



Share Repurchase Form

Standard Mail: MVP REIT Inc. P.O. Box 219390,  
Kansas City, MO 64121-9390 Overnight Mail: 430  
W. 7<sup>th</sup> Street, Kansas City, MO 64105

For Questions, please call (877)684-6871

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### Share Repurchase Program

If you have held your shares for at least one year, our share repurchase program may provide an opportunity for you to have your shares of common stock repurchased by us, subject to certain restrictions and limitations. The purchase price for your shares repurchased under the share repurchase program will be as set forth below until we establish an estimated per share value of our common stock. From and after 18 months after completion of our offering stage, our advisor, or another firm we choose for that purpose, will establish an estimated value per share of our common stock that we will disclose in reports that we publicly file with the SEC. Prior to the date that we establish an estimated value per share of our common stock, the prices at which we will initially repurchase shares are as follows

<b>Share Purchase Anniversary</b>	<b>Repurchase Price as a <u>Percentage of Purchase Price Paid</u></b>
Before 1st anniversary	No Repurchase Allowed <sup>(1)</sup>
1st to 3rd anniversary	97.50%
After 3rd anniversary	100.00%

- (1) Unless the shares are being repurchased in connection with a stockholder's death or disability (as defined in the Code), we may not repurchase shares unless you have held the shares for one year. Repurchase requests made in connection with the death or disability of a stockholder will be repurchased at the higher of the price paid for the shares or our estimated per share value.

After we establish an estimated value per share of our common stock, we will repurchase shares at 100% of the estimated value per share, as determined by our board of directors and disclosed in the annual report publicly filed with the SEC.

We are not obligated to repurchase shares of our common stock under the share repurchase program. The number of shares to be repurchased during the calendar quarter is limited to the lesser of: (i) 2.0% of the number of shares of common stock outstanding on December 31st of the prior calendar year, and (ii) those repurchases that can be funded from the net proceeds of the sale of shares under the distribution reinvestment plan in the prior calendar year; provided, however, that the above volume limitations shall not apply to repurchases requested in connection with the death or disability of a stockholder. Because of these limitations, we cannot guarantee that we will be able to accommodate all repurchase requests. Our sponsor, our advisor, our directors and our other affiliates are prohibited from receiving a fee on the repurchase of the shares by the company.

To have your shares repurchased, you or your representative must submit a written request to our advisor. If your testamentary estate or heirs are requesting a repurchase without discount from the repurchase value, the written notice must be received within a year after your death. For all other repurchases, if you want your shares repurchased, you must submit a written request form provided by us and stating the number of shares you want repurchased. Written requests must be received by us at least 15 days prior to the end of the applicable quarter.

We will repurchase shares as of March 31, June 30, September 30, and December 31 of each year. Each stockholder whose repurchase request is approved will receive the repurchase payment



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approximately 30 days following the end of the applicable quarter, effective as of the last day of such quarter. We refer to the last day of such quarter as the repurchase date. If funds available for our share repurchase program are not sufficient to accommodate all requests, shares will be repurchased as follows: (i) first, repurchases due to the death of a stockholder, on the basis of the date of the request for repurchase; (ii) next, in the discretion of our board of directors, repurchases because of other involuntary exigent circumstances, such as bankruptcy; (iii) next, repurchases of shares held by stockholders subject to a mandatory distribution requirement under the stockholder's IRA; and (iv) finally, all other repurchase requests based upon the postmark of receipt. If your repurchase request is not honored during a repurchase period, you will be required to resubmit the request to have it considered in a subsequent repurchase period.

Effective as of December 14, 2014, we amended the share repurchase plan to provide that we will agree to satisfy all repurchase requests made in connection with the death or disability (as defined in the Code) of a stockholder in accordance with the terms of the share repurchase program within 15 days following our receipt of such repurchase request or as soon as practicable thereafter. Redemption requests other than those made in connection with the death or disability (as defined in the Code) of a stockholder will continue to be repurchased as of March 31, June 30, September 30 and December 31 of each year in accordance with the terms of the share repurchase program. Our board of directors may, in its sole discretion, terminate, suspend or amend the share repurchase program upon 30 days' written notice without stockholder approval if it determines that the funds available to fund the share repurchase program are needed for other business or operational purposes or that amendment, suspension or termination of the share repurchase program is in the best interest of our stockholders. Among other things, we may amend the plan to repurchase shares at prices different from those described above for the purpose of ensuring our dividends are not "preferential" for incomes tax purposes. See "Material Federal Income Tax Considerations—Distribution Requirements" below. Any notice of a termination, suspension or amendment of the share repurchase program will be made via a report on Form 8-K filed with the SEC at least 30 days prior to the effective date of such termination, suspension or amendment. Our board of directors may also limit the amounts available for repurchase at any time in its sole discretion. Notwithstanding the foregoing, the share repurchase program will terminate if the shares of our common stock are listed on a national securities exchange.

Our share repurchase program only provides shareholders a limited ability to have shares repurchased for cash until a secondary market develops for shares, at which time the program would terminate. No such market presently exists, and we cannot assure you that any market for your shares will ever develop.

Qualifying stockholders who desire to request redemption of their shares must have the following Share Redemption Form completed and executed by all parties who have ownership of the shares.

A medallion-stamped signature guarantee is required in order to process each transaction. If ownership is held in joint tenancy, all parties must sign. If the shares are held through a custodian, after you have signed off, please forward this form to your custodian for their authorization and signature.



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**Account Information (MUST BE CONSISTENT WITH THE ORIGINAL SUBSCRIPTION AGREEMENT)**

Please print the exact current registration in which Shares are registered. Include custodian or trust name if applicable.

Name of Investor \_\_\_\_\_

Name of Joint Owner \_\_\_\_\_

Account Number \_\_\_\_\_

Tax ID/Social Security Number \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone \_\_\_\_\_ E-mail \_\_\_\_\_

Please state number of shares you are requesting for repurchase \_\_\_\_\_

Signature of Owner \_\_\_\_\_ Signature of Co-Owner \_\_\_\_\_

Date \_\_\_\_\_ Date \_\_\_\_\_

ALL SIGNATURES MUST BE SIGNATURE GUARANTEED

**Medallion Signature Guarantee**  
REQUIRED FOR SHAREHOLDER

**Medallion Signature Guarantee**  
REQUIRED FOR SECONDARY SHAREHOLDER

**Medallion Signature Guarantee**  
REQUIRED FOR CUSTODIAN (IF APPLICABLE)

**ALL CHECKS WILL BE MAILED TO THE ADDRESS OF RECORD**