

deceuninck

A Public Limited Company
making or having made a public appeal on savings
374 Brugsesteenweg - 8800 Roeselare
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 374 Brugsesteenweg, 8800 Roeselare, 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 **13 May 2014 at 11 a.m.** at 8830 Hooglede-Gits, 164 Bruggesteeweg 164;
- 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 2013
 2. Communication of the consolidated annual accounts and consolidated report of financial year 2013.
 3. Discussion and approval of the annual accounts closed on 31 December 2013, profit or loss appropriation.
Proposal for resolution: The General Meeting approves the annual accounts with regard to financial year ended 31 December 2013 as well as the appropriation of profit and sets the gross dividend per fully paid share at 0.02 euro (0.015 euro net).
 4. 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 2013.
 5. 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 2013.
 6. Reappointment Auditor
Proposal for resolution: On the recommendation of the Audit Committee, the General Meeting decides to reappoint Ernst & Young Bedrijfsrevisoren BCVBA, represented by Jan De Luyck and Marnix Van Dooren for a period of 3 years, i.e. until the closure of the 2017 Ordinary General Meeting. The annual remuneration amounts to 215,000 euro.
 7. Reappointment Directors
Proposal for resolution: On the recommendation of the Board of Directors, the General Meeting appoints Marcel Klepfisch SARL, with fixed representative Mr Marcel Klepfisch as independent Director of the Company in the sense of article 526ter of the Code on Companies for a period of 4 years, i.e. until the closure of the 2018 Ordinary General Meeting.
On the recommendation of the Board of Directors, the General Meeting appoints Mr François Gillet as Director of the Company for a period of 4 years, i.e. until the closure of the 2018 Ordinary General Meeting.
 8. Approval annual remuneration Directors
Proposal for resolution: the General Meeting fixes the total annual maximum remuneration of Non- Executive Directors at 289,500 euro.

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 2013.
2. Communication of the consolidated annual accounts and consolidated report of financial year 2013.
3. Discussion and approval of the annual accounts closed on 31 December 2013, profit or loss appropriation.

For

Against

Abstain

4. Discussion and approval of the remuneration report.

For Against Abstain

5. 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

6. Reappointment Auditor

For Against Abstain

7. Reappointment Directors

Reappointment Marcel Klepfisch SARL

For Against Abstain

Reappointment François Gillet:

For Against Abstain

8. Approval annual remuneration Directors

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, 164 Bruggesteeweg, 8830 Hooglede or via e-mail: generalmeeting@deceuninck.com) on Wednesday 7 May 2014 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.