



**PROXY ORDINARY 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 20 April 2017.**

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 0.458.623.918 have been registered on the Registration Date:

..... dematerialised shares held in full ownership/bare ownership, in usufruct<sup>1</sup>

Or

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

..... ordinary shares held in full ownership/bare ownership, in usufruct<sup>2</sup>

<sup>1</sup> Delete where not applicable.

<sup>2</sup> 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 26 April 2017 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 Code<sup>3</sup>, 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.

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<sup>3</sup> 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.

## ORDINARY GENERAL MEETING

Please indicate for each resolution your voting instructions (for, against, abstain) 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	Ab-sten-tion
1	Annual report of the board of directors concerning the transactions for the financial year that ended as at 31 December 2016 (statutory annual accounts).	Approval of the annual report of the board of directors concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).			
2	Report of the statutory auditor concerning the statutory annual accounts.	Approval of the report of the auditor concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).			
3	Approval of the statutory annual accounts concerning the financial year that ended on 31 December 2016, as well as the allocation of the result.	Approval of the statutory annual accounts concerning the financial year that ended as at 31 December 2016, as well as the allocation of the result.			
4	Remuneration report as a part of the corporate governance statement as included in the annual report of the board of directors concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).	Approval of the remuneration report as a part of the corporate governance statement as included in the annual report of the board of directors concerning the financial year that ended as at 31 December 2016 (statutory annual accounts).			
5	Examination and discussion of the annual report of the board of directors concerning the consolidated annual accounts, the report of the statutory auditor concerning the consolidated annual accounts and the 2016 consolidated annual accounts.		Requires no vote		
6	Discharge of the directors and the statutory auditor.	To discharge, by separate vote, the directors and the statutory auditor of Intervest Offices & Warehouses NV who held these positions during the 2016 financial year for the transactions which took place during the 2016 financial year.			
7	Awarding of a director's remuneration (*).	Resolution to award a director's remuneration of € 20.000,00 to Johan Buijs for his mandate as non-independent director of the company in accordance with the company's remuneration policy; the mandate started as at 29 April 2015, and will end immediately after the annual general meeting that will be held in the year 2018 and at which the annual report as at 31 December 2017 will be approved.			
8	Questions from the shareholders to the directors concerning their reports or the agenda items and questions to the statutory auditor concerning his reports.		Requires no vote		

(\*). 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 agent is hereby authorised to:

- a. attend the meeting and, inf 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: