



PROXY EXTRAORDINARY GENERAL MEETING

(The proxy for the ordinary general meeting is written in Dutch; the English version is an unofficial translation)

This paper form, duly completed, dated and signed must reach Intervest Offices & Warehouses ("the Company") **at the latest on Thursday 18 April 2019** and can be send:

1. By ordinary letter at following address: INTERVEST OFFICES & WAREHOUSES, Uitbreidingstraat 66, 2600 Berchem, to the attention of Jacqueline Mouzon
2. By e-mail: jacqueline.mouzon@intervest.be

In case of notification by electronic post the original proxy form must be presented at the latest the day of the meeting. Proxy forms which arrive too late or do not fulfill the required procedures will be refused.

Undersigned, (the "Proxy provider"),

Legal entity:	
Corporate name and legal form:	
Registered office:	
Enterprise number:	
Validly represented by (name and function):	
Natural person:	
Last name and first name:	
Address:	

declares that the following shares of the limited liability company "**INTERVEST OFFICES & WAREHOUSES**", with registered offices at 2600 Berchem - Antwerp, Uitbreidingstraat 66, with enterprise number 0458.623.918 have been registered on the Registration Date:

..... dematerialised shares held in full ownership/bare ownership, in usufruct¹

Or

Declares to be the owner, on the Registration Date of:

..... ordinary shares held in full ownership/bare ownership, in usufruct²

¹ Delete where not applicable.

² Delete where not applicable.

Hereby gives special proxy to ("Proxy holder"):

Legal entity:	
Corporate name and legal form:	
Registered office:	
Enterprise number:	
Validly represented by (name and function):	
Natural person:	
Last name and first name:	
Address:	

to whom he/she confers all powers for the purposes of representing him/her at the ordinary general shareholders' meeting, to be held at the registered office of the company **on Wednesday 24 April 2019 at 4.30 pm** and to deliberate on the points in the agenda, for the purposes of voting on his/her/its behalf in line with his/her/its voting intention as expressed below.

Pursuant to article 547bis § 4 of the Belgian Companies Code³, proxy forms returned to Intervest Offices & Warehouses without appointing a proxy-holder are considered to appoint, as proxy-holder, Intervest Offices & Warehouses, 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.

In order to be able to attend the meeting, individuals acting in the capacity of representative must be able to prove their identity and representatives of legal entities must attach to this proxy voting form, or else provide immediately before the start of the general meeting, documents establishing their capacity as an agent or authorised representative.

³ In the event of potential conflicts of interest between the proxy and the shareholder, the proxy must disclose the precise facts relevant to the shareholder, to allow the shareholder to assess the risk that the proxy could pursue an interest other than that of the shareholder. The proxy shall only be authorised to vote on behalf of the shareholder provided that he/she/it has specific voting instructions for each topic included in the agenda. A conflict of interest exists, in particular, when the proxy: (i) is the company itself or an entity controlled by it, a shareholder which controls the company or another entity controlled by such a shareholder; (ii) is a member of the board of directors or the management bodies of company or a shareholder which controls it or a controlled entity as described in (i) above; (iii) is an employee or auditor of the company, or a shareholder which controls it or a controlled entity as described in (i) above; (iv) is related to an individual described in (i) to (iii) above or is the spouse or legal cohabitant of such a person or a relation of such a person

EXTRAORDINARY GENERAL MEETING

Please indicate for each resolution your voting instructions (for, against, abstention) in writing. The Proxy provider gives herewith instructions to the Proxy holder to vote as follows at the general on the following points of the agenda:

	Item on the agenda	Proposal for resolution	Voting instructions		
			Yes	No	Abstention
I. RENEWAL OF THE AUTHORISATION FOR AUTHORISED CAPITAL (*)					
1	Examination and deliberation of the special report of the board of directors in accordance with Article 604 of the Companies Code regarding the renewal and extension of the authorised capital	No proposal for resolution	Requires no vote		
2	Renewal of authorisation for authorised capital				
	a) In the framework of a capital increase by cash contribution with the possibility to exercise the preferential right or with the possibility to exercise an irreducible allocation right				
	i.	With a maximum amount of 100% of the amount of the share capital			
	ii.	With a maximum amount of 50% of the amount of the share capital			
	b) In the framework of the distribution of an optional dividend				
	i.	With a maximum amount of 50% of the amount of the share capital			
	ii.	With a maximum amount of 20% of the amount of the share capital			
	iii.	With a maximum amount of 10% of the amount of the share capital			
	c) In the framework of a capital increase for all forms of capital increases other than those intended in points (a) and (b) above				
	i.	With a maximum amount of 20% of the amount of the share capital			
	ii.	With a maximum amount of 10% of the amount of the share capital			
3	Amendment Article 7 of the Articles of Association	Approval amendment of the Articles of Association in line with the abovementioned proposals to amend			

II. AUTHORISATION TO ACQUIRE OWN EQUITY SHARES					
1	Authorisation to acquire own equity shares	Renewal of the authorisation of the board of directors, pursuant to Article 9 of the Articles of Association and Articles 620 et seq. of the Belgian Companies Code and without resolution by the general meeting, to proceed to acquire own equity shares as described in Article 9 of the Articles of Association in cases where this acquisition is necessary to protect the Company from serious and imminent harm, (whereby "serious and imminent harm" does not mean a public takeover bid on shares of the Company within the meaning of Article 607 of the Companies Code), effective for a period of three years from the date of the publication of this resolution in the Appendices of the Belgian Official Gazette.			

III. PROXIES AND AUTHORISATIONS					
1	Proxies and authorisations	Authorisation for the executing notary to coordinate the Articles of Association of the Company and to sign and file a copy thereof with the clerk of the Commercial Court.			

(*) Subject to approval by the Financial Services and Markets Authority (FSMA) of the agenda items, approval of which is required and which has not yet been obtained.

Statement of the shareholder

Pursuant to article 540 of the Belgian Companies Code, the undersigned hereby declares that he/she has no questions for the directors or the statutory auditor relating to any proposal of the above-mentioned agenda or their report.

On behalf of the undersigned, the Proxy holder is hereby authorised to:

- a. attend the meeting and, in necessary, vote to postpone the meeting
- b. attend all other meetings, with the same agenda, if the first meeting is postponed or delayed, or not convened regularly;
- c. participate in all deliberations and in name of the represented shareholder approve, amend or deny all proposals of the agenda;
- d. make every effort that is necessary to participate in the meeting, including but not limited to signing all resolutions, documents, minutes, etc.
- e. make every effort that is necessary or practical with respect to the foregoing in order to execute this proxy, including the designation of a substitute.

Completed at

On

Signature: