



Immobel SA/NV

Report of factual findings on the compliance certificate
(EUR 50 M 3,5% bonds due 17 October 2025) as per 31 December 2020

Report of factual findings on the compliance certificate (EUR 50 M 3,5% bonds) as per 31 december 2020

Dear Mr Breda

For the purpose of this report, we confirm that we have audited the consolidated financial statements of Immobel SA/NV (the "Company") for the year ended 31 December 2020, prepared in accordance with International Financial Reporting Standards as adopted by the European Union (the "Financial Statements"). We have issued an unqualified review report on Financial Statements on 15 March 2021 (the "Financial Statements"). The objective of our work was to review the Financial Statements taken as a whole, and not individual elements, accounts or items constituting them.

In accordance with our engagement letter dated 16 July 2021, we have performed the procedures enumerated below and agreed with the Company. This engagement has been conducted in accordance with the International Standard on Related Services 4400 applicable to engagements to perform agreed-upon procedures regarding financial information.

These procedures were performed solely to assist the Company in connection with the Financial Ratio Test that the Company has to perform pursuant to the paragraph 7.3 ("Publication of Consolidated Equity, Consolidated Equity/Total Assets Ratio and Inventories/Net Financial Debt in respect of each Reference Date") of the Prospectus dated 2 October 2018 and related to the EUR 50 M 3,50% bonds due 17 October 2025 (the "Bonds Issue").

The procedures performed and the resulting findings can be summarized as follows:

1. We obtained the Compliance Certificate prepared by the Company and signed by one director and the Chief Financial Officer. A copy of the Compliance Certificate is attached as Appendix 1;
2. For each financial covenant presented in the Compliance Certificate (i.e. Consolidated Equity, Consolidated Equity/Total Assets and Inventories/Net Financial Debt):
 - 2.1. We verified the arithmetic accuracy of the financial covenant, and found it to be correctly calculated;
 - 2.2. We agreed each amount included in the items included in the financial covenant to information extracted or directly derived from the Financial Statements of the Company at 31 December 2020, and found it to be in agreement.

Because the above procedures do not constitute either an audit or a review made in accordance with International Standards on Auditing, we do not express any assurance on the financial covenants as of 31 december 2020. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

Our report is solely for the purpose set forth in the fourth paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties.

Signed at Gent.

The auditor



Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL
Represented by Kurt Dehoorne

Appendix 1: Compliance certificate as of 31 December 2020

Appendix 2: Consolidated statement of financial position as of 31 December 2020

Deloitte.

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL
Registered Office: Gateway building, Luchthaven Brussel Nationaal 1 J, B-1930 Zaventem
VAT BE 0429.053.863 - RPR Brussel/RPM Bruxelles - IBAN BE86 5523 2431 0050 - BIC GKCCBEBB

Member of Deloitte Touche Tohmatsu Limited



Immobel SA

BONDS 2018 EUR 50.000.000 3,50% Bonds due 17-October-2025

Financial Ratio Tests

Reference is made to Condition 7.3 (“Publication of Consolidated Equity, Consolidated Equity / Total Assets Ratio and Inventories/Net Financial Debt in respect of each Reference Date”) of the Terms and Conditions of the Bonds 2018, EUR 50.000.000, 3,50%, due 17 October 2025 (the “Terms and Conditions”).

Each capitalized terms not defined herein shall have the same meaning as given to it in the Terms and Conditions.

On 31 December 2020,

**the Consolidated Equity* equal to KEUR 450 119;
the Total Assets* equal to KEUR 1 387 348;
the Inventories equal to KEUR 997 161; and
the Net Financial Debt equal to KEUR 801 803.**

In respect of the Financial Ratio Tests and pursuant to Condition 7.3 (“Publication of Consolidated Equity and Consolidated Equity / Total Assets Ratio in respect of each Reference Date”) of the Terms and Conditions, **we confirm that on 31 December 2020**

**the Consolidated Equity is higher than KEUR 250 000;
the Consolidated Equity / Total Assets Ratio is higher than 25%;
the inventories / Net Financial Debt is higher than 1.**

Karel BREDA
Chief Financial Officer

Marnix Galle
Executive Chairman
of the Board

*Both “Consolidated Equity” and “Total Assets” are adjusted by deducting the amount of goodwill

BONDS 2025 3.50%
Ratios 31-12-2020

Consolidated equity	494.490
Intangibles assets	-582
Goodwill	-43.789

1. CONSOLIDATED EQUITY 450.119

Net Financial Debt

Non current financial debts	685.169
Current financial debts	291.112
Cash and cash equivalents	-174.478

2. NET FINANCIAL DEBT 801.803

in thousands of EUR

ASSETS	31-12-2020	31-12-2020	31-12-2019	31-12-2019
	Published	Internal view	Published	Internal view
NON-CURRENT ASSETS	448 370	420 272	213 311	252 412
Intangible assets	582	631	543	543
Goodwill	43 789	43 789	43 789	43 789
Property, plant and equipment	1 388	1 390	983	983
Assets under capital lease obligations	4 390	4 390	6 441	6 441
Investment property	197 149	294 494	81 123	179 597
Investments in joint ventures and associates	106 195	106	55 899	16
Advances to joint ventures and associates	76 644	46 839	9 492	3 724
Other non-current financial assets	175	6 059	4 920	4 920
Deferred tax assets	16 369	19 813	6 374	8 321
Other non-current assets	1 689	2 761	3 747	4 078
CURRENT ASSETS	982 768	1356 329	1087 903	1279 702
Inventories	683 121	997 161	694 580	860 718
Trade receivables	33 168	39 327	72 516	80 498
Contract assets	57 251	70 640	42 228	49 430
Tax receivables	3 450	3 526	2 703	2 715
Other current assets	37 269	51 971	41 937	60 835
Advances to joint ventures and associates	20 399	19 177	77 743	47 491
Other current financial assets	49	49	50	50
Cash and cash equivalents	148 059	174 478	156 146	177 965
TOTAL ASSETS	1 431 137	1 776 600	1 301 214	1 532 114

EQUITY AND LIABILITIES	31-12-2020	31-12-2020	31-12-2019	31-12-2019
	Published	Internal view	Published	Internal view
TOTAL EQUITY	494 490	492 907	428 162	426 182
EQUITY SHARE OF IMMOBEL	491 922	491 922	426 151	426 151
Share capital	97 256	97 256	97 256	97 256
Retained earnings	392 143	392 143	328 693	328 693
Reserves	2 524	2 524	202	202
Non-controlling interests	2 568	985	2 011	31
NON-CURRENT LIABILITIES	609 602	731 077	523 379	642 663
Employee benefit obligations	603	603	633	633
Provisions				
Deferred tax liabilities	37 301	44 745	15 447	16 209
Financial debts	571 139	685 169	507 008	625 530
Derivative financial instruments	560	560	291	291
CURRENT LIABILITIES	327 045	552 616	349 673	463 269
Provisions	2 114	2 340	3 882	3 932
Financial debts	180 810	291 112	200 063	219 978
Derivative financial instruments	60 927	83 177	-	-
Trade payables			59 564	75 884
Contract liabilities	3 896	8 598	5 690	10 005
Tax liabilities	7 110	11 259	1 354	3 303
Other current liabilities	72 188	156 130	79 120	150 167
TOTAL EQUITY AND LIABILITIES	1 431 137	1 776 600	1 301 214	1 532 114

“Inventory” means, on the last day of the Relevant Period, the “Inventories” in the Current Assets section (*actifs circulants/vlottende activa*) of the consolidated (IFRS) balance sheet of the Issuer plus the pro rata share of the Issuer of the “Inventories” held by its “joint ventures and associates” which are part of the section on “Investments in joint ventures and associates”, as set out in its consolidated (IFRS) balance sheet for the relevant Financial Year;

“Net Financial Debt” means, on the last day of the Relevant Period, the aggregate of the non-current and current financial debts (*passifs non courants-dettes financières/langlopende verplichtingen-financiële schulden* and *passifs courants-dettes financières/kortlopende financiële verplichtingen-financiële schulden*) less the cash and cash equivalents (*trésoreries et équivalents de trésorerie/geldmiddelen en kasequivalenten*) taking into account the pro rata share of the Issuer of the equivalent line items for its “joint ventures and associates” which are part of the section on “Investments in joint ventures and associates” and of which “Inventories” are included in the calculation of the Inventory/Net Financial Debt ratio, as set out in its consolidated (IFRS) balance sheet for the relevant Financial Year;

“Consolidated Equity” means, on the last day of the Relevant Period, the aggregate of the following items in the liabilities and shareholders’ equity section (“*passif*”) of the consolidated (IFRS) balance sheet of the Issuer, as set out in its consolidated (IFRS) balance sheet for the relevant Financial Year:

- I. Capital (“*Capital*”),
- II. Share premium account (“*Prime d’émission*”),
- III. Consolidated reserves (“*Réserves consolidées*”),
- VI. Translation differences (“*Ecart de conversion*”), and
- VIII. Non-controlling interests (“*Intérêts de tiers*”);

less the following items in the assets section:

- I. Establishment costs (“*Frais d’établissement*”),
- II. Intangible assets (“*Immobilisations incorporelles*”), and
- III. Consolidation differences (“*Ecart de consolidation*”).

“Total Assets” means, on the last day of the Relevant Period, the total assets of the consolidated (IFRS) balance sheet of the Issuer, as set out in its consolidated (IFRS) balance sheet for the relevant Financial Year.