



PROXY

Please return this document to Befimmo SA no later than **23 April 2014**.

I, the Undersigned:

Natural person

First Name, Last Name: _____

Address: _____

Legal entity

Corporate name and legal form: _____

Head office: _____

Validly represented by: _____

holder of: _____

shares of **BEFIMMO SA**,

Public fixed-capital real-estate investment company incorporated under Belgian law, publicly traded company, with head office at 1160 Brussels, Chaussée de Wavre 1945, registered in the Register of Legal Entities under number 0455 835 167,

hereby appoint as my representative¹, with faculty of replacement:

¹ Pursuant to article 547bis§4 of the Belgian Company Code, proxy forms returned to Befimmo without appointing a proxyholder are considered to appoint, as proxyholder, Befimmo, its management body or one of its employees, creating a potential conflict of interests. To be taken into account, those proxy forms must indicate specific voting instructions for each item on the agenda. In the absence of specific voting instructions, the proxyholder, which is presumed to be in conflict of interests, may not vote.

To represent me at the **Extraordinary General Meeting to be held on 29 April 2014 at 10.30 AM** at the head office of Befimmo SA, to deliberate on items on the agenda and vote on my behalf according to my voting intention as stated hereafter.

The representative shall exercise the principal's vote on the items on the agenda as follows:

Regarding the language of the agenda, the agenda is written in Dutch and French, neither language taking preference over the other; the English version is an unofficial translation.

<p>1. Presentation of the Management Report on the statutory annual accounts as at 31 December 2013 and the consolidated annual accounts as at 31 December 2013.</p>	Does not require vote		
<p>2. Presentation of the Statutory Auditor's report on the statutory annual accounts as at 31 December 2013 and the consolidated annual accounts as at 31 December 2013.</p>	Does not require vote		
<p>3. Presentation of the consolidated annual accounts closed as at 31 December 2013.</p>	Does not require vote		
<p>4. Approval of the statutory annual accounts closed as at 31 December 2013, and appropriation of the result as at 31 December 2013.</p> <p>Taking into account the result on 31 December 2012 of €99,939,823.15 carried forward, the integration by merger-absorption of the result of the company Blue Tower SA standing at €886,679.60 and the net profit of the 2013 fiscal year, the profit to be appropriated stands at €177,577,955.77.</p> <p>It is proposed:</p> <ul style="list-style-type: none"> - to approve the statutory annual accounts closed as at 31 December 2013 which, in accordance with the Royal Decree of 7 December 2010 on Sicafis, containing appropriations to the statutory reserves; - to distribute, as remuneration of capital, a dividend of €3.45 gross per share: such dividend is composed, on the one hand, of the interim dividend of €2.6546 gross per share not held by the group distributed in December 2013 and, on the other hand, of a final dividend of €0.80 gross per share, payable by detachment of coupon No 26, also for the shares not held by the group, following the decision of the Board of Directors to divide the right to the final dividend linked to own shares held by Befimmo amongst the other shareholders of the Sicafi; <p>then, to carry forward the balance again, i.e. the amount of €117,579,544.04.</p>	YES*	NO*	ABSTENTION*
<p>5. Discharge of the Directors for the execution of their mandate during the 2013 fiscal.</p> <p>Proposal to discharge the Directors for the execution of their mandate for the period from 1 January 2013 to 31 December 2013.</p>	YES*	NO*	ABSTENTION*
<p>6. Discharge to the Statutory Auditor for the execution of his mandate during the 2013 fiscal year.</p> <p>Proposal to discharge the Statutory Auditor for the execution of his mandate for the period from 1 January 2013 to 31 December 2013.</p>	YES*	NO*	ABSTENTION*

<p>7. Appointment of a Director Proposal to appoint the private limited company A.V.O. Management with head office Av. Ptolemé 12 (RPR Brussels 0462.974.466) represented by its permanent representative, Mrs Annick Van Overstraeten domiciled at avenue Franklin Roosevelt 210, 1050 Brussels, as Director, for a two-year period ending at the closing of the 2016 Ordinary General Meeting (subject to the approval of the FSMA). Mrs Van Overstraeten meets the criteria for independence provided by article 526ter of the Code of Company Law for the assessment of directors' independence. This mandate will be remunerated and this remuneration shall be equivalent to that applicable to the other Directors.</p>	YES*	NO*	ABSTENTION*
<p>8. Appointment of a Director Proposal to appoint the private limited liability company Kadees, with Registered Office at Akkerstraat 16, 2540 Hove, represented by its permanent representative, Mr Kurt De Schepper, domiciled at Akkerstraat 16, 2540 Hove, as Director, for a two-year period ending at the closing of the 2016 Ordinary General Meeting (subject to the approval of the FSMA). This mandate will be remunerated and this remuneration shall be equal to that applicable to the other Directors.</p>	YES*	NO*	ABSTENTION*
<p>9. Proposal to renew a directorship Proposal to renew the directorship of the private limited liability company MarcVH-Consult, with registered office at Bellaertstraat 53, 9340 Lede, RPM Dendermonde 0500.908.394, represented by its permanent representative, Mr Marcus Van Heddeghem, domiciled at Bellaertstraat 53, 9340 Lede, as Director for a period of one year, ending at the closing of the 2015 Ordinary General Meeting. This mandate will be remunerated and this remuneration shall be equal to that applicable to the other Directors.</p>	YES*	NO*	ABSTENTION*
<p>10. Proposal to renew the mandate of the Statutory Auditor Resolution to renew the mandate of Deloitte Reviseurs d'entreprises SC s.f.d. SCRL, represented by Mr. Rick Neckebroeck, as Statutory Auditor for a term of three years expiring at the end of the Ordinary General Meeting of 2017 and to fix its remuneration at a fixed amount (unindexed) of €72,450 per annum for the exercise of its legal account audit tasks.</p>	YES*	NO*	ABSTENTION*
<p>11. Remuneration report Proposal to approve the remuneration report drawn up by the Appointment and Remuneration Committee and included in the corporate governance statement of the management report of the Board of Directors for the fiscal year closed on 31 December 2013.</p>	YES*	NO*	ABSTENTION*
<p>12. Approval of the provisions concerning change of control in the credit agreement and bond issues binding the Company Proposal to approve and, where necessary, ratify the provisions, in accordance with article 556 of the Code of Company Law, of article 7.2 of the credit agreement concluded on 31 January 2014 between the Company and LBLux Banque. Under this article, in the event of acquisition of control over the Company by a person or group of persons acting jointly (apart from</p>	YES*	NO*	ABSTENTION*

persons who control the Company at the time of the signing of the convention), an event of which the Company should immediately inform the bank, should LBLux Banque determine (on reasonable grounds, to be communicated to the Company) that this change could have a significant negative effect on the agreement, LBLux Banque may refuse to release funds (except for a credit roll over) and could, with minimum ten working days' notice, demand that the agreement be terminated and claim payment of all amounts due (principal amounts, interests and costs). The term "control" means the direct or indirect ownership of over 50% of the Company's voting rights, and the terms "acting jointly" have the meaning provided for in articles 5 and 606 of the Code of Company Law.			
13. Proposal to grant power to implement the resolutions Proposal to grant all powers to the Managing Director, with power of substitution, for the implementation of the decisions made by the Ordinary General Meeting, and to carry out any formalities necessary for their publication.	YES*	NO*	ABSTENTION*
14. Others	YES*	NO*	ABSTENTION*

(* Please strike out what does not apply).

The representative is entitled to:

- (1) Attend any other Shareholders' Meeting with the same agenda in the event the first Meeting cannot deliberate, regardless of the reason;
- (2) Participate in all deliberations and validly vote, amend or deny on behalf of the Undersigned all representations regarding the agenda, as stated above;
- (3) To the foregoing purposes, perform and execute all acts, exhibits, agendas; elect domicile, substitute and generally perform all acts required by virtue of this mandate.

The representative:

- shall be entitled *
- shall not be entitled*

to vote on new items that could be added to the agenda as a result of shareholder(s) requests holding at least 3% of the share capital.

(* Please strike out what does not apply).

Completed in _____, on _____ 2014.

(Please write "Valid for proxy" above the signature).