

**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

PROXY<sup>1</sup>

The undersigned:

NAME .....

ADDRESS .....

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,

.....

To whom the shareholder grants all powers in order to:

1. Represent him/her at the Extraordinary General Meeting of Deceuninck NV to be held on Friday 15 March 2013 at 8.30 a.m., at 8830 Hooglede-Gits, 164 Bruggesteeweg;

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<sup>1</sup> 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.

2. Participate in all deliberations concerning the following agenda:

I. Addition to the Articles of Association of the possibility to appoint a Management Committee.

1. Provision in the Articles of Association stating that the Board of Directors can devolve its powers with regard to daily and operational management, fully or partially, to a Management Committee, as described in Article 524bis CoC.

2. Addition of a new Article 16bis to the Articles of Association.

Proposed resolution: Approval of the resolution of the provision in the Articles of Association that the Board of Directors can devolve its powers with regard to daily and operational management, fully or partially, to a Management Committee, as described in Article 524bis CoC – Addition of a new Article 16bis to the Articles of Association, which reads as follows:

NEW: Article 16bis: Management Committee – Powers

In conformity with Article 524bis CoC, the Board of Directors can devolve its powers with regard to daily and operational management, fully or partially, to a Management Committee, without applying to the general policy of the Company or to actions that are reserved to the Board of Directors according to other provisions of the law.

The Board of Directors determines the powers of the Management Committee in the corporate governance charter.

When a Management Committee is appointed, the Board of Directors is to monitor this Committee.

The Management Committee consists of several persons, whether or not Directors themselves. Together they constitute a Collegial Body.

The conditions of the appointment of members of the Management Committee, their dismissal, their remuneration, the duration of their assignment and their method of working are determined by the Management Committee.

Any member of the Management Committee that, directly or indirectly, has an interest concerning the right of property, conflicting with any decision or performance within the competence of the Committee, is to inform all other members thereof before the Committee deliberates.

Furthermore, all applicable regulations of the CoC are to be respected.

II. Enactment in the Articles of Association of the way in which the Company is represented within the limitations of the powers devolved to the Management Committee.

1. Provision in the Articles of Association that, within the limitations of powers devolved to the Management Committee, the Company is lawfully represented by either the Management Committee acting as Collegial Body or by two members of the Management Committee, acting jointly.

2. Modification of the second paragraph of Article 19 of the Articles of Association.

Proposed resolution: Approval of the resolution of the provision in the Articles of Association that, within the limitations of powers devolved to the Management Committee, the Company is lawfully represented by either the Management Committee acting as Collegial Body or by two members of the Management Committee acting jointly – Following modification of the second paragraph of Article 19 of the Articles of Association:

Article 19: representation of the Company when performing actions as well as judicial representation

The Company is represented when performing actions and is judicially represented by either the Management Committee acting as Collegial Body, or by two Directors acting jointly.

When a Management Committee is appointed within the limitations of powers of the Management Committee, the Company is, in relation to third persons, as well as judicially, lawfully represented and connected by the Management Committee acting as a Collegial Body, or by two members of the Management Committee acting jointly.

Moreover, they are lawfully represented by the special representatives within the limitations of their mandate.

III. Coordination of the Articles of Association.

Assignment to the Notary public to make the coordinated text of the Articles of Association.

Proposed resolution: Approval of the proposed assignment.

**VOTING INSTRUCTIONS**

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

I. Addition to the Articles of Association of the possibility to appoint a Management Committee.

For       Against       Abstain

II. Enactment in the Articles of Association of the way in which the Company is represented within the limitations of the powers devolved to the Management Committee.

For       Against       Abstain

III. Coordination of the Articles of Association.

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.

The shareholder also grants all powers to the proxy holder to (i) participate at all other Extraordinary General Meetings with the same agenda that might be held later on, in case the first Extraordinary General Meeting was not able to lawfully deliberate or decide, (ii) to cast all votes, (iii) to accept or reject all amendments, (iv) to sign all deeds, minutes and attendance lists, (v) to make all declarations, including a declaration of renunciation of terms and formalities of convening, as provided under Articles 533 and 535 CoC, (vi) to substitute and (vii) to generally do everything that is necessary or useful, even without being stated explicitly.

Signed on ..... 2013, 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](mailto:generalmeeting@deceuninck.com)) on Saturday 9 March 2013 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 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 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.

Article 54bis §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.