

**S.A. D'IETEREN N.V.**  
Rue du Mail 50 B - 1050 Brussels, Belgium  
VAT BE 0403448140 – Company Register Brussels  
[www.dieteren.com](http://www.dieteren.com)

**PROXY**

The undersigned

**First name** .....  
**Family name** .....  
**Address** .....

or

**Corporate name**.....  
**Form of corporation**.....  
**Registered office** .....  
hereby represented by

.....  
(family name, first name, title of the proxy holder) whom declares and certifies to the S.A. D'Ieteren N.V. to have the necessary power of attorney to sign this form on behalf of the shareholder

owner on the **registration date of 17 May 2012** of..... ordinary shares,  
in registered form / held with .....(name of the financial institution) (\*),  
of S.A. D'Ieteren N.V., with registered office located at 1050 Brussels, rue du Mail 50, Company Register Brussels  
0403448140 and with which he/she hereby declares to vote,

hereby grants special powers, with power to substitute, to :

.....

in order to be represented at the **Ordinary general meeting** of the company that will take place on **Thursday May 31, 2012 at 3 p.m.**, at the registered office of the company, in order to discuss the agenda herewith attached and to vote on his/her/its behalf in the way indicated hereinafter :

**VOTING INSTRUCTIONS (\*\*)**

Point 1 [This item does not require a vote]	Point 2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 4.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 4.2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	

(\*) Please delete the unnecessary    (\*\*) Please indicate your vote by ticking the appropriate box

**In the absence of clear voting instructions with respect to the proposed resolutions, the proxy holder shall vote in favour of these resolutions.**

In addition the proxy holder shall have the right to

- (i) participate to the discussion and vote, change or reject any proposition on the agenda on behalf of the .....AND
- (ii) on the basis of the above, sign all acts, resumes, attendance lists and in general, do what is necessary for this general meeting and any other general meeting with the same agenda and which would be convened again because of a report or adjournment.

The present proxy, **dully filled in and signed** by the shareholder or his representative, must be sent to **Euroclear Belgium**,

- by post, avenue de Schiphol 6, 1140 Brussels (Belgium) or
- by e-mail to the address [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) or
- by fax to the number + 322 337 54 46

on **Friday 25<sup>th</sup> May at 4:00 pm at the latest**. For proxies sent by mail or by fax, the originals should be remitted to the chairman of the general meeting at the latest at the beginning of this meeting. If this formality is not fulfilled, the company will not recognize the power of attorney of the proxy holder.

In addition, the owners of dematerialized shares must send to Euroclear Belgium, at the same addresses as above and within the same timeframe, a certificate set out by their agreed account holder or clearing institution, attesting the number of dematerialised shares held in the shareholder's name in their books at the registration date with which he/she has here above declared to vote.

If in accordance with article 533<sup>ter</sup> of the Company Code, new items and/or new proposed resolutions are added to the agenda after the date of this proxy, the proxy holder shall **(please tick the appropriate box)** :

☐ abstain from voting on the new items and/or the new proposed resolutions ;

☐ vote or abstain from voting on the new items and/or the new proposed resolutions if he/she will deem fit, taking into consideration the interests of the shareholder. In case of conflict of interest, the proxy holder will always abstain from voting on the new items of the agenda and/or the new proposed resolutions.

**This proxy is irrevocable.** It remains valid (a) for the following general meetings which would be held with the same agenda and (b) for the items on this agenda, if this agenda is completed in accordance with Article 533<sup>ter</sup> of the Company Code and published after the date at which the shareholder has sent the present form to the above mentioned address. Shareholders who vote by proxy may attend the meeting but will not be permitted to vote in person.

In order to participate to the general meeting, proxy holders will have to prove their identity and power, and the representatives of legal persons will have to provide documents proving their power of attorney or special mandates, to Euroclear Belgium, at the addresses mentioned above and within the same timeframe as required for the proxy.

The company reserves the right to refuse proxies which are not filled out properly or which are not complete.

Made in ....., on ..... 2012

Signature (to be preceded by the handwritten words "Good for proxy")

Enclosure : Agenda of the Ordinary general meeting of May 31, 2012

## ORDINARY GENERAL MEETING

- 1. Directors' and auditor's reports on the annual and consolidated accounts for the fiscal year 2011. Consolidated accounts for the fiscal year 2011.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2011.**  
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2011.
- 3. Remuneration Report 2011.**  
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2011.
- 4. Discharge to the Directors and to the statutory auditor.**  
Proposal to give discharge through separate voting
  - 4.1. to the Directors and
  - 4.2. to the statutory auditorfor carrying out their functions in 2011.