



Immobel NV/SA

Report of factual findings on the compliance certificate (75 MEUR 3,5% bonds due 17 October 2025) as per 31 December 2019

Report of factual findings on the compliance certificate (75 MEUR 3% bonds) as per 31 December 2019

Dear Mr Breda

For the purpose of this report, we confirm that we have audited the consolidated financial statements of Immobel NV/SA (the "Company") for the year ended 31 December 2019, 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 17 April 2020 (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 17 April 2020, 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 8.2 "Publication of Consolidated Equity, Adjusted Gearing Ratio and Inventories / Net Financial Debt in respect of each Reference Date" of the terms and Conditions of the bond dated 24 September 2019 and related to the 75 MEUR 3,00% bonds due 14 April 2027 (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, Adjusted gearing Ratio 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 2019, 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 2019. 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, 17 April 2020

The statutory auditor



Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises CVBA/SCRL

Represented by Kurt Dehoornæ

Appendix 1: Compliance certificate as of 31 December 2019

Appendix 2: Consolidated statement of financial position as of 31 December 2019

Deloitte.

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises
Coöperatieve vennootschap met beperkte aansprakelijkheid/Société coopérative à responsabilité limitée
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Member of Deloitte Touche Tohmatsu Limited



Immobel SA

BONDS 2019-2027 EUR 75.000.000 3% Bonds due 14-April-2027

Financial Ratio Tests

Reference is made to Covenants 8.2 (“Publication of Consolidated Equity, Adjusted Gearing Ratio and Inventories / Net Financial Debt in respect of each Reference Date”) of the Terms and Conditions of the Bonds 2019, EUR 75.000.000, 3%, due 14 April 2027.

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

On 31 December 2019,

**the Consolidated Equity equal to KEUR 383 830;
the Net Financial Debt equal to KEUR 667.543; and
the Inventories and Investment property equal to KEUR 1 040 315.**

In respect of the Financial Ratio Tests, **we confirm that on 31 December 2019**

**the Consolidated Equity is higher than KEUR 250 000;
the Adjusted Gearing Ratio is lower than 0,75 to 1
the Inventories / Net Financial Debt is higher than 1.**

Karel BREDA
Chief Financial Officer

Marnix GALLE
Executive Chairman
of the Board

in thousands of EUR

ASSETS	31-12-2019	31-12-2018
	Internal view	Internal view
NON-CURRENT ASSETS	252 412	187 279
Intangible assets	543	427
Goodwill	43 789	
Property, plant and equipment	983	947
Assets under capital lease obligations	6 441	
Investment property	179 597	158 284
Investments in joint ventures and associates	16	21 224
Advances to joint ventures and associates	3 724	4
Other non-current financial assets	4 920	806
Deferred tax assets	8 321	5 487
Other non-current assets	4 078	100
CURRENT ASSETS	1279 702	896 035
Inventories	860 718	598 057
Trade receivables	80 498	21 558
Contract assets	49 430	10 954
Tax receivables	2 715	1 083
Other current assets	60 835	28 843
Advances to joint ventures and associates	47 491	48 969
Other current financial assets	50	478
Cash and cash equivalents	177 965	186 093
TOTAL ASSETS	1 532 114	1 083 314

EQUITY AND LIABILITIES	31-12-2019	
	Internal view	Interne
TOTAL EQUITY	426 182	344 749
EQUITY SHARE OF IMMOBEL	426 151	344 633
Share capital	97 256	97 256
Retained earnings	328 693	247 174
Reserves	202	203
Non-controlling interests	31	116
NON-CURRENT LIABILITIES	642 663	414 877
Employee benefit obligations	633	618
Provisions		
Deferred tax liabilities	16 209	9 918
Financial debts	625 530	403 805
Derivative financial instruments	291	536
CURRENT LIABILITIES	463 269	323 688
Provisions	3 932	1 896
Financial debts	219 978	194 522
Derivative financial instruments	-	56 328
Trade payables	75 884	
Contract liabilities	10 005	8 447
Tax liabilities	3 303	6 948
Other current liabilities	150 167	55 547
TOTAL EQUITY AND LIABILITIES	1 532 114	1 083 314