



Immobel SA

Report of factual findings on the compliance certificate (35,7 MEUR
6,75% bonds) as per 31 December 2018

Report of factual findings on the compliance certificate (35,7 MEUR 6,75% bonds) as per 31 December 2018

Dear Sir,

For the purpose of this report, we confirm that we have audited:

- the consolidated financial statements of Immobel SA (the "Company") for the year ended 31 December 2018, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium. We have issued an unqualified audit report on the consolidated financial statements on 19 April 2019;
- the statutory financial statements of Immobel SA (the "Company") for the year ended 31 December 2018 prepared in accordance with Belgian GAAP. We have issued an unqualified audit report on the statutory financial statements on 19 April 2019;

(Collectively referred to as the "Financial Statements"). The objective of our work was to audit the Financial Statements taken as a whole, and not individual elements, accounts or items constituting them.

In accordance with our engagement letter dated 8 October 2016, 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 8.9 "Financial Ratios" of the Placement Memorandum dated June 2013 and related to the 35,7 MEUR 6,75% bonds due 27 June 2019 (the "Bonds Issue").

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

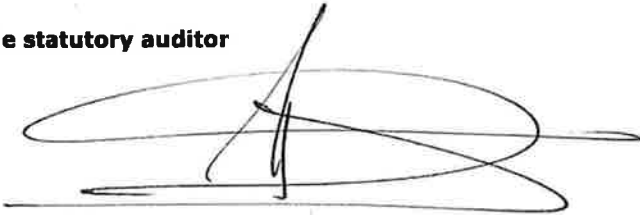
1. We obtained the Compliance Certificate prepared by the Company and signed by one director and the Chief Financial Officer. A copy of the Compliance Certificate is attached as Appendix 1;
2. For each financial covenant presented in the Compliance Certificate (i.e. Equity, Consolidated Equity and Adjusted Net Financial Indebtedness / (Adjusted Net Financial Indebtedness + Consolidated equity):
 - 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 2018, 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 2018. 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.

Gent, 19 April 2019

The statutory auditor



Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises CVBA/SCRL
Represented by Kurt Dehoorne

Appendix 1: Compliance certificate as of 31 December 2018

Appendix 2: Consolidated statement of financial position as of 31 December 2018

Appendix 3: Statutory Financial Statements of assets and liabilities, financial debts and detail of bank guarantees as of 31 December 2018

Deloitte.

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises
Coöperatieve vennootschap met beperkte aansprakelijkheid/Société coopérative à responsabilité limitée
Registered Office: Gateway building, Luchthaven Brussel Nationaal 1 J, B-1930 Zaventem
VAT BE 0429.053.863 - RPR Brussel/RPM Bruxelles - IBAN BE 17 2300 0465 6121 - BIC GEBABEBB

Member of Deloitte Touche Tohmatsu Limited



IMMOBEL
since 1863

Immobel SA

BONDS 2019 EUR 35.650.000 6.75% Bonds due 27-June-2019

Financial Ratio Tests

Reference is made to Condition 8.10 ("Publication of Financial Ratio") of the Terms and Conditions of the Bonds 2019, EUR 35.650.000, 6.75%, due 27 June 2019 (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 2018,

the Equity of IMMOBEL SA equal to KEUR 285 507

the Consolidated Equity of IMMOBEL SA equal to KEUR 344 749

the Consolidated Debt Ratio of IMMOBEL SA equal to 53,3%

In respect of the Financial Ratio Tests and pursuant to Condition 8.10 ("Publication of Financial Ratio") of the Terms and Conditions, we confirm that **on 31 December 2018**

the Equity of IMMOBEL SA is higher than KEUR 70 000

the Consolidated Equity of IMMOBEL SA is higher than KEUR 100 000

the Consolidated Debt ratio of IMMOBEL SA is not exceeding 70%



Karel BREDA
Chief Financial Officer



Alexander HODAC
Chief Executive Officer

Consolidated Statement of Financial Position

in thousands of EUR

ASSETS	31-12-2018 Published	31-12-2017 restated IFRS 15	31-12-2017 Published
NON-CURRENT ASSETS	181 670	66 454	66 179
Intangible assets	427	405	405
Property, plant and equipment	947	1 034	1 034
Investment property	104 290	2 960	2 960
Investments in joint ventures and associates	46 451	26 452	26 387
Advances to joint ventures and associates	24 151	24 345	24 345
Other non-current financial assets	806	1 259	1 259
Deferred tax assets	4 501	4 377	4 167
Other non-current assets	97	5 623	5 623
CURRENT ASSETS	784 700	738 985	734 063
Inventories	511 837	519 973	518 514
Trade receivables	20 734	11 694	11 694
Contract assets	10 954	8 280	
Tax receivables	921	165	165
Other current assets	22 562	31 246	36 063
Advances to joint ventures and associates	46 328	18 934	18 934
Other current financial assets	478	768	768
Cash and cash equivalents	170 886	147 926	147 926
TOTAL ASSETS	966 370	805 439	800 242

EQUITY AND LIABILITIES	31-12-2018	31-12-2017 restated IFRS 15	31-12-2017
TOTAL EQUITY	344 749	306 958	303 579
EQUITY SHARE OF IMMOBEL	344 633	306 941	303 562
Share capital	97 256	97 256	97 256
Retained earnings	247 174	209 603	206 224
Reserves	203	82	82
Non-controlling interests	116	17	17
NON-CURRENT LIABILITIES	332 875	340 185	338 837
Employee benefit obligations	618	672	672
Deferred tax liabilities	9 681	7 854	6 507
Financial debts	322 040	330 090	330 090
Derivative financial instruments	536	1 568	1 568
CURRENT LIABILITIES	288 746	158 296	157 826
Provisions	1 896	1 355	1 355
Financial debts	193 749	68 816	68 816
Trade payables	48 470	41 493	41 493
Contract liabilities	7 259	470	
Tax liabilities	5 303	6 211	6 211
Other current liabilities	32 069	39 952	39 952
TOTAL EQUITY AND LIABILITIES	966 370	805 439	800 242

BONDS 2019 6.75%
Ratios 31-12-2018

Consolidated Equity	344.749
Intangible assets	-427
1. CONSOLIDATED EQUITY	344.322
ADJUSTED NET FINANCIAL INDEBTEDNESS	
Non current financial debts	322.040
Current financial debts	193.749
Bank guarantees	49.951
Cash and cash equivalents	-170.886
Other non-current financial assets	-806
Other current financial assets	-478
2. ADJUSTED NET FINANCIAL INDEBTEDNESS	393.570
RATIO ((2 / (1 +2))	53,3%