



## PROXY FORM FOR THE ORDINARY GENERAL MEETING

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To be valid, the **proxy should be completed, signed** and transmitted by written to Leasinvest Real Estate SCA **at the latest on 14 May 2020** by e-mail ([legal@leasinvest.be](mailto:legal@leasinvest.be)) or by mail (to 2000 Antwerp, Schermersstraat 42).

As the proposed proxyholder may potentially fall under article 7:143 of the Belgian Code for companies and associations (Code des Sociétés et des Associations) applicable in case of conflicts of interest, we ask you to indicate your **specific voting instructions** regarding every proposed decision. If no specific voting instructions are given, the proxyholder shall be deemed to have received the specific instructions to approve such item on the agenda.

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*The undersigned:*

naam en voornaam / .....  
(vennootschaps)naam: .....  
*name and first name /*  
*(company) name*

adres / zetel: .....  
*address / registered office:* .....

eigenaar van: ..... aandelen op naam, en/of  
*owner of:* ..... *registered shares, and/or*

eigenaar van: ..... gedematerialiseerde aandelen, van  
*owner of:* ..... *dematerialised shares, of*

vennootschapsnaam: **Leasinvest Real Estate SCA (LRE)**  
*company name:*

zetel: Route de Lennik 451, 1070 Anderlecht  
*registered office:*

ondernemingsnummer: 0436.323.915  
*registered under number:*

has taken notice of the ordinary general meeting of the company to be held:

date: **on Monday 18 May 2020 at 16.00h (4 PM)**

place: **At 2000 Antwerp, Schermersstraat 42 / registered office of the statutory manager**

and appoints the following person as proxy holder, charged with his/her/its representation at the ordinary general meeting of shareholders:

**the secretary of the meeting .**

## **VOTING INSTRUCTIONS FOR EXISTING AGENDA ITEMS**

The proxy holder will vote or abstain from voting on behalf of the undersigned shareholder in accordance with the voting instructions set out below. If no voting instructions are given in respect of any of the proposed decisions set out below or if, for whatever reason, there is insufficient clarity with regard to the voting instructions given by the shareholder, the proxy holder will always, in relation to the proposed resolution(s) concerned, vote IN FAVOUR OF the proposed resolution(s).

### **Ordinary general meeting of shareholders of 18 May 2020**

#### **AGENDA AND PROPOSED DECISIONS**

- 1. Acknowledgement of the annual report of the Manager with regard to the statutory and consolidated financial statements per 31 December 2019.**
- 2. Acknowledgement of the report of the auditor with regard to the statutory and consolidated financial statements per 31 December 2019.**
- 3. Approval of the remuneration report with regard to the financial year closed at 31 December 2019, which is a specific part of the annual report.**  
Proposed decision: The general meeting approves the remuneration report with regard to the financial year closed at 31 December 2019.

*Approved*  *Rejected*  *Abstention*

- 4. Acknowledgement of the consolidated financial statements closed at 31 December 2019.**

**5. Approval of the statutory financial statements closed at 31 December 2019 and appropriation of the result.**

Proposed decision: the general meeting approves the statutory financial statements per 31 December 2019, including the appropriation of the result, i.e. 49,826,140 € to appropriate as follows:

- 18,711,259 € to add to the reserves;
- 31,114,881 € to distribute as dividend, namely a gross dividend of 5.25 € per share and net, free of 30% withholding tax, of 3.675 € per share to the 5,926,644 shares entitled to dividends, upon presentation of coupon no 25.

*Approved*            *Rejected*            *Abstention*     

**6. Discharge to the Manager and to the permanent representative of the Manager.**

Proposed decision: the general meeting gives discharge, by separate vote, to the Manager, and to its permanent representative (Mr. Michel Van Geyte) for the exercise of their mission in the course of the financial year 2019.

*Approved*            *Rejected*            *Abstention*     

**7. Discharge to the auditor.**

Proposed decision: the general meeting gives discharge to the auditor Ernst & Young Bedrijfsrevisoren, represented by Mr Joeri Klaykens, for the exercise of his audit mission in the course of the financial year 2019.

*Approved*            *Rejected*            *Abstention*     

**8. Approval of the financial statements of the company "CARVER BV", absorbed by the Company on 31 December 2019, for the financial year closed at 31 December 2019.**

Proposed decision: the general meeting approves the financial statements of the company "CARVER BV" for the financial year closed at 31 December 2019.

*Approved*            *Rejected*            *Abstention*     

**9. Discharge to the directors of the company "CARVER BV"**

Proposed decision: the general meeting gives discharge to the directors of the company "CARVER BV" for the exercise of their mission during the financial year that closed at 31 December 2019.

*Approved*            *Rejected*            *Abstention*     

**10. Discharge to the auditor of the company "CARVER BV"**

Proposed decision: the general meeting gives discharge to the auditor of the company "CARVER BV" for the exercise of his mission during the financial year closed at 31 December 2019.

*Approved*            *Rejected*            *Abstention*

**11. Approval of the financial statements of the company “NEIF MONTOYER BV”, absorbed by the Company on 31 December 2019, for the financial year closed at 31 December 2019.**

Proposed decision: the general meeting approves the financial statements of the company “NEIF MONTOYER BV” for the financial year closed at 31 December 2019.

*Approved*  *Rejected*  *Abstention*

**12. Discharge to the directors of the company “NEIF MONTOYER BV”**

Proposed decision: the general meeting gives discharge to the directors of the company “NEIF MONTOYER BV” for the exercise of their mission during the financial year that closed at 31 December 2019.

*Approved*  *Rejected*  *Abstention*

**13. Discharge to the auditor of the company “NEIF MONTOYER BV”**

Proposed decision: the general meeting gives discharge to the auditor of the company “NEIF MONTOYER BV” for the financial year closed at 31 December 2019.

*Approved*  *Rejected*  *Abstention*

**14. Approval of the provisions that grant rights to third parties in case of change of control**

Proposed decision: approval, in accordance with article 7:151 of the Code of companies and associations and with the (old) article 556 of the Company Code, of certain clauses in the bond issued by the Company on 28 November 2019 with final due date on 28 November 2026 for an amount of € 100,000,000 for a fixed interest rate of 1,95%. These clauses determine a.o.: “If a Change of Control occurs (a Put Redemption Event, where, for the definition of Change of Control Put Exercise Period, the relevant date is the date on which the Change of Control occurs), each Bondholder will be entitled to require the Issuer to redeem all or part of the Bonds of such Bondholder on the Change of Control Put Date at the Put Redemption Amount.”

*Approved*  *Rejected*  *Abstention*

**15. Miscellaneous**

## **VOTING INSTRUCTIONS REGARDING ADDITIONAL AGENDA ITEMS AND/OR NEW/ALTERNATIVE PROPOSED DECISIONS WHICH ARE SUBSEQUENTLY ADDED TO THE AGENDA**

In case additional agenda items and/or new/alternative proposed decisions are subsequently validly added to the agenda, the company will make available to the shareholders a new proxy form which is completed by the additional agenda items and proposed decisions concerned and/or new/alternative proposed decisions, so as to enable the shareholder to give specific voting instructions in this respect to the proxy holder. Proxies previously received, shall remain valid for the items for which they were given, subject to applicable legislation and other specifications in the proxy form.

The following voting instructions will therefore only be applicable in case no new specific voting instructions are validly provided to the proxy holder after the date of this proxy.

**1. If new items are added to the agenda after the date of this proxy, the proxy holder shall (please tick one of the boxes):**

- abstain from voting on the new items and proposed decisions concerned;
- vote or abstain from voting on the new items and proposed decisions concerned as he/she/it will deem fit, taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and proposed decisions concerned.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new items and proposed decisions concerned.

**2. If new/alternative proposed decisions are filed with respect to agenda items after the date of this proxy, the proxy holder shall (please tick one of the boxes):**

- abstain from voting on the new/alternative proposed decisions and vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under “Voting instructions for existing agenda items”);
- vote or abstain from voting on the new/alternative proposed decisions as he/she/it will deem fit, taking into consideration the interests of the shareholder;

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed decisions and will be required to vote or abstain from voting on the existing proposed decisions in accordance with the instructions set out above (under “Voting instructions for existing agenda items”).

However, the proxy holder will be entitled to deviate, at the ordinary general meeting, from the voting instructions set out above (under “Voting instructions for existing agenda items”) if their implementation would be detrimental to the interests of the shareholder. If the proxy holder uses this option, the proxy holder shall notify the shareholder thereof.

In case of a conflict of interests, the proxy holder will always be required to refrain from participating in the vote on the new/alternative proposed resolutions.

## AUTHORITY OF AND INSTRUCTIONS TO THE PROXY HOLDER

The proxy holder is hereby expressly granted the authority and given the instruction to take the following actions on behalf of the undersigned

1. to participate in all following meetings that would be convened with the same agenda;
2. to participate in the discussions, to speak up, to ask questions and to exercise the right to vote;
3. to sign any minutes, attendance sheets, registers, deeds or documents concerning the above and, in general, to do all that is necessary or useful to implement this proxy.

\* \* \*

**This form must be completed, signed and received by written at the latest on 14 May 2020 by the company, by e-mail (legal@leasinvest.be) or by mail (to 2000 Antwerp, Schermerstraat 42.)**

Gedaan te: .....

*Signed in:*

Op: ..... 2020

*On:*

Handtekening

*Signature*

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Naam: .....

*Name:*

Hoedanigheid (voor vennootschappen): .....

*Function (for companies):*