

VOTING PROXY AND -INSTRUCTION

Proxy for the Annual General Meeting of Shareholders of Wereldhave N.V. on Friday April 22, 2016, at 11.00 a.m. CEST at the Amsterdam Hilton Hotel, Apollolaan 138 (1077 BG) Amsterdam.

The undersigned:
(please fill in the full and legal name of the (legal) person holding the shares)

- herewith grants a proxy to:
 Any employee of Wereldhave N.V.
(please make your choice)

to be present at the abovementioned General Meeting of Shareholders on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise the voting rights that are connected to all the shares held by the undersigned according to the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution. This proxy is governed by Dutch law.

VOTING INSTRUCTION: AGENDA ITEM

	FOR	AGAINST	ABSTAIN
6a. Proposal to adopt the Annual Accounts for 2015	[.....]	[.....]	[.....]
6b. Proposal of a dividend for 2015 of € 3.01 in cash	[.....]	[.....]	[.....]
7. Proposal to discharge the members of the Board of Management	[.....]	[.....]	[.....]
8. Proposal to discharge the members of the Supervisory Board	[.....]	[.....]	[.....]
9. Proposal to appoint Mr G. van de Weerdhof as member of the Supervisory Board	[.....]	[.....]	[.....]
10. Proposal to appoint Mrs L. Geirnaerdts as member of the Supervisory Board	[.....]	[.....]	[.....]
11a. Proposal to renew the authority of the Board of Management to issue shares and/or grant rights to subscribe for shares	[.....]	[.....]	[.....]
11b. Proposal to renew the authority of the Board of Management to restrict or exclude pre-emptive rights	[.....]	[.....]	[.....]
12. Proposal to authorise the Board of Management to repurchase own shares	[.....]	[.....]	[.....]

Please complete this proxy form and voting instruction and send it timely to your bank or intermediary in connection with the deadline for registration. Your bank or intermediary must notify your presence at the meeting and state the number of shares held by you at the record date of March 25, 2016.

Signed at

Date

Signature shareholder

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