



A Public Limited Company
making or having made a public appeal on savings
Bruggesteeweg 360 - 8830 Hooglede-Gits
Register of Legal Entities Kortrijk: 0405.548.486
VAT BE 0405.548.486

PROXY¹

The undersigned:

NAME

ADDRESS

Or

COMPANY NAME

LEGAL FORM

REGISTERED SEAT

COMPANY NUMBER

REPRESENTED BY

Owner of

(*number*) shares of the Public Limited Company **DECEUNINCK**, making or having made a public appeal on savings, with registered seat at Bruggesteeweg 360, 8830 Hooglede-Gits, and with company number (Register of Legal Entities Kortrijk) 0405.548.486,

appoints as his/her special proxy,

.....

¹ This proxy is not a request to grant proxy within the meaning of and cannot be used in cases provided under Articles 548 and 549 of the Belgian Code on Companies.

to whom the shareholder grants all powers in order to:

- a. represent him/her at the Ordinary General Meeting of shareholders of Deceuninck NV to be held on **10 May 2016 at 11 a.m.** at 8830 Hooglede-Gits, Bruggesteeweg 360;
- b. participate in all deliberations concerning the below-mentioned agenda, and
- c. vote on the proposals for resolution as listed in the following agenda:
 1. Communication of the annual report of the Board of Directors including the Corporate Governance Statement and the Auditor's report on financial year ended 31 December 2015.
Communication of the consolidated annual accounts and consolidated report of financial year 2015.
 2. Discussion and approval of the annual accounts closed on 31 December 2015, profit or loss appropriation
Proposal for resolution: The General Meeting approves the annual accounts with regard to financial year 2015 as well as the appropriation of profit and sets the gross dividend per fully paid share at 0,025 euro.
 3. Discussion and approval of the remuneration report
Proposal for resolution: The General Meeting approves the remuneration report with regard to financial year ended 31 December 2015.
 4. Discharge to the members of the Board of Directors and the Auditor
Proposal for resolution: The General Meeting grants discharge, by separate vote, to the members of the Board of Directors and to the Auditor for exercising their mandate during the financial year ended 31 December 2015.
 5. Appointment Director
Proposal for resolution: On the recommendation of the Board of Directors and on advice of the Nomination and Remuneration Committee, the General Meeting appoints Beneconsult BVBA, with fixed representative Mr Francis Van Eeckhout, in permanent way as independent Director of the Company and this replacing Holve NV, with fixed representative Francis Van Eeckhout. The mandate of Beneconsult BVBA with fixed representative Mr Francis Van Eeckhout will end at the close of the Annual General Meeting 2019.
 6. Approval annual remuneration Directors
Proposal for resolution: the General Meeting fixes the total annual maximum remuneration of Non-Executive Directors at 326.500 euro.
 7. Approval of change of control provisions for the purposes of Article 556 of the Companies Code
Proposal for resolution: the general meeting of shareholders takes note of, approves and ratifies, for the purposes of Article 556 of the Companies Code, those provisions of the conditions of the Bonds contained in the Prospectus dated 8 December 2015 relating to the public offering in Belgium of EUR 100,000,000 3.75% fixed rate bonds due 8 December 2022 and of any related agreements the Company has entered into in connection thereto which grant rights to third parties that either have an influence on the assets of the Company or create a debt or obligation for the Company if the exercise of these rights is dependent on a change of the control exercised over it, including, but not limited to, Condition 6.3 of the Bonds which, in essence, grants a right to any bondholder to request Deceuninck NV to redeem all or part of its Bonds upon the occurrence of a Change of Control (Controlewijziging) (as defined in the Prospectus).

VOTING INSTRUCTIONS

The undersigned instructs the proxy holder to vote as follows on the above mentioned agenda items (indicate what is applicable):

1. Communication of the annual report of the Board of Directors including the Corporate Governance Statement and the Auditor's report on financial year ended 31 December 2015.
2. Discussion and approval of the annual accounts closed on 31 December 2015, profit or loss appropriation.

For

Against

Abstain

3. Discussion and approval of the remuneration report.

For Against Abstain

4. Discharge to the members of the Board of Directors and the Auditor

Discharge to the members of the Board of Directors:

For Against Abstain

Discharge to the Auditor:

For Against Abstain

5. Appointment Director

Appointment Beneconsult BVBA with fixed representative Francis Van Eeckhout:

For Against Abstain

6. Approval annual remuneration Directors

For Against Abstain

7. Approval of change of control provisions for the purposes of Article 556 of the Companies Code

For Against Abstain

In case of lack of instructions by the shareholder for the execution of the voting right, the proxy holder is supposed approving all the agenda items.

This proxy is valid for meetings with the same agenda that might be held later on.

The shareholder also grants all powers to the proxy holder (i) to cast all votes, (ii) to accept or reject all amendments, (iii) to sign all deeds, minutes and attendance lists, (iv) to make all declarations, including a declaration of renunciation of terms and formalities of convening, as provided under Articles 533 and 535 CoC, (v) to substitute and (vi) to generally do everything that is necessary or useful, even without being stated explicitly.

Signed on, at

(Signature must be preceded by the handwritten words "Good for proxy").

IMPORTANT NOTICES

In order to be valid, this proxy form, together with any proxy or any other authorization under which this form is signed, must be deposited at Deceuninck NV (Attn. Legal Department, Bruggesteeweg 360, 8830 Hooglede or via e-mail: generalmeeting@deceuninck.com) on Wednesday 4 May 2016 at the latest.

Shareholders who wish to be represented must conform to the admission formalities of prior registration and notification as described in the convening notice published by Deceuninck. For the calculation of the instructions with regard to quorum and majority, only the proxies that were filed by shareholders who meet the formalities determined in Article 536, §2 CoC, which are to be met in order to be authorised to attend the meeting, are taken into account.

Shareholders of a company the shares of which are allowed to be traded on a market as determined in Article 4 CoC, are only allowed to appoint one single person as proxy holder for a determined General Meeting.

Without prejudice to Article 549, paragraph two CoC, the proxy holder can cast his vote in conformity with the possible instructions received by the shareholder. The proxy holder is to keep a register of the voting instructions for at least a year, and is to confirm at the shareholder's request that he abided by the voting instructions.

The proxy forms transmitted to the Company before the publishing of a completed agenda, as may be the case, remain valid for the initial items listed on the agenda for which they are valid.

Contrary hereto, the proxy holder may deviate during the General Meeting from the possible voting instructions given by the shareholder, if any, for items listed on the agenda for which new proposals for resolution have been entered, in the event that executing the voting instructions could harm the shareholder's interests.

It is pointed out to the shareholders that in the event the shareholder appoints any of the hereafter mentioned categories of proxy holders, the provisions of section 547 bis, § 4 CoC will be applicable : (i) the company itself, an entity controlled by the company, a shareholder who controls the company or any other entity that is controlled by such shareholder; (ii) a member of the Board of Directors, of a management body of the company, of a shareholder who controls the company or any other controlling entity referred to under (i); (iii) an employee or a company auditor of the company or of the shareholder who controls the company or of any other controlling entity referred to under (i); (iv) a person who has a parental bond with a natural person mentioned under (i) to (iii) or who is the spouse of or is legally cohabiting with such person or with a family member of such person.

Article 547bis, §4 CoC determines that in any such case the proxy holder

- is to give notice of the exact facts that are of importance for the shareholder to judge whether or not the danger exists that the proxy holder pursues any interest other than the interests of the shareholder;
- can only vote on behalf of the shareholder under the condition that he has received specific voting instructions for every item on the agenda.