



PROXY

Shareholders who wish to be represented must comply with the practical formalities. The signed proxy must be notified to the ING Belgium Bank, Issuer Services Breda + 1 (Cours St Michel 60 - 1040 Brussels or be-lfm.coa.spa@ing.be) and must arrive on **20 April 2022** at the latest. In the case of sending via e-mail, the e-mail must be accompanied by a scanned or photographed copy of the proxy form completed with precise voting instructions and signed. All practical modalities are described in the agenda of the Ordinary General Meeting.

I, the Undersigned:

Natural person

First Name, Last Name: _____

Address: _____

OR

Legal entity

Corporate name and legal form: _____

Head office: _____

Validly represented by: _____

holder of: _____ shares of **Befimmo SA**,
Public BE-REIT (SIR/GVV) incorporated under Belgian law, with head
office at 1000 Brussels, Cantersteen 47, registered in the Register of Legal
Entities (Brussels) under number 0455.835.167,

hereby appoint as my representative¹, with faculty of replacement:

to represent me at the **Ordinary General Meeting to be held on 26 April 2022 at 10.30 AM** at the following address: Quatuor, tower C, Boulevard du Roi Albert II, 4, 1000 Brussels, to deliberate on items on the agenda and vote on my behalf according to my voting intention as stated hereafter.

¹ Pursuant to article 7:143§4 of the Code of Companies and Associations, 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.

The proxy holder 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 and the consolidated annual accounts as at 31 December 2021</p>	Does not require vote		
<p>2. Presentation of the Statutory Auditor's report on the statutory annual accounts and on the consolidated annual accounts as at 31 December 2021</p>	Does not require vote		
<p>3. Presentation of the statutory and consolidated annual accounts closed as at 31 December 2021</p>	Does not require vote		
<p>4. Approval of the statutory annual accounts closed as at 31 December 2021 and appropriation of the result as at 31 December 2021</p> <p>Taking into account the result carried forward at 31 December 2020 of €243,073,223.4, and the net result for the fiscal year 2021, the result to be appropriated amounts to €347,978,484.9.</p> <p>It is proposed:</p> <ul style="list-style-type: none"> - to approve the statutory annual accounts closed as at 31 December 2021, which contain, in accordance with the Royal Decree of 13 July 2014 on BE-REITs (SIRs/GVVs), the appropriation to the regulatory reserves; - to distribute a gross dividend of €1.84 per share as a return on capital: this dividend consists, on the one hand, of the interim dividend of €1.26 gross per existing share, distributed in December 2021 and, on the other hand, of a balance of dividend of €0.58 gross per share payable by detachment of coupon n° 43 ; - finally, to carry forward the balance again. 	YES*	NO*	ABSTENTION*
<p>5. Discharge to the Directors for the performance of their mandate during the fiscal year 2021</p> <p>Proposal to grant discharge to the Directors for the performance of their mandate for the period from 1 January 2021 to 31 December 2021.</p>	YES*	NO*	ABSTENTION*
<p>6. Discharge to the Statutory Auditor for the performance of its mandate during the fiscal year 2021</p> <p>Proposal to grant discharge to the Statutory Auditor for the performance of its mandate for the period from 1 January 2021 to 31 December 2021.</p>	YES*	NO*	ABSTENTION*
<p>7. Renewal of an Independent Director</p> <p>Proposal to renew the Directorship of Mr. Etienne Dewulf, residing at 1970 Wezembeek-Oppem, Rue du Ruisseau 10, as</p>	YES*	NO*	ABSTENTION*

<p>independent Director, for a new period of one year, expiring at the end of the Ordinary General Meeting of 2023.</p> <p>Mr. Dewulf meets the independence criteria of article 7:87 of the Code of Companies and Associations and provision 3.5 of the Belgian Corporate Governance Code 2020. This mandate will be remunerated in accordance with the remuneration for non-executive Directors set by the Ordinary General Meeting of 30 April 2013.</p>			
<p>8. Appointment of a non-executive Director</p> <p>Proposal to appoint Mr. Amand Benoît D'Hondt, residing at 1150 Woluwe-Saint-Pierre, Avenue de l'Aviation 12, as non-executive Director for a period of one year, expiring at the end of the Ordinary General Meeting of 2023. This mandate will be remunerated in accordance with the remuneration for non-executive Directors set by the Ordinary General Meeting of 30 April 2013. This appointment proposal is subject to the approval of the Financial Services and Markets Authority (FSMA).</p>	YES*	NO*	ABSTENTION*
<p>9. Appointment of a non-executive Director</p> <p>Proposal to appoint Mr. de Martel, residing at 75015 Paris (France), 52 avenue de La Motte-Picquet, as non-executive Director for a period of one year, expiring at the end of the Ordinary General Meeting of 2023. This mandate will be remunerated in accordance with the remuneration for non-executive Directors set by the Ordinary General Meeting of 30 April 2013. This appointment proposal is subject to the approval of the Financial Services and Markets Authority (FSMA).</p>	YES*	NO*	ABSTENTION*
<p>10. Remuneration report</p> <p>Proposal to approve the remuneration report for the fiscal year ended on 31 December 2021, included in the Corporate Governance Statement of the management report of the Board of Directors for the aforementioned fiscal year.</p>	YES*	NO*	ABSTENTION*
<p>11. Delegation of powers to execute the decisions taken</p> <p>Proposal to grant to a member of the Executive Committee all powers to execute the decisions taken by the Ordinary General Meeting, as well as all powers to carry out the formalities necessary for their publication, with power of substitution.</p>	YES*	NO*	ABSTENTION*
<p>12. Miscellaneous</p>	Does not require vote		

(* Please strike out what does not apply).

The proxy holder shall be entitled to:

- (1) participate in any other Shareholders' Meeting with the same agenda in the event the first Meeting cannot deliberate, regardless of the reason;
- (2) validly vote, approve or deny on behalf of the Undersigned all representations regarding the agenda, as stated above.

To the foregoing purposes, the proxy holder shall be entitled to 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 requests of (a) shareholder(s) holding at least 3% of the share capital.

() Please strike out what does not apply.*

Completed in _____, on _____ 2022.

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