



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) 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 Extraordinary 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 **Extraordinary General Meeting to be held on 27 April 2021 immediately after the Ordinary General Meeting of Befimmo SA, which is convened on the same day 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>1. Renewal of the authorisation of acquisition and pledge of own shares</p> <p>Proposal to renew, pursuant to articles 7:215 and 7:226 of the Code of Companies and Associations, the authorisation given to the Board of Directors, to acquire or pledge own shares of the Company, for a new period of five (5) years against a unitary price not inferior to 85% nor superior to 115% of the closing share price of the day prior to the date of the transaction, without BEFIMMO being entitled to hold more than ten percent (10%) of the total issued shares at any time.</p> <p>and, as a consequence, to replace article 11.2 of the articles of association by the following wording:</p> <p><i>“In accordance with the decision of the extraordinary general meeting of _____, the Board of Directors can, for a period of five years, from the publication of said decision in the Belgian Official Gazette onwards, acquire and take as pledge the company’s own shares against a unitary price not lower than 85% nor higher than 115% of the closing share price of the day prior to the date of the transaction, without the company being entitled to hold more than ten percent (10%) of the total issued shares at any time. This authorisation is also valid for the company’s direct subsidiaries.”</i></p> <p>The proposed statutory amendment has been approved by the FSMA.</p>	YES*	NO*	ABSTENTION*
<p>2. Amendments to the Articles of Association - organisational arrangements for general meetings</p> <p>2.1 Proposal to add a third sentence at the end of Article 28.3, worded as follows:</p> <p><i>“Alternatively, insofar as the convening notice of the general meeting of shareholders so provides, any shareholder may vote remotely via a website, as designated by the convening notice and in accordance with the procedures and time limits set out therein. »</i></p> <p>2.2 Proposal to add between Articles 28.3 and 28.4 a new Article 28.4 worded as follows and to renumber the Article accordingly:</p> <p><i>“To the extent provided for in the convening notice of the general shareholders' meeting, shareholders may participate remotely and in real time in the general shareholders' meeting in accordance with article 7:137 of the Code of Companies and Associations, with the electronic means of communication</i></p>	YES*	NO*	ABSTENTION*

<p><i>mentioned in the convening notice. »</i></p> <p>The proposed statutory amendments have been approved by the FSMA.</p>			
<p>3. Delegation of powers in order to complete the formalities</p> <p>Proposal to grant:</p> <ul style="list-style-type: none"> • to a member of the Executive Committee all powers in order to implement the decisions taken, with power of substitution and to carry out any formalities necessary for their publication; • to the notary public who will enact the deed, all powers in order to ensure the filing and publication of this deed as well as the coordination of the articles of association following the decisions taken, and this, both in French and Dutch. 	YES*	NO*	ABSTENTION*

(*) 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).