

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

VOTE BY CORRESPONDENCE

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

holder on the **record date of Thursday 16 May 2013 at midnight (Belgian time)** of..... ordinary shares in registered form/held with(name of financial institution) (*), of S.A. D'Ieteren N.V., with registered office located at 1050 Brussels, rue du Mail 50, registered with the Company Register Brussels under the number 0403448140 and with which he/she hereby declares to vote,

votes as selected below with respect to the items on the agenda of the **Ordinary General Meeting** of the company which will take place on **Thursday 30 May 2013 at 3:00 pm** at the company's registered office :

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	Point 5.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 5.2 <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, this form will be considered as null and void.

This original form of vote by correspondence, **duly filled in and signed**, must be addressed to **Euroclear Belgium, Issuer Services**

- by post, 1, Bd du Roi Albert II, 1210 (Belgium) or
 - by e-mail to the address ebe.issuer@euroclear.com or
 - by fax to the number + 322 337 54 46
- on **Friday 24 May 2013 at 4:00 pm at the latest.**

In addition, the owners of dematerialized shares should address to Euroclear Belgium, at the same addresses as above, a **certificate set out by their agreed account holder or clearing institution**, certifying the number of dematerialised shares held in the shareholder's name in its books at the record date with which he/she has here above declared to vote.

This vote by correspondence 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 533ter 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 correspondence may attend the meeting but will not be permitted to vote in person or by proxy.

Done in, on 2013

Signature

Enclosure : Agenda of the Ordinary General Meeting of May 30, 2013

ORDINARY GENERAL MEETING

- 1. Directors' and auditor's reports on the annual and consolidated accounts for the fiscal year 2012. Communication of the consolidated accounts for the fiscal year 2012.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2012.**
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2012.
- 3. Remuneration Report 2012.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2012.
- 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 2012.
- 5. Renewal of a Directorship and of an independent Directorship.**
 - 5.1. Proposal to renew the independent Directorship of Mrs Christine BLONDEL, in the meaning of article 526ter of the Company Code and of the Company's Charter of Corporate Governance, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2017.
 - 5.2. Proposal to renew the Directorship of Mr Alain PHILIPPSON for a period of 2 years expiring at the end of the Ordinary General Meeting of 2015.