



Proxy¹ for the ordinary general meeting of shareholders of 12 May 2015

Undersigned:
(Full name of the shareholder)

Full address of the shareholder
.....

Holder ofshares 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 the Hilton Hotel at Groenplaats 32, in Antwerp, on **Tuesday 12 May 2015, 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.

¹ 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 2014.
2. Reading of and discussion about the Auditor's Report on the above mentioned accounts.
3. Consideration and approval of the annual accounts of the financial year closed on 31 December 2014.
Resolution proposal: The Annual Meeting approves the annual accounts of the financial year closed on 31 December 2014.
4. Approval of the appropriation of the result of the financial year closed on 31 December 2014.
Resolution proposal: The Annual Meeting decides to appropriate the result of the financial year closed on 31 December 2014 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 2014.
Resolution proposal: The Annual Meeting approves the Remuneration Report of the financial year closed on 31 December 2014.
6. Discharge to the Board members for the financial year closed on 31 December 2014.
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 2014.
7. Discharge to the Auditor for the financial year closed on 31 December 2014.
Resolution proposal: The Annual Meeting grants discharge to the Auditor for the execution of her mandate during the financial year closed on 31 December 2014.
8. Statutory nominations:
 - a. The mandate of Mr. F.-W. Hempel is expiring. Proposal to renew the mandate of Mr. F.-W. Hempel for a period of 3 years.
 - *Resolution proposal: The Annual Meeting approves the renewal of the mandate of Mr. F.-W. Hempel for a period of 3 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2018. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
 - b. The mandate of Mr. H.-R. Orgs is expiring. Proposal to renew the mandate of Mr. H.-R. Orgs for a period of 3 years.
 - *Resolution proposal: The Annual Meeting approves the renewal of the mandate of Mr. H.-R. Orgs for a period of 3 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2018. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
 - c. The mandate of Mr. G. Krekel is expiring. Proposal to renew the mandate of Mr. G. Krekel for a period of 3 years.
 - *Resolution proposal: The Annual Meeting approves the renewal of the mandate of Mr. G. Krekel for a period of 3 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2018. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
 - d. The mandate of Mr. A. Hempel is expiring. Proposal to renew the mandate of Mr. A. Hempel for a period of 4 years.
 - *Resolution proposal: The Annual Meeting approves the renewal of the mandate of Mr. A. Hempel for a period of 4 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2019. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*

- e. The mandate of independent Board member DELOX BVBA, represented by its permanent representative Mr. P. De Groote, is expiring. Proposal to appoint DELOX BVBA, represented by its permanent representative Mr. P. De Groote as an ordinary, not independent, Board member for a period of 4 years.
- *Resolution proposal: The annual meeting decides to appoint DELOX BVBA, represented by its permanent representative Mr. P. De Groote, as an ordinary, not independent, Board member for a period of 4 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2019. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
- f. Appointment of ZENDICS bvba, Mussenstraat 37, 9600 Ronse, BTW 0894.851.724 represented by its permanent representative, Mr. Willem. De Vos as independent Board member for a period of 4 years. The Board has determined that ZENDICS bvba, represented by its permanent representative, Mr. Willem De Vos 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.
- *Resolution proposal: The Annual Meeting decides to appoint ZENDICS bvba, Mussenstraat 37, 9600 Ronse, BTW 0894.851.724 represented by its permanent representative, Mr. Willem. De Vos as independent Board member for a period of 4 years, which will, subject to renewal, automatically end after the Annual Meeting of Shareholders of 2019. ZENDICS bvba, represented by its permanent representative, Mr. Willem De Vos 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. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
9. Any other business

3. 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 2014.			
4. The Annual Meeting decides to appropriate the result of the financial year closed on 31 December 2014 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 2014.			
6. The Annual Meeting grants discharge to the Board members for the execution of their mandate during the financial year closed on 31 December 2014.			
7. The Annual Meeting grants discharge to the Auditor for the execution of her mandate during the financial year closed on 31 December 2014.			
8. Statutory nominations: a. The Annual Meeting approves the renewal of the mandate of Mr. F.-W. Hempel for a period of 3 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2018.			

The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			
8. Statutory nominations: b. The Annual Meeting approves the renewal of the mandate of Mr. H.-R. Orgs for a period of 3 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2018. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			
8. Statutory nominations: c. The Annual Meeting approves the renewal of the mandate of Mr. G. Krekel for a period of 3 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2018. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			
8. Statutory nominations: d. The Annual Meeting approves the renewal of the mandate of Mr. A. Hempel for a period of 4 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2019. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			
8. Statutory nominations: e. The annual meeting decides to appoint DELOX BVBA, represented by its permanent representative Mr. P. De Groote, as an ordinary, not independent, Board member for a period of 4 years. The mandate will automatically end, unless renewed after the Annual Meeting of Shareholders of 2019. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			
8. Statutory nominations: The Annual Meeting decides to appoint ZENDICS bvba, Mussenstraat 37, 9600 Ronse, BTW 0894.851.724 represented by its permanent representative, Mr. Willem. De Vos as independent Board member for a period of 4 years, which will, subject to renewal, automatically end after the Annual Meeting of Shareholders of 2019. ZENDICS bvba, represented by its permanent representative, Mr. Willem De Vos 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. The Directors' remuneration amounts to € 13.000 for 2015. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			

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 shareholder²:

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.

² The signature should be preceded by the words “good for proxy / goed voor volmacht” (in handwriting).