

GREENYARD
public limited liability company
Strijbroek 10
2860 Sint-Katelijne-Waver
RLP Antwerp, Mechelen division
VAT BE 0402.777.157

PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 15, 2017¹

The undersigned²:

.....
.....
.....

- hereinafter referred to as the “**principal**” -,

holder of

..... registered shares,
..... dematerialized shares³

in Greenyard NV, having its registered office at Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium), and entered in the register of legal persons in Antwerp, Mechelen division, under company number 0402.777.157,

hereby appoints as his/her/its special proxy⁴:

.....
.....
.....

- hereinafter referred to as the “**proxy**” -,

¹ This proxy is not a proxy request and may not be used in the cases provided for in sections 548 and 549 of the Belgian Companies’ Code.

² TO BE COMPLETED:

- for private individuals: surname, first name and full address;
- for legal persons: name, legal form, registered office and company number, plus the name and position of the private individual(s) validly signing the proxy on behalf of the legal person.

³ TO BE COMPLETED.

⁴ TO BE COMPLETED: surname, first name and complete address.

to whom the principal grants all powers to

- (a) represent him/her/it at the **extraordinary general meeting of Greenyard NV**, to be held before the notary public Stéphane Van Roosbroeck on Friday, September 15, 2017 at 1.30 p.m. (CET), at the company's registered office, located at Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium),
- (b) take part on his/her/its behalf in all deliberations concerning the agenda items listed in the agenda and
- (c) vote in the manner indicated below on the agenda items listed in the agenda⁵:

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

First agenda item: renewal of the authorization of the board of directors with regard to the acquisition, disposal and cancellation of own shares.

Resolution proposal: the extraordinary general meeting resolves to renew the authorization of the board of directors to acquire, dispose of and cancel own shares, and therefore to replace the text of article 12 of the articles of association of the company with the following text:

"Article 12: Acquisition, disposal and cancellation of own shares

The board of directors is explicitly authorized to acquire, during a five-year period counting from the date of the extraordinary general shareholders' meeting of September 15, 2017, and within the limits of the law, whether on or outside of the stock exchange, directly or indirectly, by way of purchase or exchange, contribution or any other way of acquisition, the maximum number of company's shares permitted by law, without requiring general meeting's approval or resolution, for a price or an exchange value per share inferior or equal to the highest current independent bid price of the share on Euronext Brussels on the date of the acquisition, and minimum € one (1) per share. The authorization granted extends to any acquisitions (by way of purchase or exchange, contribution or any other way of acquisition) of the company's shares, directly or indirectly, by the direct subsidiaries of the company as defined in section 627 of the Belgian Companies' Code. The company and its direct subsidiaries are also explicitly authorized to dispose of the shares acquired by the company on or outside of the stock exchange by way of sale, exchange, conversion of bonds or any other way of transfer (whether or not for valuable consideration), to offer these shares to the personnel, or, on the other hand, to dispose of or cancel these shares, without requiring general meeting's approval or resolution and without limitation in time. In case of cancellation of the shares thus acquired by the company, the corresponding amendments to the articles of association will be enacted before notary public at request of two directors of the company."

For	
Against	
Abstention	

⁵ In each case, please indicate how the proxy is to vote by ticking the appropriate box after the agenda item and resolution proposal.

Second agenda item: renewal of the authorization of the board of directors with regard to the acquisition and disposal of own shares in the event of an imminent serious disadvantage.

Resolution proposal: the extraordinary general meeting resolves to renew the authorization of the board of directors to acquire and dispose of own shares to prevent an imminent serious disadvantage, and therefore to add in new article 12 of the articles of association of the company, a new second paragraph, worded as follows:

“In addition, the board of directors is explicitly authorized, during a three-year period counting from the publication of the authorization in the annexes of the Belgian Official Gazette, whether on or outside of the stock exchange, directly or indirectly, to acquire (by way of purchase or exchange, contribution or any other way of acquisition) or to dispose of (by way of sale, exchange, contribution, conversion of bonds or any other way of transfer (whether or not for valuable consideration)) own shares, if such acquisition or disposal is necessary to prevent an imminent serious disadvantage to the company. The authorization granted to the board of directors also applies to the acquisition or disposal of the company’s shares by direct subsidiaries of the company as defined in section 627 of the Belgian Companies’ Code.”.

For	
Against	
Abstention	

Third agenda item: amendment and co-ordination of the articles of association - publication formalities.

Resolution proposal: the extraordinary general meeting resolves to amend the articles of association of the company to align these articles of association with the approved resolutions and instructs the notary public to co-ordinate, deposit and publish the articles of association following these amendments to the articles of association.

For	
Against	
Abstention	

POWERS OF THE PROXY

The aforementioned proxy may, on the basis of this proxy, vote on behalf of the undersigned principal or abstain from voting on all proposals for resolution regarding the agenda items at the extraordinary general meeting, as the case may be in accordance with the above voting instructions.

In addition, the principal grants the proxy all powers (i) to take part in all other general meetings that might subsequently be held with the same agenda in the event that the first general meeting cannot

validly deliberate and resolve, (ii) to cast all votes, (iii) to agree to or reject all amendments, (iv) to sign all deeds, minutes and attendance lists, (v) to make all declarations, including a declaration of dispensation with the deadlines and formalities for calling the meeting as provided for in sections 533 and 535 of the Belgian Companies' Code, (vi) to substitute another in his/her place and (vii) in general, to do all that is necessary or useful, even if not expressly provided for.

The undersigned principal undertakes to hold the proxy harmless for any loss that he/she might incur as a result of any act engaged in execution of this proxy, providing always that he/she shall have adhered to the limits of his/her authority. The undersigned principal furthermore undertakes to not demand the nullity of any resolution voted in favour of by the proxy and not to claim any compensation from him/her, providing always that said proxy shall have adhered to the limits of his/her authority.

IMPORTANT NOTICES

Appointment of a proxy (whether a shareholder or otherwise) by a shareholder is effected by means of this form of proxy, which must be signed by the shareholder. A shareholder wishing to be represented must comply with the participation formalities of prior registration and confirmation of participation as set forth in the notice calling the ordinary and extraordinary general meeting. For any given general meeting, the shareholder may appoint only one person as a proxy, unless exceptions are provided in the Belgian Companies' Code.

To be valid, the company must be given notice of the proxy by ordinary post (Greenyard NV, for the attention of Ms Fran Ooms, legal counsel, Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium)) or e-mail (fran.ooms@greenyard.group) **no later than Friday, September 8, 2017.**

Without prejudice to the possibility in accordance with section 549, second paragraph, of the Belgian Companies' Code of deviating from (any) voting instructions in certain circumstances, the proxy shall cast his/her vote in accordance with the voting instructions of the shareholder that appointed him/her. The proxy must keep a register of the voting instructions for at least one year and confirm, on the shareholder's request that he/she abided by the voting instructions.

As stated in the notice calling the ordinary and extraordinary general meeting (and according to the procedures set down therein), one or more shareholders that alone or collectively own three per cent (3%) of the company's share capital may make use of their right according to section 533ter of the Belgian Companies' Code to have one or more items placed on the agenda and to lodge resolution proposals with regard to items included or to be included on the agenda.

As the case may be, the company will make the forms that can be used for voting by proxy available to its shareholders no later than Thursday, August 31, 2017, on its website (www.greenyard.group, under Investor Relations, Corporate Governance, General Shareholders' Meetings), supplemented with the additional items and the relevant resolution proposals that might be placed on the agenda and/or with just any resolution proposals that might be formulated.

In that case, the following rules will apply:

- (a) If this proxy has been validly notified to the company prior to publication of the supplemented agenda for the extraordinary general meeting (i.e. no later than Thursday, August 31, 2017), this proxy shall remain valid for the items on the agenda for which it was given;
- (b) If the company has published a supplemented agenda containing one or more new resolution proposals for items that were originally contained on the agenda, the proxy may deviate from

any instructions that the principal might have issued if implementation of those instructions could harm the principal's interests. In such event, the proxy must inform the principal of this fact;

- (c) If the company has published a supplemented agenda containing one or more new items, the proxy must state whether the proxy is empowered to vote on those new items or whether he/she requires to abstain. In the light of the foregoing, the proxy must, as the case may be⁶:
- refrain from voting on the new items and the relevant resolution proposals that might be included on the agenda for the extraordinary general meeting;
 - vote on the new items and the relevant resolution proposals that might be included on the agenda for the extraordinary general meeting as he/she sees fit, taking account of the principal's interests.

If the principal has not ticked any of these boxes or if the principal has ticked both of them, the proxy must refrain from voting on the new items and the relevant resolution proposals that might be included on the agenda for the extraordinary general meeting.

Issued and signed aton

Signature of the shareholder/principal

.....

(name of shareholder/principal)

Additionally for shareholders that are legal persons:

.....

(name and position of the person(s) validly signing on behalf of the shareholder/principal)

(signature(s) must be preceded by the words "valid as proxy" written in the signatory's own hand)

⁶ TICK AS APPROPRIATE.