

**PROXY FORM**  
(to be fully and compulsory completed)

<p>For the Annual General Meeting and the Extraordinary General Meeting of the shareholders (the "Meetings of Shareholders") of :</p> <p><b>SAINT CROIX HOLDING IMMOBILIER S.A., R.C.S. Luxembourg B 165.103</b> (the "Company")</p> <p>to be held on 10 June 2014 at 9:00 a.m. and at 10:00 a.m. at the registered office of the Company</p>	<p><b>Number of Company shares held on the Record Date (i.e. 27 May 2014):</b></p> <p>.....</p>
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<p><b>Shareholder identification:</b></p> <p>The undersigned (the "Principal"),</p> <p><b>Name:</b> .....</p> <p><b>Contact details:</b></p> <p>- <b>Address:</b> .....</p> <p>- <b>E-mail address:</b> ..... <b>Telephone number:</b> .....</p>	
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**Choose one of the 3 options and tick the corresponding box, then date and sign below:**

<input type="checkbox"/>	<p><b>1. I, as Principal, wish to attend the Meetings of Shareholders in person.</b></p>
<input type="checkbox"/>	<p><b>2. I, as Principal, will not attend the Meetings of Shareholders, and</b> I empower any member of the Board of Directors of the Company present at the Meetings of Shareholders or any representative* as such is appointed below (the "Representative") to vote in my name and on my behalf <u>as the Representative may deem fit</u> on all the resolutions submitted for all items of the agendas.</p> <p>.....</p> <p>.....</p> <p><small>*Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto are not complete, your power will be deemed given to a member of the Board of Directors of the</small></p>
<input type="checkbox"/>	<p><b>3. I, as Principal, will not attend the Meetings of shareholders and</b> I empower any member of the Board of Directors of the Company present at the Meetings of Shareholders or any representative* as such is appointed below (the "Representative") to vote in my name <u>with the following voting instructions.</u></p> <p>.....</p> <p>.....</p> <p><small>* Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto are not complete, your power will be deemed given to a member of the Board of Directors of the Company present at the Meetings of Shareholders.</small></p> <p>Please tick with an « X » the appropriate below boxes how you wish to vote on each of the relevant items of the agendas of the Meetings of Shareholders. The omission to tick any box with respect to any resolution shall allow the Representative to vote at his full discretion on the proposed resolution:</p>

- I. Annual general meeting of the shareholders of the Company :**
1. Presentation of the report of the board of directors and of the approved auditors of the Company for the financial year ended 31 December 2013;  
**NO VOTING REQUIRED**
  2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2013;  
**For**  **Against**  **Abstention**
  3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2013;  
**For**  **Against**  **Abstention**

4. Allocation of the financial results in relation to the financial year ended 31 December 2013;  
**For**  **Against**  **Abstention**
5. Discharge to the Directors and Grant Thornton Lux Audit S.A., as independent auditor for their respective duties during, and in connection with, the financial year ended on 31 December 2013;  
**For**  **Against**  **Abstention**
6. Miscellaneous  
**For**  **Against**  **Abstention**

**II. Extraordinary general meeting of the shareholders of the Company:**

1. Transfer of the registered office, the place of effective management and the central administration of the Company; from 9B, Boulevard Prince Henri L-1724 Luxembourg, Grand-Duchy of Luxembourg, to Glorieta de Cuatro Caminos 6 and 7, 4th floor, 28020, Madrid, Spain;  
**For**  **Against**  **Abstention**
2. Change of the Company's name from "Saint Croix Holding Immobilier S.A." to "Saint Croix Holding Immobilier SOCIMI, S.A";  
**For**  **Against**  **Abstention**
3. Approval of the accounting situation of the Company as at 31 May 2014;  
**For**  **Against**  **Abstention**
4. Subsequent restating of the articles of association of the Company to comply with the Spanish law and approval of the new articles of association as well as the approval of the Regulations of the General Shareholders' Meeting;  
**For**  **Against**  **Abstention**
5. Approval of the resignation of the directors and auditor presently in charge and granting of full discharge for the execution of their respective mandates;  
**For**  **Against**  **Abstention**
6. Appointment of the following new directors of the Company in Spain, for a period of six (6) years:
  - **Mr. Marco Colomer Barrigón** **For**  **Against**  **Abstention**
  - **Mr. Jose Luis Colomer Barrigón** **For**  **Against**  **Abstention**
  - **Mr. Celestino Martín Barrigón** **For**  **Against**  **Abstention**
7. Appointment of the following new auditor of the Company in Spain, for the financial year ending on 31 December 2014:
  - **Deloitte S.L.** **For**  **Against**  **Abstention**
8. Designation of the attorneys to represent the Company in Spain before any authorities whatsoever and to do whatever is deemed necessary or required in relation with any administrative, fiscal or else procedures to be performed in Spain for the realization of the contemplated transfer of the registered office, the place of effective management and the central administration of the Company;  
**For**  **Against**  **Abstention**
9. Condition precedent;  
**For**  **Against**  **Abstention**
10. Miscellaneous;  
**For**  **Against**  **Abstention**

If amendments or new resolutions were to be presented, I irrevocably give power to the Representative to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

I abstain

**Powers of the Representative:**

The Representative may represent the Principal at the Meetings of Shareholders or any other adjourned or re-convened meeting of the Meetings of shareholders convened for the purpose of resolving on the agendas of the Meetings of Shareholders, vote in the name and on behalf of the Principal on any resolution submitted to said Meetings of Shareholders or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present power of attorney.

For the purpose of the foregoing, the Representative may, in the name and on behalf of the Principal, sign and execute all minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

**ATTENDING THE MEETINGS OF SHAREHOLDERS**

**In order to attend the Meetings of Shareholders, shareholders must provide the Company with the following two items as explained in greater detail below: (i) Record Date Confirmation, and (ii) Proxy Form.**

**Record Date Confirmation:** This document shall be provided to the Company by a shareholder at the latest by midnight (00:00) on the Record Date. **The Record Date is 27 May 2014** (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the Meetings of Shareholders).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meetings of Shareholders. A template form of the Record Date Confirmation is available on the Company's website at [www.saintcroixhi.com](http://www.saintcroixhi.com).

The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by midnight (00:00) **on the Record Date, i.e. 27 May 2014**, to:

Saint Croix Holding Immobilier S.A.  
9B, boulevard Prince Henri,  
L-1724 Luxembourg  
Email: [info@saintcroixhi.com](mailto:info@saintcroixhi.com)

**Proxy form:** This Attendance and Proxy form to be duly completed and signed by shareholders wishing to attend or be represented at the Meetings of Shareholders.

Shareholders wishing to attend the Meetings of Shareholders must send the Proxy form by post or electronic means so that they are received by the Company at the latest **by midnight (00:00 noon) on 27 May 2014**, to:

Saint Croix Holding Immobilier S.A.  
9B, boulevard Prince Henri,  
L-1724 Luxembourg  
Email: [info@saintcroixhi.com](mailto:info@saintcroixhi.com)

Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation and Proxy form shall have the right to participate and vote in the Meetings of Shareholders.

By signing this Proxy Form, the Principal hereby consents that the featured data are collected, processed and used for the purpose of the Meetings of Shareholders and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the Meetings of Shareholders.

This Proxy Form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this Proxy Form.

<p><b>Executed in</b> ..... <b>on</b>....., <b>2014</b></p> <p><b>Signature</b></p> <p><b>Name:</b> .....</p> <p><b>Title / Represented by:</b> .....</p>
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