



## PROXY

Shareholders who wish to be represented must comply with the practical formalities. The signed proxy must be notified to the Bank ING Belgium (Bank ING Belgium, St-Petersburg + 5 LT.11, Issuer Services, Cours St Michel 60 – 1040 Brussels or [be-lfm.coa.spa@ing.be](mailto:be-lfm.coa.spa@ing.be)) and must arrive on **21 April 2021** at the latest. In the case of sending via e-mail, the e-mail will 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 1160 Brussels, Chaussée de Wavre 1945, registered in the  
Register of Legal Entities under number 0455 835 167,

hereby appoint as my representative, in view of the health crisis and the measures imposed by the government with respect to gatherings of people, **Befimmo SA** (or any person designated by Befimmo SA, to represent it, as the case may be),

to represent me at the **Ordinary General Meeting to be held on 27 April 2021 at 10.30 AM**, to vote on my behalf on the agenda items according to my voting intention as stated hereafter.

In view of the measures imposed by the government with respect to gatherings of people in the context of the health crisis, this proxy may not be given to any other person than Befimmo (or any person designated by Befimmo).

Pursuant to Article 7:143, §4 of the Code of Companies and Associations, Befimmo or any person designated by Befimmo, acting as proxy holder of the shareholder, is in a situation of potential conflict of interest. In order to be taken into account, proxies will therefore have to contain specific voting instructions for each item on the agenda.

**In the absence of a specific voting instruction for an agenda item contained in this form, the proxy holder will not be able to participate in the 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><b>1. Presentation of the management report on the statutory annual accounts and on the consolidated annual accounts as at 31 December 2020</b></p>	Does not require vote		
<p><b>2. Presentation of the Statutory Auditor's report on the statutory annual accounts and on the consolidated annual accounts as at 31 December 2020</b></p>	Does not require vote		
<p><b>3. Presentation of the statutory and consolidated annual accounts closed as at 31 December 2020</b></p>	Does not require vote		
<p><b>4. Approval of the statutory annual accounts closed as at 31 December 2020, and appropriation of the result as at 31 December 2020</b></p> <p>Taking into account the result on 31 December 2019 of €199,751,893.78, carried forward and the net result of the 2020 fiscal year, the result to be appropriated is €302,766,544.31.</p> <p>It is proposed:</p> <ul style="list-style-type: none"> <li>- to approve the statutory annual accounts closed as at 31 December 2020 which, in accordance with the Royal Decree of 13 July 2014 on BE-REITs (SIR/GVV), contain the appropriations to the statutory reserves;</li> <li>- to distribute, as remuneration of capital, a dividend of €2.25 gross per share: this dividend is composed, on the one hand, of the interim dividend of €1.68 gross per existing share, distributed in December 2020 and, on the other hand, of a final dividend of €0.57 gross per share, payable by detachment of coupon N° 41;</li> <li>- then, to carry forward the balance again.</li> </ul>	YES*	NO*	ABSTENTION*
<p><b>5. Discharge of the Directors for the execution of their mandate during the 2020 fiscal year</b></p> <p>Proposal to discharge the Directors for the execution of their mandate for the period from 1 January 2020 to 31 December 2020.</p>	YES*	NO*	ABSTENTION*
<p><b>6. Discharge of the Statutory Auditor for the execution of his mandate during the 2020 fiscal year</b></p> <p>Proposal to discharge the Statutory Auditor for the execution of his mandate for the period from 1 January 2020 to 31 December 2020.</p>	YES*	NO*	ABSTENTION*
<p><b>7. Appointment of an Executive Director</b></p> <p>Proposal to proceed with the appointment of Mr Jean-Philip</p>	YES*	NO*	ABSTENTION*

Vroninks, domiciled at 3210 Linden, Jachthuislaan 31, as Executive Director for a term of four years, ending at the closing of the 2025 Ordinary General Meeting.			
<p><b>8. Renewal of a non-executive Directorship</b></p> <p>Proposal to renew the Directorship of Mr Alain Devos, domiciled at 8300 Knokke, Camille Lemonnierlaan 17, as non-executive Director, for a new period of two years, ending at the closing of the 2023 Ordinary General Meeting. This mandate will be remunerated in accordance with the remuneration fixed for the non-executive Directors by the Ordinary General Meeting of 30 April 2013.</p>	YES*	NO*	ABSTENTION*
<p><b>9. Renewal of an Independant Directorship</b></p> <p>Proposal to renew the Directorship of Mrs Sophie Goblet, domiciled at 1050 Bruxelles, avenue Franklin Roosevelt 108, as Independant Director, for a new period of four years, ending at the closing of the 2025 Ordinary General Meeting.</p> <p>Mrs Sophie Goblet meets the independence criteria of article 7:87 of the Code of Companies and Associations and provision 3.5 of the 2020 Belgian Code on Corporate Governance. This mandate will be remunerated in accordance with the remuneration fixed for the non-executive Directors by the Ordinary General Meeting of 30 April 2013.</p>	YES*	NO*	ABSTENTION*
<p><b>10. Renewal of an Independant Directorship</b></p> <p>Proposal to renew the Directorship of Mrs Sophie Malarme-Lecloux, domiciled at 1330 Rixensart, rue du Plagniau 16, as Independant Director, for a new period of three years, ending at the closing of the 2024 Ordinary General Meeting.</p> <p>Mrs Sophie Malarme-Lecloux meets the independence criteria of article 7:87 of the Code of Companies and Associations and provision 3.5 of the 2020 Belgian Code on Corporate Governance. This mandate will be remunerated in accordance with the remuneration fixed for the non-executive Directors by the Ordinary General Meeting of 30 April 2013.</p>	YES*	NO*	ABSTENTION*
<p><b>11. Renewal of an Independant Directorship</b></p> <p>Proposal to renew the Directorship of Mr Vincent Querton, domiciled at 1000 Bruxelles, Place Jean Jacobs 6, as Independant Director, for a new period of four years, ending at the closing of the 2025 Ordinary General Meeting.</p> <p>Mr Vincent Querton meets the independence criteria of article 7:87 of the Code of Companies and Associations and provision 3.5 of the 2020 Belgian Code on Corporate Governance. This mandate will be remunerated in accordance with the remuneration fixed for the non-executive Directors by the Ordinary General Meeting of 30 April 2013.</p>	YES*	NO*	ABSTENTION*

<b>12. Remuneration report</b>  Proposal to approve the remuneration report, relating to the fiscal year closed as at 31 December 2020, included in the Corporate Governance Statement of the management report of the Board of Directors for the above mentioned fiscal year.	YES*	NO*	ABSTENTION*
<b>13. Proposal to grant power to implement the resolutions</b>  Proposal to grant all powers to a member of the Executive Committee, 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*
<b>14. Other</b>	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.

Completed in \_\_\_\_\_, on \_\_\_\_\_ 2021.

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