



## Proxy<sup>1</sup> for the ordinary general meeting of shareholders of 14 May 2013

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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 at the ordinary general shareholders' meeting which shall be held in Hotel De Watermolen at Houtum 61, in Kasterlee, on **Tuesday 14 May 2013, at 11.00 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;
- Entitled to vote on new items put on the agenda.

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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 Company Code.

## 2. Agenda:

1. Reading of and discussion about the report of the Board of Directors, including the Corporate Governance Statement, regarding the annual accounts and consolidated annual accounts of the Company of the financial year closed on 31 December 2012.
2. Reading of and discussion about the Auditor's Report over the above mentioned accounts.
3. Consideration and approval of the annual accounts of the financial year closed on 31 December 2012.
  - a. Resolution proposal: *The Annual Meeting approves the annual accounts of the financial year closed on 31 December 2012.*
4. Approval of the appropriation of the result of the financial year closed on 31 December 2012.
  - a. Resolution proposal: *The Annual Meeting decides to appropriate the result of the financial year closed on 31 December 2012 as proposed by the Board of Directors. The Annual Meeting decides not to pay a dividend.*
5. Approval of the Remuneration Report of the financial year closed on 31 December 2012.
  - a. Resolution proposal: *The Annual Meeting approves the Remuneration Report of the financial year closed on 31 December 2012.*
6. Discharge to the Board members for the financial year closed on 31 December 2012.
  - a. Resolution proposal: *The Annual Meeting grants discharge to the Board members for the execution of their mandate during the financial year closed on 31 December 2012.*
7. Discharge to the Auditor for the financial year closed on 31 December 2012.
  - a. Resolution proposal: *The Annual Meeting grants discharge to the Auditor for the execution of her mandate during the financial year closed on 31 December 2012.*
8. Any other business

## 1. Vote instructions

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

	IN FAVOR	AGAINST	ABSTENTION
3. The Annual Meeting approves the annual accounts of the financial year closed on 31 December 2012.			
4. The Annual Meeting decides to appropriate the result of the financial year closed on 31 December 2012 as proposed by the Board of Directors. The Annual Meeting decides not to pay a dividend.			
5. The Annual Meeting approves the Remuneration Report of the financial year closed on 31 December 2012.			
6. The Annual Meeting grants discharge to the Board members for the execution of their mandate during the financial year closed on 31 December 2012.			
7. The Annual Meeting grants discharge to the Auditor for the execution of her mandate during the financial year closed on 31 December 2012.			

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).