

BEFIMMO**FORM RELATING TO THE EXERCISING OF THE EXIT RIGHT PURSUANT TO
ARTICLE 77 OF THE ACT OF 12 MAY 2014 ON REGULATED REAL ESTATE
COMPANIES**

This document is a form to be filled in during the Extraordinary General Meeting of 2 October 2014 or, where the quorum is not reached at this Meeting, of 21 October 2014 by any shareholder (acting himself or represented by a proxy) who wishes to exercise his exit right in accordance with article 77 of the act of 12 May 2014 on regulated real estate companies.

Reference is made to the Information Document published on 2 September 2014 by the Company on its website (www.befimmo.be) and of which this form is an integral part. The shareholder acknowledges having read the exercise procedure of the exit right, as described in this Information Document, and states to accept it.

The shareholder attention is drawn to the following provisions of the article 77 of the act of 12 May 2014 on regulated real-estate companies.

- the price at which the exit right is exercised is the higher of (a) the last closing price before the publication of the notice convening the shareholders to the General Meeting (if applicable, where no quorum is reached) and (b) the average of the closing price of the thirty calendar days preceding the date of the General Meeting approving the amendments to the articles of association.*
- The exit right can only be exercised up to EUR 100,000, taking into account the price at which the exit right is exercised.*
- The exit right can only be exercised with respect to the shares with which the shareholder will have voted against the amendments to the articles of association and with respect to the shares of which the shareholder has remained owner in an uninterrupted manner since the 30th day preceding the General Meeting with the amendments to the articles of association on the agenda, the case being, where the quorum is not reached, until the end of the General Meeting approving the amendments to the articles of association, i.e., where the quorum is not reached, at least 50 days (see, however, hereafter for dematerialised shares).*

For registered shares, the condition relating to uninterrupted ownership is established by the registered shareholders register of the Company.

For dematerialised shares, it results from the certificate issued by the account holder indicated hereafter, which provides for the blocking of the shares until midnight of the third business day following the General Meeting approving the proposed amendments to the articles of association. The shareholder cannot exercise the exit right if this certificate has not been communicated to the Company on 26 September 2014 at the latest.

As allowed by the law, the Company makes the proposal to amend the articles of association – and, therefore, the exercise of the exit right – subject to the condition that the number of shares for which the exit right is exercised does not exceed a certain percentage of the capital, as set out in point 10.

Any form sent to the Company before the Extraordinary General Meeting or completed otherwise than by the shareholder or his/her representative during the Extraordinary General Meeting shall be deemed as null and void. The Company cannot accept any proxy for the exercising of the exit right.

TO BE COMPLETED IN CAPITAL LETTERS**I. Identity of the shareholder**Natural person:

Family name and given name: _____,

Residence: _____

Email: _____

Phone number (mobile): _____

*Please attach a copy of the identity card or the passport or the equivalent document*Legal person:

Name: _____

Registered office: _____

Representative(s): _____ Proxy / Director / Manager¹
_____ Proxy / Director / Manager¹

Email: _____

Phone number (mobile): _____

*Please attach a copy of the identity card or the passport or the equivalent document / of the articles of association + power of representation for verification of the signature(s) below***2. ONLY FOR PROXYHOLDERS: identity of the proxyholder**Natural person:

Family name and given name: _____,

Residence: _____

Email: _____

Phone number (mobile): _____

*Enclose copy of the identity card*Legal person:

Name: _____

Registered office: _____

Representative(s): _____ Proxy / Director / Manager²
_____ Proxy / Director / Manager²

E-mail: _____

¹ Delete where not applicable.² Delete where not applicable.

Please attach a copy of the identity card or the passport or the equivalent document / of the articles of association + power of representation for verification of the signature(s) below

3. Furthermore, in case of joint ownership or split ownership

Indicate the identity of the other owners / holders of rights in rem:

Family name and given name: _____,

Residence: _____

E-mail: _____

Phone number (mobile): _____

Legal person:

Name: _____

Residence: _____

E-mail: _____

Please attach the proof (which must bear the signature of the other owners or holders of rights in rem) that the signatory has been appointed by the other owners or holders of rights in rem to exercise the exit right

4. Number of shares for which the shareholder has declared wanting to participate at the General Meeting pursuant to article 536, § 2, subparagraph 3 of the Code of Company Law

_____ shares, i.e. _____ registered shares and _____ dematerialised shares.

5. Number of shares for which the shareholder has voted against the proposal to amend to the articles of association on the agenda of the Extraordinary General Meeting of 2 October 2014

_____ shares, i.e. _____ registered shares and _____ dematerialised shares.

The shareholder can only exercise the exit right with respect to the shares with which he has voted against the proposal to amend the articles of associations.

6. Shares quantity for which the shareholder exercises the exit right

_____ shares, i.e. _____ registered shares and _____ dematerialised shares

A number of _____ shares for a total price representing a maximal amount of EUR 100,000 / EUR _____³

³ The shareholder may indicate a lower amount than EUR 100,000.

This amount is determined taking into account the price at which the exit right is exercised, provided that the shares with which the shareholder has voted against the proposal to amend the articles of association and for which he fulfils the condition relating to uninterrupted ownership since the 2 September 2014 respectively until the end of the General Meeting approving the amendments to the articles of association (for registered shares) or until midnight of the third business day following the General Meeting approving the proposed amendments to the articles of association (for the dematerialised shares).

7. Dematerialised shares – Identification of the Belgian credit institution / investment company with which the shares are registered and blocked or which is the contact person in Belgium of the foreign credit institution / investment company with which the shares are registered and blocked

Name of the credit institution / investment company: _____

Number of securities account (BIC/IBAN format): _____

Contact person at the Belgian credit institution / investment company, or of the contact person in Belgium of the foreign credit institution / investment company to which the shares are registered:

Family name and first name: _____,

E-mail: _____

Phone number (mobile): _____

8. Registered shares – Identification of the credit institution and account number on which any transfer in favour of the shareholder can be done

Name of the credit institution: _____

State where this institution is located: _____

Account number (BIC/IBAN format for the European institutions): _____

The payment shall be made within the month following the General Meeting approving the amendment to the articles of association.

9. Proxy

I hereby instruct the managing director of the Company, with power to delegate, to (i) with respect to the dematerialised shares: give the necessary instructions to the account(s) holder(s) for the transfer of the shares for which the exit right has been exercised and (ii) with respect to the registered shares: register the changes in the registered shareholder register of the Company.

10. Conditions precedent

I acknowledge that this exit right is exercised under the condition precedent that the total number of shares for which the exit right is exercised does not exceed the smaller of the following percentages:

- 2 % of the shares issued by the Company at the time of the General Meeting approving the amendments to the articles of association;
- X % of the shares issued by the Company, where “X” is calculated as follows:

$$\frac{\text{EUR 30,000,000} \times 100}{\text{(Price at which the exit right is exercised)} \times \text{(Total number of shares issued by the Company at the time of the General Meeting approving the amendments to the articles of association)}}^4$$

(or the Company waives this condition), and that the exercise of the exit right does not cause the Company (or the third party by which the company would have been substituted) to be in breach of the articles 620 and following of the Code of Company Law and its implementing decrees and regulations or the provisions of the act of 12 May 2014 on regulated real-estate companies and its implementing decrees and regulations.

II. Buyer

I acknowledge that the buyer will be either the Company, or the third party appointed by the Company, as the case may be after the Meeting (order declaration / “declaration de command” / “commandverklaring”), and that the transfer of ownership of the shares will take place at the end of the General Meeting.

Certified as accurate.

DATE OF THE EXTRAORDINARY GENERAL MEETING⁵ :

SIGNATURE:

⁴ On 2 September 2014, the total number of shares issued by the Company amounts to 22,062,701.

⁵ Date of the Extraordinary General Meeting during which the form is handed over to the Company.