

Gimv
Naamloze Vennootschap
Karel Oomsstraat 37
2018 Antwerpen
Company number 0220.324.117
VAT-number: BE0220.324.117

The board of directors of Gimv NV (the "Company") invites all shareholders to attend the annual general meeting that will take place on Wednesday 28 June 2017 at 10:30 am at Hotel Crowne Plaza, Gerard le Grellelaan 10, 2020 Antwerp. In order to facilitate the composition of the attendance list, the shareholders or their representatives are invited to register at the latest by 10:00 am.

This annual general meeting is convened to discuss and resolve on the following agenda:

AGENDA OF THE ANNUAL GENERAL MEETING

1. Presentation of the report of the board of directors on the financial year ending on 31 March 2017

2. Presentation of the auditor's report on the financial year ending on 31 March 2017

3. Presentation of the consolidated annual accounts and the consolidated reports of the board of directors and the auditor on the financial year ending on 31 March 2017

4. Presentation and approval of the remuneration report

Proposed resolution: *approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on 31 March 2017.*

5. Approval of the annual accounts of the financial year ending on 31 March 2017 and appropriation of profit

Proposed resolution: *approval of the annual accounts of the financial year ending on 31 March 2017, including the distribution of the results as proposed by the board of directors, and adoption of a gross dividend of EUR 2.50 per share.*

6. Discharge to the directors

Proposed resolution: *discharge to each of the directors for the performance of their mandate during the financial year ending on 31 March 2017.*

7. Discharge to the auditor

Proposed resolution: *discharge to the auditor for the performance of his mandate during the financial year ending on 31 March 2017.*

8. Resignation and appointment of directors

- 8.a. Proposed resolution: reappointment of Mr. Koen Dejonckheere as director, nominated by the board of directors. His mandate will run for a period of four years until the end of the annual general meeting in 2021.
- 8.b. Proposed resolution: confirmation of the co-optation as from 1 January 2017 of Ms. Manon Janssen as independent director of the Company in replacement of Mr. Marc Van Gelder and appointment of Manon Janssen as independent director for a period of three years until the end of the annual general meeting in 2020. Manon Janssen meets the functional, family and financial criteria of independence as set out by article 526ter of the Belgian Company Code (BCC). Furthermore, Manon Janssen has explicitly stated that she has nor had any significant business connections with the Company which could harm her independence, a statement which is endorsed by the board of directors.
- 8.c. Proposed resolution: acknowledgement of the resignation of Ms. Christ'l Joris as independent director of the Company and appointment of Ms. An Vermeersch as independent director of the Company. An Vermeersch meets the functional, family and financial criteria of independence as set out by article 526ter BCC. Furthermore, An Vermeersch has explicitly stated that she has nor had any significant business connections with the Company which could harm her independence, a statement which is endorsed by the board of directors. Her mandate will run for a period of four years until the end of the annual general meeting in 2021.

A short resumé of the proposed new directors is available at <http://gimv.com/en/investors/share/shareholder-meetings>

9. Adoption of the remuneration of the directors

Proposed resolution: determination of the total amount of the fixed remuneration of all members of the board of directors, including the remuneration of the chairman and the managing director, at 1 450 000 EUR per year and authorisation to the board of directors to decide on the allocation hereof amongst the directors.

10. Establishment of a register of shares in electronic form

Proposed resolution: the meeting decides to hold the register of shares of the Company in electronic form, as set out by article 463, 2° BCC.

PARTICIPATION TO THE ANNUAL GENERAL MEETING

General – Shareholders of the Company who wish to attend the annual general shareholders' meeting need to take into account the below admission requirements and procedures.

Registration date – Only the persons holding shares on the registration date, are entitled to participate in and to vote at the annual general meeting, regardless of the number of shares they hold on the actual day of the annual general meeting. In accordance with article 29 of the articles of association, the registration date is **Wednesday 14 June 2017** (the fourteenth day prior to the annual general meeting) at midnight (Belgian time).

Admission requirements – To be able to participate in the annual general meeting, each shareholder needs to comply with the following requirements: (a) being registered as shareholder on the registration date and (b) having given notice to the Company of their intention to attend the annual general meeting.

(a) Registration

- (i) Holders of registered shares:** their shares need to be registered in the Company's shareholders' register on the registration date.
- (ii) Holders of dematerialised shares:** their shares need to be registered in the accounts of a recognized account holder or settlement institution on the registration date.

(b) Notice

- (i) Holders of registered shares:** have to inform the Company in writing no later than **Thursday 22 June 2017** of their intention to attend the meeting. This notice can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). A model of notification letter is available at the registered office of the Company and on its website (www.gimv.com).
- (ii) Holders of dematerialised shares:** need to (i) request a certificate issued by their financial intermediary or authorized account holder, which sets forth the number of dematerialised shares registered in their name on the registration date and the number of shares with which they wish to participate in the general meeting and (ii) deliver this certificate at a branch of KBC no later than **Thursday 22 June 2017**.

Participation in the annual general meeting – Shareholders who have fulfilled the aforesaid admission requirements, can participate in the meeting in the three following ways:

(a) Personally attending the meeting

Each shareholder is entitled to personally attend the annual general meeting.

(b) Voting by proxy

Shareholders can also be represented by a proxy of their own choice, who may or may not be a shareholder of the Company. To participate in the vote in a valid way, the shareholder must ensure that the Company receives the proxy form no later than **Thursday 22 June 2017**. This proxy can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). A model proxy form is available at the registered office of the Company and on its website (www.gimv.com).

(c) Voting by letter

Finally, each shareholder has the right to vote by correspondence on the items on the agenda. The voting form should contain the shareholder's full and precise identity, the number of shares he participates with in the voting process and the decision of the shareholder on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decisions. The voting form can be sent by regular mail (to the Company's registered office) or by email (infogav@gimv.com) no later than **Thursday 22**

June 2017. A model voting by letter form is available at the registered office of the Company and on its website (www.gimv.com).

Information at the shareholders' disposal – The annual report of the board of directors and the report of the auditor on the financial year ending on 31 March 2017 (agenda items 1 and 2), the annual and consolidated annual accounts on the financial year ending on 31 March 2017 (agenda items 3 and 5), the convening notice (possibly with revised agenda), the notification forms for participation, the proxy forms and the forms for voting by letter are available at the registered office of the Company and on its website (www.gimv.com).

Additions to the agenda and proposed resolutions – Shareholders who independently or jointly hold 3% of the Company's share capital have the right to add items to the agenda of the general meeting and to introduce proposed resolutions. To use this right, the shareholders should ensure that the Company receives the additional agenda items or proposed resolutions at the latest by **Tuesday 6 June 2017**. These additional agenda items or proposed resolutions can be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). The additional agenda items or proposed resolutions, if any, will be published as soon as possible on the Company's website, at the latest by **Tuesday 13 June 2017**. More detailed information relating to article 533ter BCC can be found on the Company's website.

Written questions – Shareholders who meet with the conditions to participate in the general meeting, have the right to address the board of directors with their questions relating to its report and the items on the agenda as well as the statutory auditor with regard to his report. These inquiries can also, at the latest by **Thursday 22 June 2017**, be sent by regular mail (to the Company's registered office) or by e-mail (infogav@gimv.com). More detailed information relating to article 540 BCC can be found on the Company's website.

The Board of Directors

For more information please contact:

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Gimv NV
Building leading companies

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VAT BE0220.324.117
www.gimv.com

**ROUTE DESCRIPTION
CROWNE PLAZA HOTEL
GERARD LE GRELLELAAN 10
2020 ANTWERPEN**

General travel information

Website NMBS: <http://www.belgianrail.be/nl> ~ Tel: +32 3 204 20 40

Website De Lijn: <http://reisinfo.delijn.be/reisinfo/> ~ Tel: +32 3 218 14 06

1. By car

Coming from Brussels (E19)

E19 * stay on the left-side track in the Craeybeckxtunnel – follow direction City Center – stay on the left-side track – turn left at the second traffic lights – follow direction Singel-Zuid-Hoboken – you arrive on this road from the right – after 150 m you will see the next traffic lights – turn left – keep right – you will see the hotel after 400 m

Coming from Ghent (E17)

E17 * direction The Netherlands – after the Kennedytunnel, get off at exit Berchem-Wilrijk (exit 5) – the hotel is located next to the exit

Coming from The Netherlands/Germany

Antwerp R1 direction Ghent * get off at exit 5 Boom-Brussels-Wilrijk – follow A12 exit Wilrijk – stay on the right-side track – at the traffic lights, you will see the hotel in front of you

2. Public transport

Website De Lijn: <http://reisinfo.delijn.be/reisinfo/>

Tramway schedule Antwerp: see enclosed

Coming from Antwerp Central Station

- tram 2 direction Hoboken or tram 6 direction Olympiade, stop “De Singel”

- bus 17 direction UZA, stop “Antwerp G. Le Grellelaan”

Coming from direction Groenplaats

- tram 9 direction Eksterlaar or tram 15 direction Boechout, stop “Diamant”, and next tram 2 direction Hoboken or tram 6 direction Olympiade, stop “De Singel”
- bus 22 direction UZA, stop “De Singel”

PARKING

- 50 parking spaces reserved for Gimv shareholders
- **Upon registration, you will receive a free ticket in order to leave the parking lot!**
- Furthermore, parking space on the Gerard le Grellelaan (middle track)