured bank loans.

The security interest ratio was 0.3% as at 30 June 2020 and 0.3% ,0.4%, 0.2% respectively for the end of the financial years of 2019, 2018 and 2017.

2.7.5 **Optimisation of the duration and cost of financing**

The Issuer actively manages its financing resources by usually refinancing maturing debts in advance. In this respect, the Group strives to optimise the cost of its debt while ensuring diversification of its financing resources and monitoring the average maturity of its debt.

With a part of the debt incurred at floating rate, the Issuer is exposed to a risk of interest rates increase, which could lead to a deterioration in its financial result. This is why, the Issuer partially hedges its floating rate debt through the use of hedging instruments (IRS and caps). The group's stated policy is to secure the interest rates for a proportion of 50% to 100% of the estimated financial debt (over a minimum horizon of three years). As at 30 June 2020, the hedging ratio was at 88% for end 2020, 66% for end 2021, 67% for end 2022 and 67% for end 2023.

2.8 **Sustainability strategy**

The Issuer, being a major real estate player in Europe, has been committed for more than ten years to a global environment, social and governance (**ESG**) strategy.

In response to the risks involved by climate change, the Issuer decided to scale its environmental ambitions up. This year's strategic thinking led to a 30% reduction (compared to the 2017 level) of the portfolio's energy intensity by 2030, to reach 130 kWh/m² (**project 30³**).

This objective has been established following the science-based targets methodology, which enabled to objectivise the effort to be made in order to contribute to the global objective of limiting global warming to a maximum of 1.5°C. It follows on from the many ESG initiatives conducted by the Issuer, and is in line with the Paris Agreement.

This business project will involve not only the office and healthcare real estate segments, but also all activities directly managed within the Issuer such as sales and acquisitions, development, works management and day-to-day property management. Only a 360-degree approach, taking into account the entire life cycle of buildings, will enable the Group to achieve the objective set.

In accordance with this sustainability strategy, the Issuer intends to pursue a green and social financing policy following the example of its first green and social bond issue in 2016 and its two first green and social loans concluded in 2019 and in 2020.

The Group's exposure ESG risks, and the related management arrangements established to mitigate those risks has been assessed and has been measured by several sustainability and societal impact agencies, including ISS ESG, GRESB and MSCI ESG Rating, among others, through environmental, social and governance ratings ("ESG ratings"). For example, in 2020, MSCI ESG assigned the Issuer an ESG Rating score of A (on a scale going from CCC to AAA, with AAA being the highest score). Another example is Sustainalytics which assigned to the Issuer, in 2020, an ESG Risk score of 15.1 out of 100 or Low Risk (with 1 being the best score possible). The references and certifications are mentioned in the section 12.4 of the press release dated 19

November 2020 over the third quarter results of 2020 but also in the section 11.1.4 of the press release dated 30 July 2020 over the half-yearly financial report of 2020 both documents being incorporated by reference to the Information Memorandum.

ESG ratings may vary amongst ESG ratings agencies as the methodologies used to determine ESG ratings may differ. The Group's ESG ratings are not necessarily indicative of its current or future operating or financial performance, or any future ability to service the Notes and are only current as of the dates on which they were initially issued. Prospective investors must determine for themselves the relevance of any such ESG ratings information contained in this Information Memorandum or elsewhere in making an investment decision. Furthermore, ESG ratings shall not be deemed to be a recommendation by the Group or any other person to buy, sell or hold the Notes. Currently, the providers of such ESG ratings are not subject to any regulatory or other similar oversight in respect of their determination and award of ESG ratings. For more information regarding the evaluation methodologies used to determine ESG ratings, please refer to the relevant ratings agency's website (which website does not form a part of, nor is incorporated by reference in, this Information Memorandum).

2.9 **Recent developments, investments and trends**

Results for the third quarter 2020

On 19 November 2020, the Issuer published its press release on the activities and results of the third quarter 2020 (i.e. as at 30 September 2020).

The third quarter of 2020 was marked by several major transactions in healthcare real estate, representing an investment of 107 million EUR. Several acquisitions and the delivery of several construction projects enabled the group to further expand its healthcare portfolio, mainly in the Netherlands, Germany and Spain. As at 30 September 2020, healthcare real estate assets (2.7 billion EUR) represent more than 58% of the group's portfolio, which now reaches 4.6 billion EUR. Subsequently, the group also announced 184 million EUR of additional investments in investment properties in operation (in Belgium and Germany) and 270 million EUR of new future development projects (in Germany but also, and for the first time, in Finland).

In the office segment, the Issuer is also executing its strategy which consists in rebalancing its office portfolio between the various sub-segments to the benefit of high-quality buildings located in the Central Business District of Brussels ('CBD').

For the first nine months of the year, the Issuer has already made 339 million EUR of investments. With the additional 284 million EUR announced during the fourth quarter, The Issuer has already exceeded the investment budget of 375 million EUR planned for 2020.

As part of the ESG policy adopted by the group for more than 10 years now, and which remains a priority, the Issuer made several donations to support a series of initiatives aiming at fighting against the coronavirus pandemic and its effects in the healthcare sector, and more particularly in nursing and care homes as well as hospitals. The group's extensive ESG efforts have recently been rewarded with a new 'EPRA Gold Award Sustainability Best Practices Recommendations' for the seventh consecutive year and the renewal of the ISO 14001 environmental certification.

In terms of financing, several operations enabled to further improve the balance sheet structure and to maintain its maturity, which no longer comprises any significant maturity prior to September 2021. Since the beginning of the second half-year, the Issuer has contracted or renegotiated credit lines amounting to 580 million EUR. As at 30 September 2020, the Issuer had 820 million EUR of headroom after deduction of the backup of the commercial paper programme.

The group's momentum in terms of investments and financing (average cost of debt decreased at 1.3%), coupled with effective management of the existing portfolio (occupancy rate of 97.7%, gross rental revenues up 1.6% on a like-for-like basis, operating margin increased to 83.8%), enabled the company to realise a net result from core activities - Group share of 138 million EUR as at 30 September 2020, higher than the outlook announced last April and July (compared to the 121 million EUR that were made as at 30 September 2019), mainly due to scope variations arising from the acquisitions made and the decrease in operating costs related to the office buildings sold. This result includes the support (announced last April) of initiatives aiming at fighting against the coronavirus pandemic and its effects in the healthcare sector, and more particularly in nursing and care homes as well as hospitals. The net result from core activities per share - Group share amounts to 5.24 EUR (higher than the outlook, compared to 5.06 EUR as at 30 September 2019), taking into account the issue of shares in 2019 and June 2020.

The net result - Group share amounted to 99 million EUR (i.e. 3.76 EUR per share) as at 30 September 2020, compared to 134 million EUR (i.e. 5.56 EUR per share) as at 30 September 2019. This variation is mainly due to the increase in the net result from core activities - Group share and to value adjustments (investment properties, hedging instruments, goodwill, i.e. non-cash changes) between 30 September 2019 and 30 September 2020.

With a debt-to-assets ratio of 42.2% as at 30 September 2020, the Issuers consolidated balance sheet (whose BBB/A-2 rating was confirmed last April) shows a strong solvency

The information above can be summarized as follows:

Cofinimmo's (Euronext Brussels: COFB) results higher than last April and July's outlook:

- Net result from core activities – Group share: 138 million EUR (121 million EUR as at 30 September 2019), i.e. up 14%
- Outlook for 2020 within the upper end of the range going from 6.60 to 6.85 EUR/share
- Confirmation of the budgeted gross dividend for the 2020 financial year: 5.80 EUR per share

Investments since 1 July 2020:

- Investments of 108 million EUR in the 3rd quarter, bringing the total over the last nine months at 339 million EUR
- With 2.7 billion EUR, healthcare real estate accounts for more than 58% of the portfolio, which reaches 4.6 billion EUR as at 30 September 2020
- After 30 September 2020, announcement of 284 million EUR investments in investment properties in operation and 270 million EUR in future development projects
- First investment in Finland announced on 12 November 2020

ESG:

- Renewal of the ISO 14001 environmental certification
- 'EPRA Gold Award Sustainability Best Practices Recommendations' for the 7th consecutive year
- Support of initiatives aiming at fighting against the coronavirus pandemic and its effects in the healthcare sector

Solid operational performance:

- The Gross rental revenues are up 8.9% over the first nine months (or 1.6% on a like-for-like basis)
- The operating margin increased to 83.8% (82.6% as at 31 December 2019)
- There is a high occupancy rate: 97.7% (97.0% as at 31 December 2019)
- There is a particularly long residual lease length: 12 years

Efficient management of the financial structure:

- There is a headroom on committed credit lines of almost 820 million EUR (as at 30 September 2020), after deduction of the backup of the commercial paper programme
- No significant credit lines are maturing prior to September 2021
- The average cost of debt down is 1.3% (1.4% as at 31 December 2019)
- There is a low debt-to-assets ratio: 42.2% (41.0% as at 31 December 2019)
- Rating BBB/A-2

Jean-Pierre Hanin, CEO of the Issuer : *“Despite the healthcare situation, Cofinimmo's results remain solid and its investment activity highly sustained, including in a new geography. With 339 million EUR invested in the first nine months of the year and already an additional 284 million EUR announced during the fourth quarter, Cofinimmo has already exceeded the investment budget of 375 million EUR planned for 2020. ESG remains an important priority for Cofinimmo, whose efforts in this area were recently rewarded with a new EPRA sBPR ‘Gold Award’ and the renewal of the ISO 14001 environmental certification. The financing operations concluded over the quarter are strengths from which Cofinimmo benefits to implement its strategy. With a debt-to-assets ratio of 42%, Cofinimmo’s consolidated balance sheet shows a strong solvency.”*

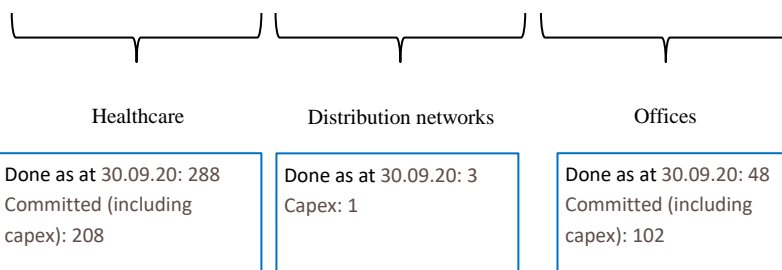
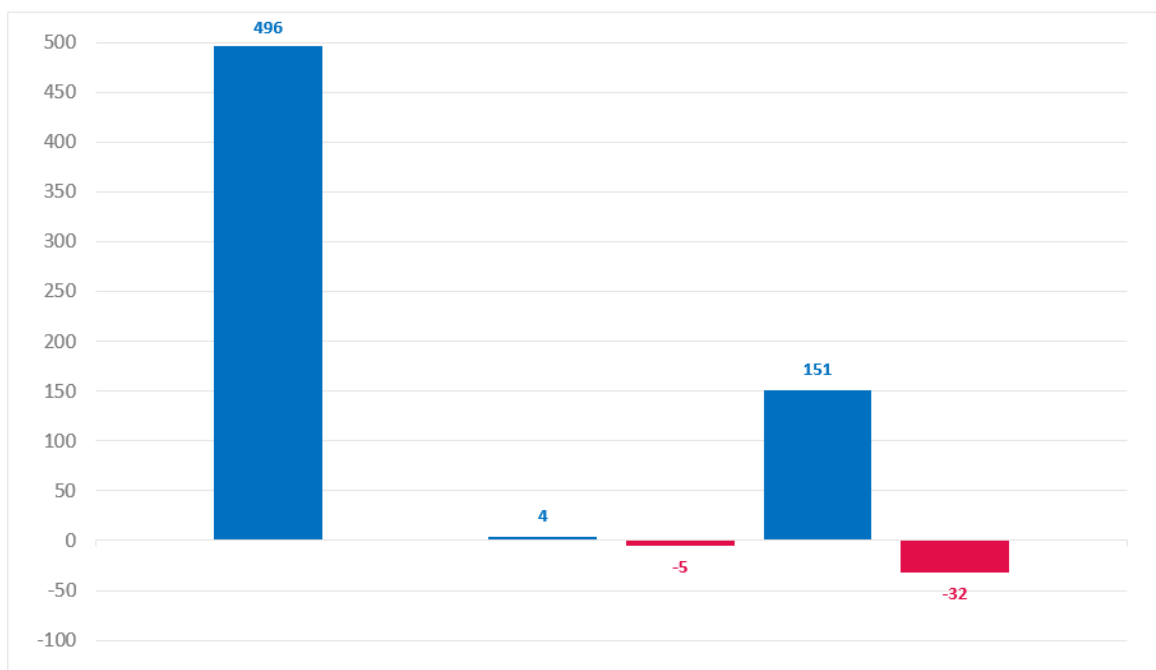
Investment programme

Taking into account the current status of investment files, the gross investment budget for 2020 published on 13 February 2020 (and detailed in the annual financial report) is already exceeded. The new gross investment objective is established at 650 million EUR (compared to 375 million EUR initially), subjected to the risks and uncertainties mentioned in the press release dated 19 November 2020 and incorporated by reference.

The Issuer aimed at divesting about 92 million EUR (initial budget of 95 million EUR, less the impact of some operations which have already been subjected to a private agreement in 2020, but provide for an effective disposal during the following financial years). In view of the current context, some transactions will not be carried out before 2021. Divestments in 2020 should therefore be around 37 million EUR.

The new investment and divestment targets are broken down by business sector in the following chart:

Estimated investment for the 2020 financial year by segment (x 1,000,000 EUR)



The table on the next page details the projects in progress.

Projects	Type (of works)	Number of beds (after works)	Surface area (after works)	Estimated completion date	Total investments as at 30.09.2020 (x 1,000,000 EUR)	Total investments to be made before 31.12.2020 (x 1,000,000 EUR)	Total investments to be made after 2020 (x 1,000,000 EUR)
Fundis - Rotterdam (NL)	Demolition/Rebuilding of a nursing and care home and renovation of a rehabilitation centre	135	11,000 m ²	Q4 2021	16	2	7
The Hague (NL)	Complete renovation of a nursing and care home	87	5,400 m ²	Q3 2021	7	3	5
Vigo (ES)	Construction of a nursing and care home	140	6,000 m ²	Q4 2020	7	1	-
Oleiros (ES)	Construction of a nursing and care home	140	5,700 m ²	Q3 2021	7	3	1

Cartagena (ES)	Construction of a nursing and care home	180	7,000 m ²	Q3 2021	6	2	4
Catalonia (ES)	Construction of a nursing and care home	150	6,000 m ²	Q4 2021	8	1	5
Valencia (ES)	Construction of a nursing and care home	100	4,000 m ²	Q1 2022	4	-	3
Andalusia (ES)	Construction of a nursing and care home	180	9,800 m ²	Q2 2022	5	2	2
II. Total as at 30.09.2020					60	14	27

After 30 September 2020, the Issuer announced additional investments amounting to 284 million EUR already made in 2020 as well as new development projects for 250 million EUR in Germany and for 20 million EUR in Finland.

For a full overview of the investments in the first nine months of 2020 and additional investments from 1 October 2020 until 18 November 2020, please refer to the press release dated 19 November 2020 about the results of the third quarter 2020 (section 4 and section 5).

COVID-19 and pursuing strategy

As a reminder, following the outbreak of the COVID-19 coronavirus pandemic in the countries where the group is active, the Issuer implemented several measures to ensure the continuity of its activities, while making the health and well-being of all its stakeholders its priority.

The measures taken with regard to teleworking (without recourse to temporary unemployment) were successful. A generalised teleworking system has been implemented without any problems from March until June 2020. This measure was subsequently adapted to comply with the decisions taken by the authorities.

The board of directors believes that the main risk factors summarised on pages 2 to 5 of the 2019 universal registration document - annual financial report published on 09 April 2020 are still relevant for the remaining months of the 2020 financial year.

In addition to the information included in the 2019 annual financial report, and as already mentioned in the press releases dated 09 April 2020, 28 April 2020 and 30 July 2020, it is specified that:

- in the office segment, the surface areas rented directly to merchants (retailers, restaurants, ...) only account for approximately 0.2% of the Group's contractual rents;
- in the healthcare real estate segment, the wellness & sport centres account for less than 3% of the Group's contractual rents. These centres, located in Belgium and Germany, have been closed to the public since March and are only partially reopen since the end of May/beginning of June. The operators' loss of income was significant during this period, the situation went gradually back to normal and followed the measures taken to address the healthcare crisis. The current wave of contamination resurgence calls for caution: the Belgian centres are mainly closed again since 26 October 2020, while the German centres are almost completely closed since 02 November 2020.

The operational teams remain in close contact with the group's tenants to ensure the continuity of services and help them get through this difficult period. The Issuer reviews the situation of its counterparties on a case-by-case basis in order to find a balanced solution where appropriate. In the light of the current health crisis, the Issuer conservatively reviewed its outlook for the net result from core activities - Group share as early as April, and confirms this outlook. In this context, in order to reflect the doubts as to the current ability of some tenants to pay their rents, and without prejudging the outcome of the discussions with these tenants, the Issuer has already booked

writedowns on trade receivables for approximately 2 million EUR in the first half-year of 2020 (see press release dated 30 July 2020 and incorporated by reference).

Besides, on 15 September 2020, during the traditional Prinsjesdag speech, the Dutch government announced its new fiscal plan for 2021, which should come into force as of 1 January 2021. The 2% registration fees will only apply to properties intended for the permanent residence of a natural person, while it will rise to 8% for all other types of property. For the Issuer, this means that registration fees for residential properties would rise from 2% to 8%, as well as registration fees for non-residential properties, which would rise from 6% to 8%. The effect of these measures is estimated at 10 million EUR on the changes in fair value of investment properties (net result - Group share). However, this new plan will have no effect on the net result from core activities - Group share.

Taking into account the current status of investment files, and the evolution of the current crisis, the investment and divestment budget for 2020 published on 13 February 2020 is already exceeded. The objective with this regard is now estimated at 650 million EUR, whereas the divestment objective amounts to 37 million EUR.

Based on the information currently available, and the evolution of the current crisis, the level of net result from core activities - Group share budgeted for 2020, should only be affected to a limited extent by the current situation in Europe (as announced in the press releases of 09 April 2020, 28 April 2020 and 30 July 2020); it is expected to be within the upper end of the range going from 6.60 to 6.85 EUR/share (compared to 7.10 EUR/share estimated on 13 February 2020). Based on this outlook, the budgeted gross dividend for the 2020 financial year, payable in 2021, can be confirmed at 5.80 EUR per share.

3. MAJOR SHAREHOLDERS, RELATED PARTY TRANSACTIONS AND SHARE CAPITAL

3.1 Shareholders

The Issuer has a diversified investors profile, comprising on the one hand retail investors based mainly in Belgium, and on the other hand institutional investors spread over different countries of which Belgium, France, Switzerland, the Netherlands, the United Kingdom and the United States.

The table below provides an overview of the shareholder structure as at the date of this Information Memorandum. As at the date of this Information Memorandum, one shareholder crossed the threshold of 5% which requests a notification.

Although the applicable transparency disclosure rules require that a disclosure be made by each person passing or falling under one of a relevant thresholds, it is possible that the below information in relation to a shareholder is no longer up-to-date.

<u>Entity</u>	<u>Percentage of voting rights</u>
Cofinimmo Group (own shares)	0,2%
BlackRock, Inc	5,2%
Free float ¹	94.60 %
Number of shares issued	100%

3.2 Share capital

On the date of this Information Memorandum, the share capital of the Issuer amounts to EUR 1,450,210,370.80 and is fully paid-up. It is represented by 27,061,917 shares, without nominal value.

¹ This calculation of the free float, generally used by Euronext, includes all shareholders who individually hold less than 5% of the capital.

3.3 Treasury stock

At the date of this Information Memorandum, the Cofinimmo Group holds 45,084 treasury shares, which represents a level of 0.17% of its share capital.

4. GOVERNANCE

4.1 Board of Directors

According to the general principles governing the composition of the board of directors of the Issuer (the "**Board of Directors**"), as adopted on a proposal by the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors is currently comprised of 12 directors: nine non-executive and independent directors as meant by Article 7:87, §1 of the Belgian Code of Companies and Associations (the "**CCA**") and the 2020 Belgian Code on Corporate (the "**2020 Code**"), and three executive directors (members of the Executive Committee).

Directors are appointed for a maximum of four years by the general meeting and may be dismissed in the same way at any time, effective immediately and without cause. They are re-electable.

The independent directors comply strictly with the independence criteria as set out in Article 7:87, §1 of the CCA and the 2020 Code. The operating rules of the Board of Directors are stated in the Corporate Governance Charter.

The objective to achieve a ratio of at least one third of the members of the Board whose gender is different from that of the other members, in accordance with Article 7:86 of the CCA with regard to gender diversity in the Board of Directors, is met since 2016. The Board of Directors is indeed composed of five women and seven men, a mix ratio of 42%, far above of the one third set by law.

The table below gives an overview of the current members of the Board of Directors and their term of office:

Name Function	Year of birth	Nationality	Start of term of office	Last renewal	End of current term of office
Jacques Van Rijckevorsel Independent Director Chairman of the Board of Directors Chairman of the Nomination, Remuneration and Corporate Governance Committee	1950	Belgian	10 May 2017	N/A	12 May 2021
Jean-Pierre Hanin Managing Director	1966	Belgian	9 May 2018	N/A	11 May 2022
Jean Kotarakos Executive Director	1973	Belgian	9 May 2018	N/A	11 May 2022
Françoise Roels Executive Director	1961	Belgian	27 April 2007	10 May 2017	12 May 2021
Ines Archer-Toper Independent director Member of the Audit Committee	1957	French	8 May 2013	10 May 2017	12 May 2021
Olivier Chapelle Independent Director Member of the Nomination, Remuneration and Corporate Governance Committee	1964	Belgian	11 May 2016	13 May 2020	8 May 2024
Xavier De Walque Independent Director Member of the Audit Committee	1965	Belgian	24 April 2009	13 May 2020	8 May 2024

Name	Function	Year of birth	Nationality	Start of term of office	Last renewal	End of current term of office
Maurice Gauchot	Independent Director Member of the Nomination, Remuneration and Corporate Governance Committee	1952	French	11 May 2016	13 May 2020	8 May 2024
Benoit Graulich	Independent Director Chairman of the Audit Committee	1965	Belgian	25 April 2019	-	10 May 2023
Diana Monissen	Independent Director Member of the Nomination, Remuneration and Corporate Governance Committee	1955	Dutch	11 May 2016	13 May 2020	8 May 2024
Cecile Scalais	Independent Director	1955	Belgian	10 May 2017	N/A	12 May 2021
Kathleen Van Den Eynde	Independent Director	1962	Belgian	13 May 2015	8 May 2019	10 May 2023

The table below provides the current position, current mandates and past mandates of the current members of the Board of directors:

Director	Current position	Current mandates	Previous mandates
Jacques Van Rijckevorsel	Chairman of the Board of Directors of Cliniques Universitaires Saint-Luc (UCL)	Cliniques Universitaires Saint-Luc, Duve Institute, N-Side, Fondation Médicale Reine Elisabeth, Comité de Gestion des Amis de l'Abbaye de la Cambre, Fondation Saint-Luc, Fondation Louvain, Louvain School of Management, Consultative Committee of ING Brussels, Capricorn Sustainable Chemistry Fund, Guberna	Solvay and several subsidiaries, CEFIC, Plastics Europe, Belgian-Luxembourg Chamber of Commerce for Russia and Belarus, Synergia Medical
Jean-Pierre Hanin	Chief Executive Officer of Cofinimmo SA/NV	various mandates in Cofinimmo Group subsidiaries	Lhoist Group
Jean Kotarakos	Chief Financial Officer of Cofinimmo SA/NV	various mandates in Cofinimmo Group subsidiaries	Aedifica and various mandates in Aedifica Group subsidiaries
Françoise Roels	Chief Corporate Affairs & Secretary General of Cofinimmo SA/NV	several mandates in Cofinimmo Group subsidiaries, Guberna, EPRA Regulatory & Tax Committee, Women on Board ASBL/VZW, Aspria Holdings BV, PMH SA/NV, Domicilia NV	Euroclear Pension Fund
Ines Archer-Toper	Partner of Edmond de Rothschild Corporate Finance SA	Aina Investment Fund (Luxembourg) and Orox Asset Management SA (Switzerland), two entities of Edmond de Rothschild Group, Gecina SA (France), Lapillus OPCI (France)	Segro PLC SA (United Kingdom), Axcior Immo and Axcior Corporate Finance SA (France)
Olivier Chapelle	Chief Executive Officer (CEO) of Recticel SA/NV	Guberna, Fédération des Entreprises Belges/ Verbond van Belgische Ondernemingen (FEB/VBO), Calyos SA/NV	Amcham, Essenscia

Xavier De Walque	member of the Executive Committee and Chief Financial Officer of Cobepa SA/NV	several mandates in Cobepa Group subsidiaries (Cobepa North America, Cosylva, Financière Cronos, Puccini Partners, Ibel, Mascagna, Mosane, Sophielux 1, Sophinvest, Ullran, Lunch Time), JF Hillebrand AG, AG Insurance, Degroof Equity, DSDC	Cobepa Nederland, Guimard Finance, Cobib, Cobic, Cobsos, Groupement Financier Liégeois, Kanelium Invest, SGG Holdings, Sapec, Sophielux 2, Sofireal (now Cobid)
Maurice Gauchot	Company director (Avenue Pierre 1er de Serbie 16, 75116 Paris, France)	Stone Estate (Zurich), Codic SA/NV, La Foncière Numérique	CBRE Holding France
Benoit Graulich	Managing Partner of Bencis Capital Partners, Belgium, Netherlands, Germany	Van de Velde NV, Lotus Bakeries NV, Bencis Capital Partners and its subsidiaries	N/A
Diana Monissen	Chief Executive Officer (CEO) of Prinses Maxima Centrum voor Kinderoncologie	N/A	MC Slotervaart
Cecile Scalais	Legal director of Belfius Insurance SA/NV	Auxiliary of Participation SA/NV, Jane SA/NV, Jaimy Co SA/NV and several mandates in real estate companies	Eurco Ireland Ltd, AIS Consulting SA/NV, International Wealth Insurer SA/NV, North Light SA/NV, Pole Star SA/NV and several mandates in real estate companies
Kathleen Van Den Eynde	Chief Executive Officer Belgium and Chief Life, Health & Investment Management of Allianz Benelux	Allianz Life Luxembourg SA, SCOB SA, Climmolux Holding SA/NV, Sofiholding SA/NV	Assurcard, Allianz Benelux SA/NV, Allianz Nederland Asset Management BV, Allianz Nederland Group NV, UP36 SA/NV

The business address of each of the members of the Board of Directors is: Boulevard de la Woluwe 58, 1200 Brussels, Belgium

4.2 Executive Committee

On 15 January 2020, the extraordinary general meeting of the Issuer approved statutory amendments following the entry into force on 1 January 2020 of the CCA. In particular, the Issuer has opted for a one-tier governance structure, as provided for in articles 7:85 *et seq.* of the CCA. Following the abolition of the Management Committee (within the meaning of Article 524bis of the old Company Code), the Board of Directors has delegated certain special powers to an Executive Committee, composed of members who may or may not be Directors. As from 15 January 2020, the Management Committee replaced by the Executive Committee. The members of this Executive Committee are the same as those of the former Management Committee. In addition, the Board of Directors has entrusted the day-to-day management of the Issuer to each of the members of this Executive Committee, whose creation and existence is provided for in article 13 of the new statutes.

The Executive Committee's role is to:

- handle the company's day-to day management, under the chairmanship of the CEO;
- Propose the company's strategy to the Board;
- Execute the strategy approved by the Board;
- Approve the sustainability proposals submitted by the sustainability committee.

The Executive Committee's operating rules are detailed in the Corporate Governance Charter.

The Executive Committee is now composed of five members. In addition to its Chairman, Mr. Jean-Pierre Hanin (Chief Executive Officer), it includes the following other members: Mr. Jean Kotarakos (Chief Financial Officer), Mrs. Françoise Roels (Chief Corporate Affairs & Secretary General), Mr. Sebastien Berden (Chief Operating Officer Healthcare) and Mrs. Yeliz Bicici (Chief Operating Officer Offices). Each member of the Executive Committee has a specific area of responsibility.

Jean-Pierre Hanin, the Chief Executive Officer, joined the Issuer in February 2018. He has a licentiate degree in Law from the KUL (Catholic University of Leuven). He also holds a Master in Tax Management from the Solvay Business School and a LL.M from Georgetown University. He started his career as a business lawyer. He then joined various international groups where he took up financial and management positions, among which Chief Financial Officer and Chief Executive Officer of Lhoist Group, global leader in lime and dolime. More recently, he was Chief Financial Officer then manager of the 'Building Performance' division of the construction materials group Etex. His functions led him to operate in various regions all over the world for over 20 years, and to carry out both consolidation and development activities.

Jean Kotarakos, the Chief Financial Officer, joined the Issuer in June 2018 as CFO. He holds a degree in Commercial Engineering from the Solvay Brussels School of Economics and Management (ULB). Since 2010, he has been teaching there in the Executive Programme in Real Estate. He supervises the Accounting, Communication & IR, Control, IT, Mergers and Acquisitions, and Treasury & Project Finance departments. He has held numerous financial positions during his career in companies. After working approximately ten years for KPMG and D'Ieteren, he joined Aedifica, where he was Chief Financial Officer from 2007 to May 2018.

The Committee meets weekly. In accordance with Article 14 of the RREC Act, the members of the Executive Committee are directors as meant by this Article and are also responsible for the day-to-day running of the Issuer.

4.3 **Audit committee**

According to its charter, the Audit Committee must be composed of at least three non-executive directors, of which at least two must be independent, within the meaning of Article 7:87, §1 of the CCA and the 2020 Code. As of the date of this Information Memorandum, the members of the Audit Committee are:

- Mr. Benoit Graulich (Chairman)
- Ms. Ines Archer-Toper
- Mr. Xavier de Walque.

4.4 **Nomination, Remuneration and Corporate Governance Committee ("NRC")**

According to its charter, the Appointments, Remuneration and Corporate Governance Committee must comprise at least three non-executive directors, and a majority of the members of the Committee must be independent, within the meaning of Article 7:87, §1 of the CCA and the 2020 Code. As of the date of this Information Memorandum, the members of the Appointments, Remuneration and Corporate Governance Committee are:

- Jacques van Rijckevorsel (Chairman)
- Mr. Olivier Chapelle,
- Mr. Maurice Gauchot
- Mrs. Diana Monissen.

4.5 **Corporate Governance**

The Issuer has adopted a corporate governance charter in line with the 2020 Code. The Issuer applies the ten corporate governance principles contained in the 2020 Code, complying with the provisions set forth in the 2020 Code.

5. **REIT REGULATION**

5.1 **Public Regulated Real Estate Company (public RREC) Status**

In Belgium, the Issuer is licensed as a RREC since 6 November 2014 (instead of a closed-end property investment company (*sicafi / vastgoedbevak*)). The RREC regime is the Belgian REIT status which was introduced under the RREC Act and the RREC Royal Decree.

Companies licensed as a RREC such as the Issuer are supervised by the FSMA.

In substance, the Issuer is subject to:

- requirements in respect of profit distribution, the indebtedness ratio and the diversification of real estate assets;
- rules apply to it with respect to management structure and organisation, shareholders protection (FSMA supervision, compulsory appointment of one or more independent real estate experts and auditors approved by the FSMA) and the holding of subsidiaries;
- a "tax transparency" regime.

5.2 **Belgian CIT exemption pursuant to the REIT regime**

A company qualifying as a REIT is subject to corporate income tax (CIT) at the normal rate of 25% (as of assessment year 2021, for financial years starting on or after 1 January 2020), but on a reduced tax base, consisting only in (i) abnormal or gratuitous benefits it has received, (ii) non-deductible expenses, other than reductions in value and capital losses on shares and the financing cost surplus referred to in article 198/1 of the Belgian Income Tax Code 1992 ("**ITC 92**") which is not considered as a professional expense. A company qualifying as a REIT is also subject to the so-called secret commission tax, as referred to in article 219 ITC 92 (i.e. a 100% (if the beneficiary is a private individual) or 50% (if the beneficiary is a company) tax rate (as of assessment year 2021, for financial years starting on or after 2020) in case of payments of remuneration / commission not disclosed by means of the relevant payment slip).

Companies applying for the REIT regime or that merge with, or transfer a portion of their immovable assets to a REIT by way of a contribution in kind or a (partial) demerger, are subject to an exit tax at the current rate of 15% (as of assessment year 2021, for financial years starting on or after 1 January 2020) on the latent capital gains on assets and on tax-exempt reserves transferred.

5.3 **Conditions under the REIT regime**

Activities

The REIT must exclusively carry out an activity which consists of making, directly or through a company in which it holds a participation in accordance with the provisions of the RREC Act and the RREC Royal Decree, real estate available to users (for example by way of rental).

The REIT can, in this context, carry out all activities related to the construction, rebuilding, renovation, development, acquisition, disposal, management and exploitation of real estate (Article 4, §1 RREC Act).

The REIT pursues a strategy aimed at holding on to its property for the long term. The REIT places active management at the heart of its activities, which implies, in particular, that it is itself responsible for the management of its activities and the development and day-to-day management of the real estate and that all the other activities which it carries out within the framework of Article

4, §1, a) of the RREC Act have added value for the same real estate or its users, such as the provision of services complementary to the provision of the real estate concerned.

For this purpose:

- (i) the REIT must carry out its activities itself without delegating in any way the carrying out of any activities to a third party other than an affiliated company,
- (ii) the REIT must have direct relations with its clients and its suppliers, and
- (iii) the REIT must have operational teams, representing a substantial part of its personnel.

The REIT must have a diversified property portfolio. The portfolio may not consist in a single property risk (which may for example consist of a specific property or a specific lessee) representing more than 20% of the consolidated assets. The property portfolio is valued by an independent appraiser on an annual basis; such valuation must be updated on a quarterly basis. In principle, each property must be valued prior to it being acquired or sold by the REIT or any of its subsidiaries (an exception exists for transactions representing less than the lower of 1% of the consolidated assets or EUR 2.5 million). In case of a property transaction with a related party, the REIT may not sell the property below the valuation made by the independent appraiser or, as the case may be, purchase the property at a price exceeding such valuation. The scope of article 37 of the RREC Act which deals with related party transactions is in this respect broader than the equivalent provision in the CCA.

Properties are carried at their fair value, as determined pursuant to the appraiser's valuations. No depreciations are accounted for.

Profit distributions obligation

A REIT must distribute at least 80% of the adjusted current cashflow, as calculated pursuant to the RREC Act and RREC Royal Decree. This profit distribution obligation is without prejudice to the company law provisions on dividend distributions, pursuant to which the REIT may not distribute dividends if its non-consolidated net assets are below the company's share capital and unavailable reserves (or drop below such minimum amount as a result of the dividend distribution).

Leverage

The REIT regime provides for a maximum debt ratio and a maximum interest cover ratio, aiming at limiting the REIT's leverage. The consolidated debt of the REIT may not exceed 65% of the market value of the company's consolidated assets, the non-consolidated debt of the SICAFI may not exceed 65% of the market value of the company's non-consolidated assets and interest expenses may not exceed 80% of total income of the REIT. Properties may be the subject of security interests up to a maximum of 50% of the total fair value of the REIT's consolidated properties and no security interests may be granted in respect of a specific property for an amount exceeding 75% of such property's fair value.

Listing and shareholders requirements

The REIT's shares must be admitted to trading on a Belgian regulated market and at least 30% of the REIT's shares must be owned by investors which are not related parties of the REIT's sponsors. The REIT's ability to issue new shares is subject to specific rules imposing additional restrictions compared to ordinary listed companies incorporated under Belgian law.

Management

The REIT regime provides for specific requirements regarding the company's organisation, the Board composition and the management team. Any change of a director or of a member of the management team is subject to prior notice to the FSMA. Specific conflict of interests rules apply to transactions with related parties of the REIT.

The REIT must act in the interest of the company, and not in the exclusive interest of its shareholders, a funds specific concept. The interest of the shareholders being an important element

of the interest of the company, in practice, the REIT will, like any other listed company, be brought to defend the interests of all stakeholders, including the shareholders

Conditions for election of the REIT regime by a Belgian subsidiary

Belgian subsidiaries of a REIT may benefit from the same tax regime as a REIT if they are registered with the FSMA as an institutional REIT. The institutional REIT regime is less stringent than the requirements set out for a public REIT. An institutional REIT must be controlled by a public REIT, its shareholders must be professional or institutional investors and the institutional REIT's shares do not have to be admitted to trading on a stock exchange. The institutional REIT as such is not subject to specific leverage restrictions (although leverage restrictions apply on a consolidated basis to the Group) but has the same profit distribution obligations as a REIT. Specific requirements apply to the institutional REIT's organisation, albeit a large part of the institutional REIT's operations can be outsourced to a company's affiliate.

Seven subsidiaries of the Issuer operate under an institutional RREC status: Rheastone SA/NV, FPR Leuze SA/NV, Pubstone Group SA/NV, Pubstone SA/NV, Prime Bel Rue de la Loi- T SA/NV, BPG Congrès SA/NV and BPG Hôtel SA/NV.

TAXATION

The tax laws of the investor's jurisdiction and of the Issuer's jurisdiction might have an impact on the income received from the Notes. The following is a general description of certain Belgian tax considerations relating to the Notes. It does not purport to be a complete analysis of all tax considerations relating to the Notes whether in those countries or elsewhere. Prospective purchasers of Notes should consult their own tax advisers as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of Belgium of acquiring, holding and disposing of Notes and receiving payments of interest, principal and/or other amounts under the Notes. This summary is based upon the law as in effect on the date of this Information Memorandum and is subject to any change in law that may take effect after such date.

Also investors should note that the appointment by an investor in Notes, or any person through which an investor holds Notes, of a custodian, collection agent or similar person in relation to such Notes in any jurisdiction may have tax implications. Investors should consult their own tax advisers in relation to the tax consequences for them of any such appointment.

Belgium

For the purpose of the following general description, a Belgian resident is: (a) an individual subject to Belgian personal income tax (*impôt des personnes physiques/personenbelasting*) (i.e., an individual who has his domicile in Belgium or has his seat of wealth in Belgium, or a person assimilated to a Belgian resident); (b) a legal entity subject to Belgian corporate income tax (*impôt des sociétés/vennootschapsbelasting*) (i.e., a company that has its principal establishment, or effective place of management in Belgium); or (c) a legal entity subject to Belgian legal entities tax (*impôt des personnes morales/rechtspersonenbelasting*) (i.e., an entity other than a legal entity subject to corporate income tax having its principal establishment, or its effective place of management in Belgium). A non-resident is a person who is not a Belgian resident.

For the purposes of the following sections, "**interest**" includes (i) periodic interest income, (ii) any amounts paid by the Issuer in excess of the issue price (upon full or partial redemption, whether or not at maturity, or upon purchase by the Issuer), and (iii) assuming the Notes qualify as fixed income securities pursuant to Article 2, § 1, 8° of the Belgian Income Tax Code 1992 ("**BITC**"), in case of a disposal of the Notes to any third party, other than the Issuer, between two interest payment dates the *pro rata* accrued interest corresponding to the period that the party selling the security held the Notes.

Belgian Withholding Tax

All payments by or on behalf of the Issuer of interest on the Notes are in principle subject to 30 per cent. Belgian withholding tax on the gross amount of the interest. Both Belgian domestic tax law and applicable tax treaties may provide for a lower or zero rate subject to certain conditions.

Under Belgian domestic law, however, payments of interest and principal under the Notes by or on behalf of the Issuer may normally be made without deduction of withholding tax in respect of the Notes if and as long as at the moment of payment or attribution of interest they are held by certain eligible investors (the "**Eligible Investors**", see hereinafter) in an exempt securities account (an "**X Account**") that has been opened with a financial institution that is a direct or indirect participant in the NBB-SSS (a "**Direct or Indirect Participant**"). Euroclear, Clearstream, SIX SIS, Monte Titoli, Euroclear France, Interbolsa and LuxCSD are Direct or Indirect Participants for this purpose.

Holding the Notes through the NBB-SSS enables Eligible Investors to receive the gross interest income on their Notes and to transfer the Notes on a gross basis.

Direct or Indirect Participants to the NBB-SSS must enter the Notes which they hold on behalf of Eligible Investors in an X Account.

Eligible Investors are those entities referred to in article 4 of the Belgian Royal Decree of 26 May 1994 on the deduction of withholding tax (*Arrêté Royal du 26 mai 1994 relatif à la perception et à la bonification du précompte mobilier / Koninklijk Besluit van 26 mei 1994 over de inhouding en de vergoeding van de roerende voorheffing*) which include, *inter alia*:

- (a) Belgian resident companies subject to Belgian corporate income tax as specified in article 2, §1, 5°, b) of the BITC;
- (b) institutions, associations or companies specified in article 2, §3 of the Belgian Law of 9 July 1975 on the control of insurance companies other than those referred to in (a) and (c) subject to the application of article 262, 1° and 5° of the BITC;
- (c) state-regulated institutions (*parastatalen/institutions parastatales*) for social security, or institutions which are assimilated therewith, provided for in article 105, 2° of the Royal Decree of 27 August 1993 implementing the Belgian Income Tax Code 1992 (*koninklijk besluit tot uitvoering van het wetboek inkomstenbelastingen 1992/arrêté royal d'exécution du code des impôts sur les revenus 1992*) (the "Belgian RD/ITC 1992");
- (d) non-resident investors whose holding of the Notes is not connected to a professional activity in Belgium, referred to in article 105, 5° of the Belgian RD/ITC 1992;
- (e) Belgian qualifying investment funds, recognised in the framework of pension savings, provided for in article 115 of the Belgian RD/ITC 1992;
- (f) taxpayers provided for in article 227, 2° of the BITC which have used the income generating capital for the exercise of their professional activities in Belgium and which are subject to non-resident income tax pursuant to article 233 of the BITC;
- (g) the Belgian State in respect of investments which are exempt from withholding tax in accordance with article 265 of the BITC;
- (h) collective investment funds (such as investment funds *beleggingsfondsen/ fonds de placement*) governed by foreign law being an indivisible estate managed by a management company for the account of the participants, provided that the fund units are not offered publicly in Belgium or otherwise marketed in Belgium;
- (i) Belgian resident companies, not provided for under (a) above, when their activities exclusively or principally consist of the granting of credits and loans; and
- (j) only for the income from debt securities issued by legal persons that are part of the sector public authorities, in the sense of the European system of national and regional accounts (ESA), for the application of the European Community Rule N° 3605/93 of 22 November 1993 on the application of the Protocol on the procedure in case of excessive deficits attached to the Treaty of the European Communities, the legal entities that are part of the aforementioned sector of public authorities.

Eligible Investors do not include, *inter alios*, Belgian resident investors who are individuals or Belgian non-profit making organisations (other than those mentioned under (b) and (c) above).

The above categories only summarise the detailed definitions contained in Article 4 of the Royal Decree of 26 May 1994, as amended, to which investors should refer for a precise description of the relevant eligibility rules.

Transfers of Notes between two X Accounts (between two interest payment dates) do not give rise to Belgian withholding tax on accrued income.

Upon opening of an X Account for the holding of Notes, the Eligible Investor is required to provide the Direct or Indirect Participant with a statement of its eligible status on a form approved by the Belgian Minister of Finance. There is no on-going declaration requirement to the NBB-SSS for Eligible Investors as to their eligible status, save that they need to inform the Direct or Indirect Participants of any change in the information contained in the statement of their eligible status. However, Direct or Indirect Participants are required to provide the NBB annually with listings of investors who have held Notes in an X Account during the preceding calendar year.

An X Account may be opened with a Direct or Indirect Participant by an intermediary (an "**Intermediary**") in respect of Notes that the Intermediary holds for the account of its clients (the "**Beneficial Owners**"), **provided, however, that** each Beneficial Owner is an Eligible Investor. In such case, the Intermediary must deliver to the Participant a statement on a form approved by the Minister of Finance confirming that

(i) the Intermediary is itself an Eligible Investor, and (ii) the Beneficial Owners holding their Notes through it are also Eligible Investors. A Beneficial Owner is also required to deliver a statement of its eligible status to the Intermediary.

These identification requirements do not apply to Euroclear, Clearstream, SIX SIS, Monte Titoli, Euroclear France, Interbolsa and LuxCSD or any other central securities depository, as defined by Article 2, §1, 1) of Regulation (EU) n° 909/2014 of the European Parliament and of the Council of July 23, 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012 ("CSD"), acting as direct Participants to the NBB-SSS (each a "NBB-CSD"), **provided that** the relevant NBB-CSD (i) only holds X Accounts, (ii) is able to identify the Noteholders for whom it holds Notes in such account and (iii) the contractual rules agreed upon by this central securities depository acting as Participants include the contractual undertaking that their clients and account owners are all Eligible Investors.

In accordance with the NBB-SSS, a Noteholder who is withdrawing Notes from an X Account will, following the payment of interest on those Notes, be entitled to claim an indemnity from the Belgian tax authorities of an amount equal to the withholding on the interest payable on the Notes from the last preceding interest payment date until the date of withdrawal of the Notes from the NBB-SSS.

Belgian tax on income and capital gains

This section summarizes certain matters relating to Belgian tax on income and capital gains in the hands of Eligible Investors. This section therefore does not address the tax treatment in the hands of investors that do not qualify as Eligible Investors such as Belgian resident individuals and Belgian legal entities that do not qualify as Eligible Investors.

Belgian resident companies

Interest attributed or paid to Noteholders which are subject to Belgian corporate income tax (*vennootschapsbelasting/impôt des sociétés*), as well as capital gains realised upon the disposals of Notes are taxable at the current ordinary corporate income tax rate of in principle 25 per cent. as of assessment year 2021 linked to a taxable period starting at the earliest on 1 January 2020. Furthermore, subject to certain conditions, small and medium-sized companies (as defined by article 1:24, §1 to §6 of the Belgian Companies and Associations Code) are taxable at the reduced corporate income tax rate of 20 per cent. for the first EUR 100,000 of their taxable base.

Any Belgian withholding tax retained by or on behalf of the Issuer will, subject to certain conditions, be creditable against any corporate income tax due and any excess amount will in principle be refundable, all in accordance with the applicable legal provisions.

Capital losses realised upon the sale of the Notes are in principle tax deductible.

Other tax rules apply to investment companies within the meaning of article 185bis of the BITC.

Belgian resident legal entities

Belgian legal entities which qualify as Eligible Investors and which consequently have received gross interest income are required (if such entities cannot invoke a final withholding tax exemption) to declare and pay the 30 per cent. withholding tax to the Belgian tax authorities themselves (which withholding tax then generally also constitutes the final taxation in the hands of the relevant investors).

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gains qualify as interest (as defined in paragraph "Belgium" above). Capital losses are in principle not tax deductible.

Organisations for Financing Pensions

Interest and capital gains derived by Organisations for Financing Pensions (*Organismen voor de Financiering van Pensioenen/Organismes de Financement de Pensions*) within the meaning of the Law of 27 October 2006 on the activities and supervision of institutions for occupational retirement provision (*Wet van 27 oktober 2006 betreffende het toezicht op de instellingen voor bedrijfspensioenvoorzieningen/Loi du 27 octobre 2006 relative au contrôle des institutions de retraite professionnelle*), are in principle exempt from Belgian corporate income tax. Capital losses are in principle not tax deductible.

Subject to certain conditions, any Belgian withholding tax that has been levied can be credited against any corporate income tax due and any excess amount is in principle refundable.

Belgian non-residents

Noteholders who are non-residents of Belgium for Belgian tax purposes and who are not holding the Notes through a Belgian permanent establishment and do not invest in the Notes in the course of their Belgian professional activity will in principle not incur or become liable for any Belgian tax on interest income or capital gains by reason only of the acquisition, ownership or disposal of the Notes **provided that** they qualify as Eligible Investors and that they hold their Notes in an X-Account.

A non-resident company having allocated the Notes to the exercise of a professional activity in Belgium through a Belgian establishment is subject to practically the same rules as a Belgian resident company (see above).

Other Taxes

Tax on stock exchange transactions

A tax on stock exchange transactions (*taks op de beursverrichtingen/taxe sur les opérations de bourse*) will in principle be levied on the purchase and sale and any other acquisition or transfer for consideration of the Notes on the secondary market if (i) it is entered into or carried out in Belgium through a professional intermediary, or (ii) deemed to be entered into or carried out in Belgium, which is the case if the order is directly or indirectly made to a professional intermediary established outside of Belgium, either by private individuals with habitual residence in Belgium, or legal entities for the account of their seat or establishment in Belgium (both, a "**Belgian Investor**").

The rate applicable for secondary sales and purchases of the Notes through a professional intermediary is 0.12 per cent. with a maximum amount of EUR 1,300 per transaction and per party. The tax is due separately from each party to any such transaction, i.e. the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary.

The acquisition of Notes upon their issuance (primary market) is not subject to the tax on stock exchange transactions.

However, if the order is directly or indirectly made to a professional intermediary established outside of Belgium by a Belgian Investor, the tax on stock exchange transactions will in principle be due by this Belgian Investor (who will be responsible for the filing of a stock exchange tax return and for the timely payment of the amount of stock exchange tax due), unless the Belgian Investor can demonstrate that the tax on stock exchange transactions due has already been paid by the professional intermediary established outside Belgium. In the latter case, the foreign professional intermediary also has to provide each client (which gives such intermediary an order) with a qualifying order statement (*borderel/bordereau*), at the latest on the business day after the day on which the relevant transaction was realized. The qualifying order statements must be numbered in series and duplicates must be retained by the financial intermediary. A duplicate can be replaced by a qualifying agent day-to-day listing, numbered in series. Alternatively, professional intermediaries established outside Belgium have the possibility to appoint a stock exchange tax representative in Belgium, subject to certain conditions and formalities (a "**Stock Exchange Tax Representative**"). Such Stock Exchange Tax Representative will then be liable towards the Belgian Treasury for the tax on stock exchange transactions on behalf of clients that fall within one of the aforementioned categories (provided that these clients do not qualify as exempt persons for stock exchange tax purposes – see below) and to comply with the reporting obligations and the obligations relating to the order statement (*borderel/bordereau*) in that respect. If such a Stock Exchange Tax Representative would have paid the stock exchange tax due, the Belgian Investor will, as per the above, no longer be the debtor of the stock exchange tax.

A tax on repurchase transactions (*taks op de reportverrichtingen/taxe sur les opérations de report*) at the rate of 0.085 per cent. will be due from each party to any such transaction entered into or settled in Belgium in which a stockbroker acts for either party (subject to a maximum of EUR 1,300 per party and per transaction).

However, neither of the taxes referred to above will be payable by exempt persons acting for their own account, including investors who are not Belgian residents, provided they deliver an affidavit to the

financial intermediary in Belgium confirming their non-resident status, and certain Belgian institutional investors as defined in article 126.1,2° of the Code of miscellaneous duties and taxes (*Wetboek diverse rechten en taksen/Code des droits et taxes divers*) for the tax on stock exchange transactions and article 139, §2 of the same code for the tax on repurchase transactions.

As stated below, the European Commission has published a proposal for a Directive for a common financial transactions tax (the "**FTT**"). The proposal currently stipulates that once the FTT enters into force, the participating Member States shall not maintain or introduce taxes on financial transactions other than the FTT (or VAT as provided in the Council Directive 2006/112/EC of 28 November 2006 on the common system of value added tax). For Belgium, the tax on stock exchange transactions and the tax on repurchase transactions should thus be abolished once the FTT enters into force. The proposal is still subject to negotiation between the participating Member States and therefore may be changed at any time.

Exchange of information – Common Reporting Standard

Following recent international developments, the exchange of information will be governed by the Common Reporting Standard ("**CRS**").

On 3 September 2020, 109 jurisdictions had signed the multilateral competent authority agreement ("**MCAA**"), which is a multilateral framework agreement to automatically exchange financial and personal information, with the subsequent bilateral exchanges coming into effect between those signatories that file the subsequent notifications.

More than 50 jurisdictions have committed to a specific and ambitious timetable leading to the first automatic information exchanges in 2017, relating to income year 2016 ("**early adopters**"). More than 50 jurisdictions have committed to exchange information as from 2018, one jurisdiction as from 2019 and 6 jurisdictions as from 2020.

Under CRS, financial institutions resident in a CRS country are required to report, according to a due diligence standard, financial information with respect to reportable accounts, which includes interest, dividends, account balance or value, income from certain insurance products, sales proceeds from financial assets and other income generated with respect to assets held in the account or payments made with respect to the account. Reportable accounts include accounts held by individuals and entities (which includes trusts and foundations) with fiscal residence in another CRS country. The standard includes a requirement to look through passive entities to report on the relevant controlling persons.

On 9 December 2014, EU Member States adopted Directive 2014/107/EU on administrative cooperation in direct taxation ("**DAC2**"), which provides for mandatory automatic exchange of financial information as foreseen in CRS. DAC2 amends the previous Directive on administrative cooperation in direct taxation, Directive 2011/16/EU.

The Belgian government has implemented DAC2, respectively the CRS, pursuant to the law of 16 December 2015 regarding the exchange of information on financial accounts by Belgian financial institutions and by the Belgian tax administration, in the context of an automatic exchange of information on an international level and for tax purposes (the "**Law of 16 December 2015**").

As a result of the Law of 16 December 2015, the mandatory automatic exchange of information applies in Belgium (i) as of financial year 2016 (first information exchange in 2017) towards the EU Member States (including Austria, irrespective of the fact that the automatic exchange of information by Austria towards other EU Member States is only foreseen as of income year 2017), (ii) as of financial year 2014 (first information exchange in 2016) towards the US and (iii) with respect to any other jurisdictions that have signed the MCAA, as of the respective date to be determined by Royal Decree. In a Royal Decree of 14 June 2017, it has been determined that the automatic exchange of information has to be provided as from (i) 2017 (for the 2016 financial year) for a first list of 18 jurisdictions, (ii) as from 2018 (for the 2017 financial year) for a second list of 44 jurisdictions, (iii) as from 2019 (for the 2018 financial year) for a third list of 1 jurisdiction, and (iv) as from 2020 (for the 2019 financial year) for a fourth list of 6 jurisdictions.

The Notes are subject to DAC2 and to the Law of 16 December 2015. Under DAC2 and the Law of 16 December 2015, Belgian financial institutions holding the Notes for tax residents in another CRS contracting state shall report financial information regarding the Notes (e.g. in relation to income and gross

proceeds) to the Belgian competent authority, who shall communicate the information to the competent authority of the state of the tax residence of the beneficial owner.

Investors who are in any doubt as to their position should consult their professional advisers.

The proposed financial transactions tax ("FTT")

On 14 February 2013, the European Commission published a proposal (the "**Commission's proposal**") for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**Participating Member States**"). However, Estonia has ceased to participate.

The Commission's proposal has very broad scope and could, if introduced, apply to certain dealings in Notes (including secondary market transactions) in certain circumstances. The issuance and subscription of Notes should, however, be exempt.

Under the Commission's proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Notes where at least one party is a financial institution, and at least one party is established in a Participating Member State. A financial institution may be, or be deemed to be, "established" in a Participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a Participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a Participating Member State.

However, the Commission's proposal remains subject to negotiation between the participating Member States and its scope is uncertain. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States of the European Union may decide to participate and/or other Participating Member States may decide to withdraw.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT.

Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, as amended, commonly known as "**FATCA**", a "**foreign financial institution**" (as defined by FATCA) may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting or related requirements. The Issuer may be a foreign financial institution for these purposes. A number of jurisdictions (including Belgium) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register, and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining "foreign passthru payments" are filed with the U.S. Federal Register generally would be "grandfathered" for purposes of FATCA withholding unless materially modified after such date. Prospective investors should consult their own tax advisors regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

SUBSCRIPTION AND SALE

Pursuant to a subscription agreement (the "**Subscription Agreement**"), ABN AMRO Bank N.V., BNP Paribas, Goldman Sachs International, J.P. Morgan Securities plc, Belfius Bank NV/SA, Bank Degroof Petercam SA/NV, ING Bank N.V., Belgian Branch, KBC Bank NV and SMBC Nikko Capital Markets Europe GmbH (together, the "**Managers**") will jointly and severally agree with the Issuer, subject to the satisfaction of certain conditions contained therein, to subscribe and pay for the Notes at their issue price of 99.222 per cent. less an agreed combined management and underwriting commission and any agreed expenses.

The Subscription Agreement will entitle the Managers to terminate it in certain circumstances prior to payment being made to the Issuer.

Prohibition of Sales to EEA or UK Retail Investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the European Economic Area or the United Kingdom. For the purposes of this provision:

- (a) the expression "retail investor" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; and/or
 - (ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; and
- (b) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.

United Kingdom

Each Manager has further represented, warranted and undertaken that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

United States of America

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and are subject to U.S. tax law requirements. The Notes may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Each of the Managers has agreed that, except as permitted by the Subscription Agreement, it will not offer, sell or deliver the Notes within the United States. In addition, until 40 days after commencement of the offering, an offer or sale of Notes within the United States by a dealer whether or not participating in the offering may violate the registration requirements of the Securities Act.

Belgium

The Notes are not intended to be advertised, offered, sold or otherwise made available to and should not be advertised, offered, sold or otherwise made available in Belgium to consumers (*consumenten/consommateurs*) within the meaning of the Belgian Code of Economic Law (*Wetboek van economisch recht/Code de droit économique*), as amended. The offering may not be advertised and each of the Managers has represented and agreed that it has not advertised, offered, sold or otherwise made available, and will not advertise, offer, sell, resell or otherwise make available, directly or indirectly, the

Notes and that it has not distributed, and will not distribute, any prospectus, memorandum, information circular, brochure or any similar documents in relation to the Notes, directly or indirectly, to any consumer within the meaning of the Belgian Code of Economic Law, as amended, in Belgium, being any natural person resident or located in Belgium and acting for purposes which are outside his/her trade, business or profession.

Eligible Investors only

The Notes may only be held by, and can only be transferred to, Eligible Investors.

Republic of Italy

The offering of the Notes has not been registered with the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to Italian securities legislation. Each Manager has represented and agreed that any offer, sale or delivery of the Notes or distribution of copies of the Information Memorandum or any other document relating to the Notes in the Republic of Italy will be effected in accordance with all Italian securities, tax and exchange control and other applicable laws and regulation.

Any such offer, sale or delivery of the Notes or distribution of copies of the Information Memorandum or any other document relating to the Notes in the Republic of Italy must be:

- (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with Legislative Decree No. 58 of 24 February 1998, CONSOB Regulation No. 20307 of 15 February 2018 and Legislative Decree No. 385 of 1 September 1993 (in each case as amended from time to time) and any other applicable laws and regulations;
- (b) in compliance with Article 129 of Legislative Decree No. 385 of 1 September 1993, as amended, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy and the relevant implementing guidelines of the Bank of Italy issued on 25 August 2015 (as amended on 10 August 2016); and
- (c) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or any other Italian authority.

Switzerland

The offering of the Notes in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("**FinSA**") because the Notes (i) have a minimum denomination of CHF 100,000 (or equivalent in another currency) or more, and (ii) will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. The Offering Memorandum does not constitute a prospectus as such term is understood pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the offering of the Bonds.

Singapore

Each Manager has acknowledged that this Information Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Manager has represented, warranted and agreed that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:
 - 1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
 - 2) where no consideration is or will be given for the transfer;
 - 3) where the transfer is by operation of law;
 - 4) as specified in Section 276(7) of the SFA; or
 - 5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

General

Each Manager has represented, warranted and agreed that it has complied and will comply with all applicable laws and regulations in each country or jurisdiction in which it purchases, offers, sells or delivers Notes or possesses, distributes or publishes this Information Memorandum or any other offering material relating to the Notes. Persons into whose hands this Information Memorandum comes are required by the Issuer and the Managers to comply with all applicable laws and regulations in each country or jurisdiction in which they purchase, offer, sell or deliver Notes or possess, distribute or publish this Information Memorandum or any other offering material relating to the Notes, in all cases at their own expense.

GENERAL INFORMATION

Authorisation

1. The creation and issue of the Notes has been authorised by a resolution of the Executive Committee of the Issuer dated 16 November 2020.

Legal and Arbitration Proceedings

2. There are no governmental, legal or arbitration proceedings, (including any such proceedings which are pending or threatened, of which the Issuer is aware), which may have, or have had during the 12 months prior to the date of this Information Memorandum, a significant effect on the financial position or profitability of the Issuer and its Subsidiaries.

Significant/Material Change

3. Since 31 December 2019, there has been no material adverse change in the prospects of the Issuer or the Issuer and its Subsidiaries nor any significant change in the financial performance of the Issuer or the Issuer and its Subsidiaries. Since 30 September 2020, there has been significant transactions. We refer to the Section 5 'Events after 30.09.2020' of results of the third quarter of 2020 dated 19 November 2020 and incorporated by reference.

Auditors

4. The consolidated financial statements of the Issuer have been audited without qualification for the years ended 31 December 2019 and 31 December 2018 by Deloitte, Réviseurs d'Entreprises SC s.f.d. SCRL/Bedrijfsrevisoren BV o.v.v.e. CVBA, represented by Rik Neckebroeck.

Documents on Display

5. Copies of the following documents will be made available on the website of the Issuer at www.cofinimmo.com and may be inspected during normal business hours at the offices of the Issuer, free of charge:
 - (a) the constitutive documents of the Issuer;
 - (b) the Agency Agreement and the Clearing Services Agreement;
 - (c) this Information Memorandum;
 - (d) the audited consolidated financial statements of the Issuer for the years ended 31 December 2019 and 31 December 2018, the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2020 and the unaudited consolidated quarterly reporting for the nine months ended 30 September 2020; and
 - (e) the press release dated 29 October 2020, 30 October 2020, 4 November 2020, 12 November 2020 and 19 November 2020.

For the avoidance of doubt, unless specifically incorporated by reference into this Information Memorandum, information contained on the website does not form part of this Information Memorandum.

Material Contracts

6. There are no material contracts entered into other than in the ordinary course of the Issuer's business, which could result in any member of the Group being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations in respect of the Notes.

Yield

7. On the basis of the issue price of the Notes of 99.222 per cent. of their principal amount, the yield of the Notes is 0.957 per cent. on an annual basis.

ISIN and Common Code

8. The Notes have been accepted for clearance through the NBB-SSS with a common code of 226696377 COFINIMMO. The International Securities Identification Number (ISIN) for the Notes is BE6325493268. A clearing agreement has been entered on 30 November 2020 into by the Issuer with the Agent and the NBB-SSS.

The Notes can be held by their holders through participants in the NBB-SSS, including Euroclear, Clearstream Banking AG or other Participants.

The Legal Entity Identifier

9. The Legal Entity Identifier (LEI) code of the Issuer is 549300TM914CSF6KI389.

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REGISTERED OFFICE OF THE ISSUER

Cofinimmo SA/NV
Boulevard de la Woluwe 58 1200 Brussels
Belgium

GLOBAL COORDINATORS

ABN AMRO Bank N.V.
Gustav Mahleraan 10
1082 PP Amsterdam
The Netherlands

BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom

ACTIVE JOINT BOOKRUNNERS

ABN AMRO Bank N.V.
Gustav Mahleraan 10
1082 PP Amsterdam
The Netherlands

BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom

Goldman Sachs International
Plumtree Court
25 Shoe Lane
London EC4A 4AU

J.P. Morgan Securities plc
25 Bank Street, Canary Wharf
London E14 5JP
United Kingdom

PASSIVE JOINT BOOKRUNNERS

Belfius Bank NV/SA
Place Charles Rogier 11
1210 Brussels
Belgium

ING Bank N.V., Belgian Branch
Avenue Marnix 24
1000 Brussels
Belgium

KBC Bank NV
Havenlaan 2
1080 Brussels
Belgium

SMBC Nikko Capital Markets Europe GmbH
Neue Mainzer Str. 52-58
60311 Frankfurt am Main
Germany

Bank Degroof Petercam SA/NV
Nijverheidstraat 44
1040 Brussels
Belgium

AGENT

BNP Paribas Securities Services S.C.A.,
Brussels Branch
Rue de Loosum 25, Brussels
1000 Brussels
Belgium

LEGAL ADVISERS

To the Issuer as to Belgian law:

NautaDutilh
Terhulpensteeweg 120
1000 Brussels
Belgium

To the Joint Bookrunners as to Belgian law:

Clifford Chance LLP
Avenue Louise 65, box 2
1050 Brussels
Belgium

AUDITORS TO THE ISSUER

Deloitte Bedrijfsrevisoren bv cvba
Luchthaven Brussel Nationaal 1 J
1930 Zaventem
Belgium