



Power of attorney for the ordinary general meeting of shareholders of 10 May 2011

Undersigned (name, christian name), residing at:
..... owner of Campine shares, hereby declares
to give full attorney to (name, christian name)
....., residing at
..... who is a shareholder of Campine himself / herself, to

- represent him / her at the ordinary general meeting of shareholders of Campine NV which will be held on Tuesday 10 May 2011 at 11 o'clock in Hotel De Watermolen, Houtum 61, in 2460 Kasterlee,
- participate in all deliberations regarding the agenda mentioned hereafter,
- vote on the various items as he / she deems proper.

AGENDA

1. Presentation of the report of the Board of Directors for the financial year closed on 31 December 2010.
2. Presentation of the annual statutory, the consolidated accounts and remuneration report 2010.
3. Presentation of the Auditor's Report over the financial year closed on 31 December 2010.
4. Consideration and approval of the annual accounts of the financial year closed on 31 December 2010.
 - Proposal of the Board of Directors: The Shareholders approve the annual accounts of the financial year closed on 31 December 2010.
5. Approval of the appropriation of the result of the financial year closed on 31 December 2010.
 - Proposal of the Board of Directors: The Shareholders approve the appropriation of the result of the financial year 2010. The Shareholders decide to pay a dividend of 1.50 EUR gross (this means 1.125 EUR net) against presentation of coupon nr. 5, as of 31 May 2011.
6. Approval of the remuneration report of the financial year closed on 31 December 2010.
 - Proposal of the Board of Directors: The Shareholders approve the remuneration report of the financial year closed on 31 December 2010.
7. Discharge to the Board members for the financial year closed on 31 December 2010.
 - Proposal of the Board of Directors: The Shareholders grant discharge to the Board members for their responsibilities during the financial year closed on 31 December 2010.
8. Discharge to the Auditor for the financial year closed on 31 December 2010.
 - Proposal of the Board of Directors: The Shareholders grant discharge to the Auditor for his responsibilities during the financial year closed on 31 December 2010.
9. Statutory nominations:
Proposal to renew the mandate of the Auditor as the mandate of the Auditor of Deloitte Bedrijfsrevisoren, represented by Mr Luc Van Coppenolle will expire.
 - Proposal of the Board of Directors: The Shareholders approve the renewal of the mandate of the Auditor of Deloitte Bedrijfsrevisoren, represented by Ms. Kathleen De Brabander, for a period of 3 years. The mandate will automatically end, unless renewed after the General Assembly of 2014.
10. Any other business

Drawn up in on

Good for proxy
The owner
(signature)

for acceptance
the proxy
(signature)