

Acceptance form for dematerialised Shares

To be completed and submitted in duplicate to the financial intermediary where these dematerialised shares are held no later than 21 February 2024 at 16:00 CET, or any later date announced in the event of an extension, or any earlier date set by the financial intermediary

ACCEPTANCE FORM FOR DEMATERIALISED SHARES ONLY

Acceptance form for the voluntary and conditional takeover offer in cash possibly followed by a Squeeze-out by European Real Estate Holdings NV (the Offeror) on all Shares not yet owned by the Offeror or its Related Persons issued by Intervest Offices & Warehouses NV

I, the undersigned:

Legal entity:

Company name:	
Address of registered office:	
Validly represented by:	(1) Name : Title : (2) Name : Title :

Natural person:

First and last name:	
Address of residence:	

Declares, after having had the opportunity to read the Prospectus, that:

- (i) I accept the conditions of the Offer as described in the Prospectus.
- (ii) I agree to transfer to the Offeror the Shares which are identified in this Acceptance Form and which I hold in full, in accordance with the terms of the Prospectus, at the Offer Price which corresponds to a payment in cash of an amount equal to EUR 21.00 reduced with the total gross dividend amount (before any applicable tax deduction) to which the Shares are entitled for the financial year 2023, provided that the relevant Payment Date on which title to the Shares will transfer to the Offeror, in accordance with the terms of the Prospectus, will fall on or after the ex-dividend date of the Shares. References in this Acceptance Form to the Bid Price shall be construed as the amount resulting from the formula set out in this paragraph.
- (iii) I transfer my Shares in accordance with the acceptance procedure described in the Prospectus; and

- (iv) I acknowledge that all warranties and obligations which I purport to have given in relation to the transfer of my Shares are included in this Acceptance Form in accordance with the Prospectus.

Shares		
Number	Type	Instructions
.....	Dematerialised shares	<p>These Shares are available on my securities account, the details of which are as follows:</p> <p><i>Name of the bank:</i>.....</p> <p><i>Securities-account n°</i>.....</p> <p>I hereby instruct the financial intermediary with whom I hold my dematerialised Shares and authorise each director of the Target and the Offeror, each acting individually and with the right of substitution, to immediately transfer these Shares from my securities account to the account of the Centralising Receiving Agent for the benefit of the Offeror.</p>

I hereby request that on the relevant Payment Date, the Offer Price for the transfer of the Shares referred to in this Acceptance Form be credited to my account:

<i>Name of the bank:</i>	
<i>IBAN:</i>	
<i>BIC/SWIFT:</i>	

I am aware that:

- (A) In order to be valid, this Acceptance Form must be deposited in duplicate, in accordance with the applicable acceptance procedure, as described in the Prospectus (section 7.8.1), with the Centralising Receiving Agent or another financial intermediary, no later than the last day of the Initial Acceptance Period (extended from time to time), i.e. 21 February 2024 at 16:00 CET, or, as the case may be, of any Subsequent Acceptance Period, or on any earlier date as may be set by the financial intermediary;
- (B) I am duly authorized to transfer my Shares and all authorisations, formalities or procedures required for this purpose have been duly and successfully obtained, accepted, completed and/or executed;
- (C) (i) if the Shares are owned by two or more persons, the Acceptance Form must be signed jointly by all of these persons; (ii) if the Shares are subject to a usufruct right, the Acceptance Form must be signed jointly by the usufructuary and the bare owner ; (iii) if the Shares are pledged, the Acceptance Form must be signed jointly by the pledgor and the pledgee, it being understood that the latter will be deemed to have unconditionally and irrevocably waived the pledge and released the pledge on the relevant Shares; (iv) if the Shares are encumbered or subject to any charge, claim, security or interest, the Shareholder and all beneficiaries of such charge, claim, security or interest must jointly execute the Acceptance Form, it being understood that such beneficiaries shall be deemed to have unconditionally and irrevocably waived any charge, claim, security or interest relating to such Shares;
- (D) acceptance of the Offer does not entail any costs for me, provided that (i) I tender my Shares directly to the Centralising Receiving Agent and (ii) my dematerialised Shares are registered in an account at the Centralising Receiving Agent;
- (E) I personally bear all costs that may be charged by a financial intermediary other than the Centralising Receiving Agent;

(F) acceptance of the Offer made during an Acceptance Period may be withdrawn during such Acceptance Period by giving written notice directly to the Centralising Receiving Agent or the financial intermediary with whom I have lodged my Acceptance Form, stating the number of Shares being withdrawn. In the event that I notify a financial intermediary other than the Centralising Receiving Agent of my withdrawal, such financial intermediary shall be obliged and responsible to inform the Centralising Receiving Agent of the withdrawal in a timely manner. This notification to the Centralising Receiving Agent must be made no later than 16:00 CET on the closing date of the Initial Acceptance Period (or of any Subsequent Acceptance Period) or, if applicable, on the date to be determined in the notification and/or the press release concerned; and

(G) the Offeror shall bear the tax on stock exchange transactions.

I acknowledge having received all the information necessary to make a fully informed decision as to whether or not to tender my Shares in the Offer. I am fully aware of the legality of the Offer and the risks associated with it, and I have made inquiries as to the taxes that I may be liable to pay in connection with the sale of my Shares to the Offeror, which taxes, if any, I will bear alone, with the exception of the tax on stock exchange transactions (if applicable) which will be borne by the Offeror.

Unless otherwise specified, terms used in this Acceptance Form have the same meaning as in the Prospectus.

Done in duplicate at (*place*): _____

On (*date*): _____

<p>The Shareholder</p> <p>(signature) (surname, first name, name of the company)</p>	<p>The Centralising Receiving Agent</p> <p>(signature) (financial intermediary)</p>
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