



**PROXY FORM
ANNUAL GENERAL MEETING OF QRF COMM. VA**

The Company must be notified of the proxy in writing by depositing it at the Company's registered office (Leopold de Waelplaats 8/1, 2000 Antwerp) or sending it by fax to number +32 3 369 94 24.

The Company must receive the proxy form no later than 13 May 2015.

The undersigned, the Grantor

1. Legal entity:

- Company name:
- Legal form:
- Company number:
- Registered office:

.....

- Duly represented by:
- Residing at:

OR

2. Natural person:

- Surname:
- First name:
- Address:

.....

Holder of:

.....dematerialised shares

.....ordinary registered shares

in

- full ownership
- bare ownership
- usufruct

of the public Regulated Real Estate Company under Belgian law, the partnership limited by shares, "Qrf", with its registered office at Leopold de Waelplaats 8/1, Antwerp, with enterprise number 0537.979.024, hereby appoints as special proxy:

(the Representative)

To whom he/she grants all powers with the possibility of substitution to represent him/her at the General Meeting of Shareholders of the aforementioned partnership limited by shares "Qrf" which will be held at Congress Center Lamot, Van Beethovenstraat 8-10, 2800 Mechelen on Tuesday, 19 May 2015 at 2 p.m. with the agenda described here below, and to vote for his/her account according to the intention made known here below.

The representatives will have to prove their identity to be admitted to the general meeting and the representatives or special proxies of legal entities will have to present the documents proving their representational authority and no later than immediately prior to the meeting.

The undersigned herewith instructs the representative at the general meeting:

- to vote according to his own insight;
- to vote in the manner as stated here below:

Agenda point		Proposal for resolution	YES	NO	ABSTAIN
1	Acknowledgement and discussion of the financial statements and consolidated financial statements of the company as of 30th December 2014 and the reports of the statutory manager, including the declaration concerning corporate governance, regarding the financial statements and consolidated financial statements of the company as of 30th December 2014.	Since it is purely a matter of acknowledgement, no resolution needs to be adopted by the general meeting.			
2	Acknowledgement and discussion of the reports of the statutory auditor concerning the aforementioned financial statements.	Since it is purely a matter of acknowledgement, no resolution needs to be adopted by the general meeting.			

Agenda point		Proposal for resolution	YES	NO	ABSTAIN
3	Approval of the financial statements closed on 30th December 2014 and the allocation of profits.	The general meeting approves the financial statements closed on 30th December 2014. The general meeting decides to allocate the profits from the past financial year in the manner proposed by the statutory manager whereby a gross divided of €1.30 per share is paid out.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the remuneration report.	The general meeting approves the remuneration report in relation to the financial year closed on 30th December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of the statutory financial statements and allocation of the profits of the acquired company Century Center Parking NV. relating to the period between 19th June 2013 and 7th November 2014.	The general meeting approves the statutory financial statements of the acquired company Century Center Parking NV, including the allocation of profits, relating to the period between 19th June 2013 and 7th November 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Granting of discharge to the statutory manager, the permanent representative of the statutory manager and the statutory auditor.	The general meeting grants, by separate vote, discharge to the statutory manager, the permanent representative of the statutory manager and the statutory auditor regarding the duties performed by them during the financial year closed on 30th December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Agenda point		Proposal for resolution	YES	NO	ABSTAIN
7	Granting of discharge to the former directors and permanent representatives of the acquired company Century Center Parking NV in relation to the exercise of their mandate during the period between 19th June 2013 and 7th November 2014.	The general meeting grants discharge to the former directors of the acquired company Century Center Parking NV and their permanent representatives regarding their mandate during the period between 19th June 2013 and 7th November 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Questions from the shareholders to the directors concerning their reports or the agenda points and questions to the statutory auditor concerning his reports.	No vote required.			

The Grantor declares to be aware of the fact that after notification of the convocation to participate in the General Meeting one or more shareholders who together own at least 3% of the share capital of the Company, may place new items on the agenda for the meeting or new proposals for decisions with regard to matters included on the agenda or to be included therein.

No later than **4 May 2015** the Company will publish an amended agenda if it has received in a valid manner new items or proposals for decision which must be included in the agenda of the meeting. In that case the Company will provide the shareholders with a new proxy form containing these new items or proposals for decisions and the following rules shall apply:

(a) if this proxy is duly brought to the notice of the Company prior to the publication of the amended agenda of the meeting, this proxy will remain valid for those items on the agenda of the meeting which were originally stated in the convocation to attend the meeting;

(b) if the Company has published an amended agenda which contains one or more new proposals for decision for items which were originally included on the agenda, the law authorises the Representative during the meeting to deviate from any voting instructions which the Grantor originally gave, if, in the opinion of the Representative, performance of these instructions might damage the interests of the Representative. The Grantor must inform the Representative hereof;

(c) if the Company has published an amended agenda containing new items, the law requires this proxy to state whether the Representative is authorised to vote on these new items or whether he must abstain.

Taking the instructions referred to here above in point (c) into account:

the Grantor authorises the Representative to vote on the new items which have been included on the agenda for the meeting

or

the Representative instructs the Grantor to abstain from voting on the new items which have been included on the agenda for the meeting



If the Grantor has not checked either of the boxes here above or if he has checked them both, the Representative must abstain from voting on the new matters which have been included on the agenda for the meeting.

This proxy is irrevocable. The shareholders who have granted a valid proxy for the meeting can no longer vote in person or by letter.

Done at , on/...../2015

Signatures: (*)

(*) Legal entities must state the surname, first name and position of the person signing the proxy.