

Proxy

- ▶ This properly completed, dated and signed paper form must be received by WDP NV/SA at the latest on **Thursday, 23 April 2020** and can be transmitted:
 - (i) by ordinary letter at the following address: WDP NV/SA, attn. General Counsel, Blakebergen 15, 1861 Wolvertem
 - (ii) by e-mail: shareholdersmeetings@wdp.eu
- ▶ In case of communication by e-mail, the original proxy form must be handed over at the latest on the date of the general meeting. Forms arriving too late or not satisfying the required formalities will be refused.

Taking into account the current circumstances and applicable measures regarding Covid-19, we ask you to additionally mention your e-mail address and telephone number in order to be able to contact you with regard to the organization of the general meeting, if necessary.

E-mail address:

Telephone number:

Signed (the **Proxy Provider**)¹:

Natural person

Name and first name:

Domicile :

Legal entity

Corporate name and legal form :

Registered office:

Company number:

Validly represented by (name and position):

¹ Proxies returned to WDP without indicating a Proxy Holder shall be considered as being addressed to WDP, its management body, one of its employees or the secretary of the meeting. Should this generate a potential conflict of interest under article 7:143§4 of the Code of companies and associations, the relevant Proxy Holder must divulge clearly the pertinent facts to enable the shareholder to evaluate the risk that the Proxy Holder might pursue an interest other than that of the shareholder. In order to be valid, proxies must contain specific voting instructions for each topic included in the agenda. If no specific voting instructions are included for a topic included in the agenda. In the absence of specific voting instructions, the Proxy Holders, who will be considered having a conflict of interest, may not take part in the vote.

Owner of

[number] registered shares

[number] dematerialised shares

of Warehouses De Pauw NV/SA, a public regulated real estate company under Belgian law, having its registered office at 1861 Wolvertem, Blakebergen 15, registered in the Register of Legal Entities of Brussels, Dutch-language section under number 0417.199.869 (**WDP** or the **Company**).

Appoints as its special proxy (the **Proxy Holder**) :

Natural person

Name and first name:

Domicile :

Legal entity

Corporate name and legal form :

Registered office:

Company number:

Validly represented by (name and position):

To represent in his/her name at the extraordinary general meeting of WDP on **Wednesday 29 April 2020 at 9.30 a.m.**, at the Company's registered office, te Blakebergen 15, 1861 Wolvertem (Meise) (the **Extraordinary General Meeting**).

Authorities of the proxy holder

The Proxy Holder can more particularly attend to the Extraordinary General Meeting, participate in the deliberations and vote on each proposal or point that may be presented to the Extraordinary General Meeting according to this agenda. To that purpose the Proxy Holder is authorized to execute and sign any deeds, documents, minutes, attendance list, registers, confirmations, notifications and any other document, to vote or abstain from voting about all propositions of modification, omission or addition of a point of the agenda, elect domicile, subrogate and generally undertake anything which is useful or necessary for the implementation of this proxy, as necessary with the promise of ratification.

The Proxy Holder can more particularly attend to any other general meeting with the same agenda in the event that the first general meeting cannot deliberate legally or would not be held at the aforementioned date, insofar the undersigned shareholder shall have in due time completed the required formalities to participate and vote at the subsequent general meeting.

The Proxy Provider hereby undertakes to compensate the Proxy Holder for any damage he/she may incur as a result of any act pursuant to this proxy, provided that he/she has fulfilled the limits of her/his powers. Furthermore the undersigned undertakes not to claim the nullity of any decision approved by the Proxy Holder and not to claim any compensation of him/her, provided that he/she has fulfilled the limits of her/his powers.

The Proxy Holder possesses the same rights as the shareholder represented in this manner, and specifically the right to take the floor, ask questions during the Extraordinary General Meeting and exercise his right to vote at this meeting.

The Proxy Holder will vote in accordance with the voting instructions included in this proxy.

If **no voting instructions** were given:

- The Proxy Holder will vote FOR the proposed resolution,* [OR]
- The Proxy Holder will vote, according to the deliberations held, in the best interest of the shareholder.*

[*Tick the box that corresponds with the option selected. If the Proxy Provide has not ticked any box or if he has ticked both boxes, the Proxy Holder must abstain from voting on the items for which he received no voting instructions.]

The proxies which are notified to the Company before the publication of the completed agenda, remain valid for the subjects to be dealt with noted in the agenda, provided that the Proxy Holder, **for the subjects to be dealt with noted in the agenda for which new resolution proposals are submitted**, can deviate from the eventual instructions of the Proxy Provider during the meeting, if the execution of these instructions would damage the interests of the Proxy Provider. The Proxy Holder must notify the Proxy Provider of this.

Regarding **new subjects to be dealt with**, where appropriate, that would be included in the agenda, the Proxy Provider must select an option:

- The Proxy Holder is authorized to vote on the new to be handled subjects that would be included on in the agenda as he/she deems appropriate, taking into account the interests of the Proxy Provider. * [OR]
- The Proxy Holder must refrain from voting on the new to be handled subjects and the associated proposed resolutions that would be included in the agenda.*

[*Tick the box that corresponds with the option selected. If the Proxy Provider has not ticked any box or if he has ticked both boxes, the Proxy Holder must abstain from voting on the new items and the associated proposed resolutions that would be placed on the agenda of the meeting.]

VOTING INSTRUCTIONS

The Proxy Provider directs that his/her vote be cast or withheld on the following points of the agenda of the Extraordinary General Meeting, as attached in the annex to this form:

A. Mandate regarding the authorised capital			
1. Reporting	NO VOTING REQUIRED		
2. Proposal – renewal mandate of authorized capital			
I. 50% of the capital amount - capital increase in cash with the option for shareholders to exercise their preferential right or irreducible allocation right	FOR	AGAINST	ABSTAIN
II. 50% of the capital amount - capital increase within the context of payment of an optional dividend	FOR	AGAINST	ABSTAIN
III. 10% of the capital amount - (a) a capital increase in kind or (b) a capital increase by a contribution in cash without the option for shareholders to exercise their preferential right or irreducible allocation right, or (c) a capital increase in any other form	FOR	AGAINST	ABSTAIN
E. Powers			
Proposal – powers in order to ensure completion of the formalities	FOR	AGAINST	ABSTAIN

Date:	Date:
Signature:	Signature:
Name:	Name:
Position:	Position:

[signature(s), to be preceded by the words “good for proxy”]

[If the signature is signed on behalf of a legal entity, please state the first and last name and the position of the natural person(s) and provide the articles of association and other documentation in which the representative authority is shown.]

Agenda and proposed resolutions

A. MANDATE REGARDING THE AUTHORISED CAPITAL

1. Acknowledgement of the board of directors' special report drawn up in application of Article 7:199 of the Belgian Code of companies and associations with regard to the renewal of the authorised capital, in which the special circumstances are described under which the authorised capital can be used and the intended aims thereof.

Given the fact that it only concerns an acknowledgement, no proposed resolution is included.

2. Proposed resolution: the general meeting resolves to replace the existing mandate regarding the authorised capital with a new mandate to the board of directors of the Company to, within the constraints of the mandatory provisions contained in the applicable company law, increase the Company's capital on the dates and subject to the conditions it will determine, on one or more occasions, up to a maximum amount of:

- I. 50% of the capital amount, if the capital increase to be realised is a capital increase in cash with the option for shareholders to exercise their preferential right or irreducible allocation right (as meant in the RREC Legislation (as defined in Article 1 of the Articles of Association));
- II. 50% of the capital amount, if the capital increase to be realised is a capital increase within the context of payment of an optional dividend;
- III. 10% of the capital amount, if the capital increase to be realised is (a) a capital increase in kind or (b) a capital increase by a contribution in cash without the option for shareholders to exercise their preferential right or irreducible allocation right (as meant in the RREC Legislation), or (c) a capital increase in any other form;

with the understanding that the capital, within the framework of the authorised capital, shall not be increased by an amount greater than the capital as it stands on the date of the extraordinary general meeting that approves the proposed mandate, in other words that the sum of the capital increases with application of the proposed mandate included under points I, II and III will in total not exceed the capital amount as it stands on the date of the extraordinary general meeting that approves the proposed mandate;

and therefore resolves to amend Article 8 of the Articles of Association accordingly as follows:

"ARTICLE 8. AUTHORISED CAPITAL

"The board of directors is authorised, within the constraints of the mandatory provisions contained in the applicable company law, to increase the share capital on the dates and subject to the conditions that it specifies, in one or more increments, up to a maximum amount of:

- I. *[[to be completed: 50% of the amount of the capital on the date of the extraordinary general meeting that approves the mandate, rounded down to the nearest eurocent], if the capital increase to be realised is a capital increase in cash*

*with the option of the Company's shareholders to exercise their preferential right or irreducible allocation right (as referred to in the RREC Legislation);*² and

*II. [[to be completed: 50% of the amount of capital on the date of the extraordinary general meeting that approves the mandate, rounded down to the nearest eurocent], if the capital increase to be realised involves the distribution of an optional dividend;]*³ and

*III. [[to be completed: 10% of the amount of the capital on the date of the extraordinary general meeting that approves the authorisation, rounded down to the nearest eurocent], if the capital increase to be realised (a) is a capital increase in kind, or (b) a capital increase in cash without the option of the Company's shareholders to exercise their preferential right or irreducible allocation right (as referred to in the RREC Act), or (c) any other kind of capital increase]*⁴;

with the understanding that the capital will not be allowed to increase within the context of this mandate by an amount that exceeds the amount of the capital on the date of the extraordinary general meeting that approves the mandate.

This mandate is valid for a period of five years from publication of the minutes of the extraordinary general meeting that approves the mandate.

This mandate is renewable.

Capital increases can be carried out via contribution in cash, contribution in kind or conversion of reserves, including profits carried forward and issue premiums as well as all of the equity components in the Company's individual IFRS financial statements (drawn up based on the RREC Legislation) which are convertible into capital, possibly with issuance of shares or other securities (of any existing kind), in accordance with the mandatory provisions set out in the applicable company law the RREC Legislation.

Eventual issue premiums will be shown in one or more separate accounts under equity in the liabilities on the balance sheet. The board of directors is free to decide to place any issue premiums, possibly after deduction of an amount that does not exceed the cost of the increase in capital in the meaning of the applicable IFRS rules, into an unavailable account, which shall constitute the third party guarantee on the same basis as the capital and cannot under any circumstances be reduced or abolished except by a resolution of the general meeting voting as for an amendment to the Articles of Association, except in the case of the conversion into capital.

Under the conditions and within the limits set out in paragraphs one to five of this article, the board of directors can not only create or issue shares, but also subscription rights (which may be attached to another security), convertible bonds, bonds repayable in shares, or other securities (of any existing kind), while complying at all times with the mandatory provisions set out in the applicable company law and RREC Legislation.

Without prejudice to the application of mandatory provisions of the applicable company law and RREC Legislation, in this process the board of directors may limit or cancel preferential rights, even if this benefits one or more particular persons other than employees of the Company.

The board of directors has the power to amend the Company's Articles of Association in line with the capital increase(s) that was/were realised within the context of the authorised capital.

² This paragraph will only be added to the Articles of Association if the Extraordinary General Meeting approves the proposal in agenda point 2.I.

³ This paragraph will only be added to the Articles of Association if the Extraordinary General Meeting approves the proposal in agenda point 2.II.

⁴ This paragraph will only be added to the Articles of Association if the Extraordinary General Meeting approves the proposal in agenda point 2.III.

The capital amount as set out above is always the amount of the capital as it stands on the date of the extraordinary general meeting that approves the proposed mandate, rounded down to the nearest eurocent.

This proposed mandate will be given for a period of five years, to be calculated from the day the minutes of the extraordinary general meeting that approved the proposed mandate are published in the Annexes to the Belgian State Gazette. From that date the existing mandate regarding the authorised capital that was given by the extraordinary general meeting of 11 September 2019 will mature and this proposed mandate will assume its place. To be clear, if the proposed mandate is not approved, the existing mandate regarding the authorised capital will remain in force in favour of the board of directors of the Company.

The FSMA has approved the proposed amendments to the Articles of Association.

The board of directors invites shareholders to approve this proposal for resolution with the understanding that each of the points I., II. and III. will be voted on separately.

This proposal for resolution is subject to a special majority of at least three quarters of the votes.

B. POWERS

Proposal for resolution: the general meeting resolves to give the following powers:

1. to grant to any director of the Company, and to Mickaël Van den Hauwe, CFO of the Company, each acting individually and with the right of sub-delegation, the necessary powers to implement the decisions taken;
2. to the acting civil-law notary to draw up the coordinated text of the Articles of Association of the Company, to sign it and to deposit it with the clerk of the competent Business Court, pursuant to the relevant provisions of the law;
3. to any director of the Company, to Mickaël Van den Hauwe (CFO of the Company), and to Johanna Vermeeren, employee of the Company, each acting individually and with the right of sub-delegation, and to their staff, appointees and mandataries to ensure completion of the formalities with an enterprise counter with a view to register/update the data records of the Company in the Belgian Central Enterprise Databank and, where applicable, with the Administration for Value-Added Tax.

This proposal for resolution is subject to a simple majority of the votes.