

VOTING PROXY

THE UNDERSIGNED

Name : _____

Address : _____

acting on behalf of (*only to be completed if relevant*)

Name : _____

Address : _____

(the "**Principal**").

DECLARES AS FOLLOWS

1. The Principal has registered for the annual general meeting of shareholders of Geneba Properties N.V. to be held on 24 May 2017 (the "**AGM**") and, for purposes of being represented at the AGM, grants a power of attorney to each civil law notary, junior civil law notary and lawyer, working at NautaDutilh N.V. (the "**Proxyholder**").
2. The scope of this power of attorney extends to the performance of the following acts on behalf of the Principal at the AGM:
 - a. to exercise the voting rights of the Principal in accordance with paragraph 3 below; and
 - b. to exercise any other right of the Principal which the Principal would be allowed to exercise at the AGM.
3. This power of attorney shall be used by the Proxyholder to exercise the Principal's voting rights in the manner directed as set out below. If no choice is specified in respect of one or more agenda items, the Proxyholder shall vote "FOR" such agenda item(s).

| <i>Agenda items</i> | | <i>For</i> | <i>Against</i> | <i>Abstain</i> |
|---------------------|---|--------------------------|--------------------------|--------------------------|
| 2.d | Adoption of the Company's annual accounts for the financial year 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | Declaration no (additional) dividend for 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | Discharge of members of the Management Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Discharge of members of the Supervisory Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | Re-appointment of W.A. Meinel as member of the Management Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. | Appointment of R.V. Fehring as member of the Supervisory Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | |
|------------|---|--------------------------|--------------------------|--------------------------|
| 8. | Re-appointment of resignation of the following members of the Supervisory Board a. Mr. G. de Alba b. Ms. J.M. Mooiweer - Hogeslag c. Mr. J. Scharpe | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. | Designation of the Management Board as the body authorised to resolve to issue shares and to grant rights to subscribe for shares and to limit or exclude pre-emptive rights upon the issue of shares or granting of rights to subscribe for shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. | Authorization of the Management Board to acquire shares in the Company's capital | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. | Appointment of the external auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. | Approval of the Performance Pool (amendment of the remuneration policy) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

4. This power of attorney is granted with full power of substitution.
5. The relationship between the Principal and the Proxyholder under this power of attorney is governed exclusively by the laws of the Netherlands.

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