

CAMPINE  
Limited liability company  
At Nijverheidsstraat 2, 2340 Beerse  
VAT BE 0403.807.337 RLE Turnhout

Proxy <sup>1</sup> as regards to the extraordinary general meeting of shareholders to be held on Thursday 23 August 2012
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Undersigned:  
(Full name of the shareholder).....

Full address of the shareholder:.....

Holder of \_\_\_\_\_ shares of the limited liability company "Campine", whose registered office is established at Nijverheidsstraat 2, 2340 Beerse, VAT BE 0403.807.337 RLE Turnhout,

Appoints as special proxy holder:

**Mister - Madame- Legal Entity**.....**(Fill in full name)**

Hereafter called the "Proxy holder".

To represent him/her/it at the extraordinary general shareholders' meeting which shall be held at Campine, Nijverheidsstraat 2, 2340 Beerse, on **Thursday 23 August 2012, at 09.00 AM (CET)**.

**1. Powers of the Proxy Holder:**

Pursuant to this proxy the Proxy Holder shall have the following powers in the name and for the account of the undersigned:

- to participate in any other meeting with the same agenda in case the first meeting cannot validly deliberate, is postponed or deferred;
- to participate in any deliberation and to vote in respect of the agenda items (as possibly amended during the meeting) and to vote as regards to any proposal, item, or question that may be submitted to the general meeting;
- to sign the attendance lists and minutes and possible annexes thereof and to execute other documents if deemed appropriate or useful.

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<sup>1</sup> The proxy is not a proxy solicitation and cannot be used for the purposes of article 549 of the Companies Code.

## **2. Agenda of the extraordinary general shareholders' meeting on Thursday 23 August 2012**

1. Appointment of Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw as independent Board member for a period of 3 years. The Board has determined that Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw complies with all criteria required by article 526ter of the Company Code and thus can be considered as an independent director in compliance with the law and the company's Corporate Governance Code.

Proposal of resolution: the Extraordinary General Meeting decides to appoint Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw as independent Board member for a period of 3 years, which will, subject to renewal, automatically end after the Annual Meeting of Shareholders of 2015. Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw complies with all criteria required by article 526ter of the Company Code and thus can be considered as an independent director in compliance with the law and the company's Corporate Governance Code.

2. Modification of article 13 of the articles of association by replacing the word "six" by "nine".

Proposal of resolution: the Extraordinary General Meeting decides to replace in article 13 of the articles of association the word "six" by "nine". The modified article 13 shall read as follows: "The company is managed by a Board consisting of at least three members and at maximum nine, each appointed for a period of maximum three years. The directors, shareholders or not, shall be appointed by the general shareholders' meeting for a maximum period of three years. The mandate of a director ends at the occasion of the annual meeting of shareholders until which he was appointed. As long as the general shareholders' meeting does not, for whatever reason, fill a vacancy, the directors of whom the mandate has expired remain in office. Resigning directors can be re-elected. The general shareholders' meeting can dismiss a director at any time."

3. Modification of article 31 of the articles of association by deleting the word "occupation".

Proposal of resolution: the Extraordinary General Meeting decides to delete in article 31 of the articles of association the word "occupation".

The modified article 9 shall read as follows: "Only the shareholders who signed before the beginning of the shareholders' meeting the attendance list mentioning their surname, name and address, or the name and registered office of the company, as well as the amount of shares held, are allowed to participate in the deliberations, the decisions and the voting."

4. Granting special powers for the coordination of the articles of association and for the execution of the resolutions adopted.

Proposal of resolution: the Extraordinary General Meeting decides to grant all powers to the public notary Marie-Ghislaine Brosens, with office in Beerse, in order to draw up, to sign and to file the coordinated version of the articles of association with the clerk's office of the competent commercial court and to fulfill all the administrative formalities in execution of the resolutions adopted. The Extraordinary General Meeting further decides to grant all powers to each director to execute the resolutions adopted.

### 3. Vote instructions:

The Proxy Holder shall in the name and for the account of the undersigned vote as follows:

1. Proposal to appoint Dever Beheer bvba as independent Board member for a period of 3 years	IN FAVOR	AGAINST	ABSTENTION
2. Modification of article 13 of the articles of association by replacing the word "six" by "nine".			
3. Modification of article 31 of the articles of association by deleting the word "occupation".			
4. Granting special powers for the coordination of the articles of association and for the execution of the resolutions adopted.			

In absence of any voting instructions, the Proxy Holders shall approve - reject - abstain from voting as regards to the resolution proposals mentioned on the agenda (*delete what is not applicable*)

Drawn up at \_\_\_\_\_ on \_\_\_\_\_

Signature of the shareholder<sup>2</sup>:

If the shareholder is not a physical person:

Name of the person who signs: .....

Function: .....

Legal Entity: .....

Who declares to be authorized to sign this proxy in the name and on behalf of the shareholder mentioned on p.1.

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<sup>2</sup> The signature should be preceded by the words "good for proxy/goed voor volmacht" (in handwriting).