



A Public Limited Company
making or having made a public appeal on savings
374 Brugsesteenweg – 8800 Roeselare
VAT BE 0405.548.486 – Register of Legal Entities Kortrijk

PROXY¹

The undersigned:

NAME
ADDRESS
TOWN/CITY

Or

COMPANY NAME
LEGAL FORM
REGISTERED SEAT

Owner of(*number*) shares of Deceuninck NV with registered seat at
374 Brugsesteenweg, 8800 Roeselare.

appoints as his/her special proxy,

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in order to represent him/her at the Ordinary General Meeting of shareholders of Deceuninck NV to be held on 8 May 2012 at 11 am – as well as at any other meeting convened on a later date due to the postponement or adjournment of the aforesaid meeting, at 8830 Hooglede-Gits, 164 Bruggesteeweg 164, with the following agenda and proposals for resolution:

Agenda:

1. Communication of the annual report of the Board of Directors including the Corporate Governance Statement and the Auditor's report on the financial year ended 31 December 2011.

¹ This proxy is not a request to grant proxy within the meaning of sections 548 and 549 of the Belgian Code on Companies

2. Discussion and approval of the annual accounts closed on 31 December 2011, profit or loss appropriation.
Proposal for resolution: approval of the annual accounts for financial year 2011 and approval of the proposal not to pay any dividend.
3. Communication of the consolidated annual accounts and consolidated report of financial year 2011.
4. Discussion and approval of the remuneration report.
Proposal for resolution: Approval of the remuneration report.
5. Discharge to the members of the Board of Directors and the Auditor.
Proposal for resolution: to grant discharge, by separate vote, to the members of the Board of Directors and to the Auditor for the exercise of their mandate during the financial year 2011.
6. Resignation/Appointment Director
Proposal for resolution: As a result of the resignation of Mrs Sophie Malarme-Lecloux as Director and on the recommendation of the Board of Directors, after receiving the Nomination and Remuneration Committee's advice, appointment of Mrs Giulia Van Waeyenberge as non – independent Director of the Company for a period of 4 years, *i.e.* until the closure of the 2016 Ordinary General Meeting.
7. Approval annual remuneration Directors
Proposal for resolution: fixation of the total annual maximum remuneration of Non-Executive Directors at 400,000 euros.

For that purpose:

- to participate in any and all deliberations and vote, on behalf of the undersigned, on the proposals listed on the agenda, to change or reject the same or to abstain;
- to sign the attendance list, the minutes of the annual meeting and any and all annexes attached thereto;
- in general, to do any and all such things as may turn out to be necessary or useful for the execution of this proxy, with promise of ratification.

Signed at on 2012.

(date and signature with the handwritten mention "Good for proxy")

IMPORTANT INFORMATION

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, 164 Bruggesteeweg, 8830 Hooglede or via email: generalmeeting@deceuninck.com) on Wednesday 2 May 2012 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.

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 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 of the Belgian Code on Companies 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.