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ARSEUS

Company limited by shares, having made a public appeal on savings
Textielstraat 24, 8790 Waregem, Belgium
VAT BE 0890.535.026 RLE Kortrijk

PROXY

The shareholders who wish to be represented at the extraordinary general meeting of the Company with the below agenda, should make use of this proxy form. Any other proxy types will not be accepted.

This proxy must be submitted to the Company's statutory office at Textielstraat 24, 8790 Waregem, Belgium, for the attention of the board of directors, at the latest by 30 May 2012 at midnight.

For your information, please allow us to point out that you are also expected to comply with the registration formalities as set out in the convocation.

The undersigned,
[* name, address]

Hereafter referred to as 'the proxy grantor'.

Owner of [*number] of registered shares / dematerialised shares [please strike through what is not applicable] in Arseus NV

Herewith grants a special authority, with power of substitution to:
[* name, address]

Hereafter referred to as 'the proxy holder'.

To whom he/she grants all powers to represent him/her at the extraordinary general meeting of Arseus NV scheduled on Tuesday 5 June 2012 at 3 p.m. at Textielstraat 24, 8790 Waregem in Belgium, with the following agenda.

Agenda of the extraordinary general meeting

I. Renewal of the authorised capital - Amendment of Article 5bis of the Articles of Association.

1. Review and discussion of the board of directors' special report in accordance with article 604, paragraph 2 of the Belgian Companies Code regarding the renewal of authorisation of the board

of directors to increase the share capital (the authorised share capital).

Comment to the agenda item: The board of directors requests the general meeting to review the board of directors' special report in accordance with article 604, paragraph 2 of the Belgian Companies Code regarding the renewal of authorisation of the board of directors to increase the share capital (the authorised capital). This report is available on the website (www.arseus.com) as from today.

2. Renewal of the authorisation of the board of directors to, by a majority of at least three quarters (3/4) of the votes and within the limits of the existing authorisation as set out in Article 5bis of the Articles of Association, increase the capital and amendment of Article 5bis of the Articles of Association.

Motion to vote: Renewal of the authorisation of the board of directors to, by a majority of at least three quarters (3/4) of the votes and within the limits of the existing authorisation as set out in Article 5bis of the Articles of Association, increase the share capital in one or more rounds by a maximum amount of € 320,023,050.35, such within a period of five years from the date of the publication of such decision in the Appendices of the Belgian Official Gazette, and amendment of Article 5bis of the Articles of Association, as follows:

- Replacing the first sentence by: "By resolution of the extraordinary general meeting of [either 14 May 2012 or 5 June 2012], an authorisation was granted to the board of directors to increase the capital in one or more rounds, by the means and at the conditions to be determined by the board, by a maximum amount of three hundred and twenty million, twenty three thousand and fifty Euros and thirty five cents ((€ 320,023,050.35), such by a majority of at least three quarters (3/4) of the votes and within a period of five years from the date of the publication of such decision in the Appendices of the Belgian Official Gazette."*
- Deletion of "de Commissie voor het Bank-, Financie-, en Assurantiewezen ("CBFA" - 'Committee for the Banking, Finance and Insurance Sector') and replacement by "the Financial Services and Markets Authority (FSMA)".*

For Against Abstain

II Amendment of Article 26 of the Articles of Association regarding remuneration.

1. Amendment of Article 26 of the Articles of Association in order to include a derogation of article 520ter of the Belgian Companies Code.

Motion to vote: Amendment of Article 26 of the Articles of Association in order to include a derogation of article 520ter of the Belgian Companies Code and amendment of Article 26 of the Articles of Association as follows:

- addition of a third paragraph: "The Company may derogate from the provisions of article 520ter, first and second paragraph of the Belgian Companies Code with respect to all and any persons who fall within the application scope of these provisions."*

For Against Abstain

III. Amendment of the Articles of Association in order to align these with the Belgian Companies Code as amended by the Act of 20 December 2010 regarding the exercise of certain rights of shareholders in listed companies.

1. Amendment of Article 31 of the Articles of Association.

Motion to vote: Replacement of Article 31 of the Articles of Association by:

“Article 31: Convocations

The general meetings are convened by the board of directors or the statutory auditor/auditors (or, as the case may be, the liquidator(s)).

General meetings are convened in the form and within the time limits as set out in the Belgian Companies Code and the convocations must at least contain the information as set out in article 533bis of the Belgian Companies Code.”

For Against Abstain

2. Amendment of Article 32 of the Articles of Association.

Motion to vote: Replacement of Article 32 of the Articles of Association by:

“Article 32: Admission

The right to attend a general meeting and to exercise the voting right shall be granted solely based on the administrative registration of the shares in the shareholder's name on the fourteenth day before the general meeting at midnight, Belgian time, either through the shareholder's registration in the Company's shares register, or by their registration in the accounts of a certified account holder or intermediary, irrespective of the number of shares that the shareholder is holding on the actual date of the general meeting. The date and hour as afore-mentioned form the registration date.

The shareholder shall report his/her intention to attend the general meeting at the latest by the sixth day before the date of the meeting to the Company or to the relevant person appointed by the Company.

The certified account holder or intermediary shall provide the shareholder with a certificate proving with how many dematerialised shares that were registered in its accounts in the shareholder's name as at the registration date the shareholder has indicated to participate at the general meeting.

A register designated by the board of directors will serve to record for each shareholder who expressed a wish to attend the general meeting the name and address or statutory office, the number of shares in his/her possession as at the registration date and with which he/she indicated to participate at the general meeting, and a description of the documents showing that he/she held the relevant shares as at the registration date.

Holders of bonds, warrants or certificates issued in cooperation with the Company are permitted to attend the general meeting with an advisory vote, on the condition of compliance with the admission conditions applicable to shareholders.”

For Against Abstain

3. Amendment of Article 33 of the Articles of Association.

Motion to vote: Replacement of Article 33 of the Articles of Association by:

“Article 33: Representation

Any shareholder with a right to vote may be represented by a natural person or legal entity at the general meeting in accordance with the applicable provisions in the Belgian

Companies Code. In the convocation, the board of directors defines the procedure for voting by proxy and the proxy form to be used when granting the proxy, such within the limits as set out in the Belgian Companies Code. The Company must receive the proxies at the latest by the sixth day before the date of the general meeting in accordance with the procedure determined by the board of directors. The calculation of the rules regarding quorum and majority shall be based solely on the proxies of the shareholders that comply with the admission formalities such as set out above in these Articles of Association.”

For Against Abstain

4. Amendment of Article 34 of the Articles of Association.

Motion to vote: Replacement of the second and third full sentences of Article 34 of the Articles of Association by the following text:

“The directors shall answer the questions asked during the meeting or in writing regarding their report, or regarding the agenda items, such insofar sharing the information or facts is not potentially detrimental to the Company’s business interests or to the confidentiality that the Company, its directors or statutory auditor(s) have committed to. The statutory auditor(s) shall answer the questions asked during the meeting or in writing regarding his/ their report.

If there are various questions regarding the same subject, the directors and the auditor(s) may answer these in a single response.

As soon as the convocation has been published, the shareholders may ask the questions referred to in the first paragraph in writing, which shall be answered by, as the case may be, the directors or the statutory auditor(s), insofar the relevant shareholders complied with the formalities to be completed before being allowed access to the meeting. The questions may be submitted to the Company’s electronic address as stated in the convocation of the general meeting. The Company must have received the questions in writing at the latest on the sixth day before the meeting.”

For Against Abstain

5. Amendment of Article 35 of the Articles of Association.

Motion to vote: Replacement in Article 35 of the Articles of Association of the words “three weeks” by the words “five weeks”.

For Against Abstain

6. Amendment of Article 39 of the Articles of Association.

Motion to vote: Addition of a third paragraph with the following text: “For each decision, the number of shares on which valid votes have been issued, the percentage in the authorised capital of these shares, the total number of valid votes issued, the total number of votes for and against each decision and the number of abstained votes, if any, will be reported. This information will be published on the Company website within fifteen days of the general meeting.”

For Against Abstain

IV. Coordination of the Articles of Association

Motion to vote: Approval of the coordinated text of the Articles of Association.

For Against Abstain

If you do not include any instructions, you are deemed to vote in favour of the proposed decisions.

Prepared in *[place] on *[date]

(‘Valid proxy’ plus signature)