

DECLARATION OF ACCESSION

From: Metropool Vastgoed NV

To: the Bondholders (as defined in the Conditions)

Date: 20 December 2018

Dear Madam, Dear Sir,

**Matexi NV - EUR 90,000,000 4.850 % Bonds due 5 February 2021,
Subordinated Guarantee Declaration dated 3 December 2014**

We refer to the Subordinated Guarantee Declaration dated 3 December 2014 (the **Guarantee Declaration**). This is a Declaration of Accession pursuant to Clause 9.2 of the Guarantee Declaration. Terms defined in the Guarantee Declaration have the same meaning in this Declaration of Accession.

Metropool Vastgoed NV irrevocably and unconditionally agrees:

1. to be a Guarantor and to be bound by the provisions of the Guarantee Declaration and to guarantee the obligations of the Borrower with respect to the Bonds in accordance with the Guarantee Declaration subject to the limitations referred to below.
2. to be party to the Domiciliary Agency Agreement and to be bound by the Domiciliary Agency Agreement as Guarantor as if it were an original party to the Domiciliary Agency Agreement.

In accordance with subclause 9.2(e) of the Guarantee Declaration, the obligations of Metropool Vastgoed NV pursuant to the Guarantee Declaration shall be limited as follows, which shall constitute the Relevant Guarantor Defined Guarantee Limitation Amount in respect of such Acceding Guarantor. The Relevant Guarantor Defined Guarantee Limitation Amount shall be:

- in relation to Metropool Vastgoed NV: EUR 5,288,597.57.

Metropool Vastgoed NV confirms that:

1. the representations referred to in Clause 8 (*Representations, Warranties and Undertakings*) of the Guarantee Declaration are accurate with respect to it as of the date of this Declaration of Accession.
2. it is a limited liability company validly existing under the laws of Belgium and with registration number 0474.818.067.

The notice details for the Acceding Guarantor pursuant to Clause 10 of the Guarantee Declaration are as follows:

METROPOOL VASTGOED NV

Franklin Rooseveltlaan 180
8790 Waregem
finance@matexi.be

Metropool Vastgoed NV confirms the election of domicile pursuant to Clause 15 of the Guarantee Declaration.

This Declaration of Accession is made with immediate effect.

This Declaration of Accession and all non-contractual obligations resulting from or related to this Declaration of Accession are governed by, and shall be interpreted in accordance with, Belgian law. The courts of Brussels (Belgium) shall have exclusive jurisdiction to settle any dispute in connection with this Declaration of Accession, including any dispute relating to non-contractual obligations arising out or in connection with this Declaration of Accession.

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MATEXI NV



Vauban NV, managing director
Permanently represented
by Gaëtan Hannecart

METROPOOL VASTGOED NV



Gaëtan Hannecart
Permanent representative of
Vauban SA
By power-of-attorney

