

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

holder of shares 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

grants special powers to :

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in order to be represented at the **extraordinary general meeting** that will take place on **Thursday May 28, 2009 from 3 p.m. onwards**, 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 (*)

(*) Please indicate your vote by marking the appropriate box

Item 1.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 1.2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Item 2.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 2.2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Item 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 4 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain

If you provide no voting instruction with respect to a proposed resolution,

- (i) the proxy holder will vote in favour of the proposed resolution
- (ii) if the principal has crossed out the indication under (i) above, the proxy holder will vote in the best of interest of the principal, on the basis of their earlier discussions.

In addition, the proxy holder will notably be entitled to:

- (i) participate in all discussions and vote, amend or reject any proposed resolution of the agenda for the account of the principal AND
- (ii) with respect to the above, execute all deeds, minutes, attendance list and, in general, do anything required for this general meeting or any other general meeting held again in the event that the first meeting has been recalled or adjourned with the same agenda.

Pursuant to Article 26 of the Articles of Association, the proxy must be delivered to the company or to the offices of Banque Degroof by May 22, 2009 at the latest. The proxy may also be send by fax to the number + 32 2 536 91 39 within the same time frame, provided that the executed original of such proxy be handed over to the chairman of the ordinary general meeting by the beginning of such meeting at the latest. Failure to comply with these requirements will result in the company not acknowledging the powers of the proxy holder.

In order to attend the meeting, proxy holders will have to prove their identity and powers, and representatives of corporations will have to deliver the documents proving their capacity as corporate representatives or special proxy holders, by the beginning of the meeting at the latest.

Done in, on 2009

Signature (to be preceded with the hand-written words "Good for proxy")

Enclosure: Agenda of the extraordinary general meeting of May 28, 2009

EXTRAORDINARY GENERAL MEETING OF MAY 28, 2009

1. Authorisations regarding the purchase and sale of own shares

- 1.1. Proposal to authorise the Board of Directors to purchase on the stock exchange, according to the provisions of the Company Code, for a period expiring at the date of the Ordinary General Meeting of 2014, a maximum of ten percent of the number of shares issued by the company (i.e. maximum 553,026 shares), for a price per share of minimum one euro and maximum ten percent above the average quotation of the last ten days.
- 1.2. Proposal to authorise the subsidiaries of the Company to purchase and sell shares of the S.A. D'Ieteren N.V., according to the articles 627, 628 en 632 of the Company Code, for the period and within the requirements mentioned in 1.1.

2. Renewal of the authorised capital. Communication of the special report of the Board of Directors. Amendment of the Articles.

- 2.1. Communication of the special report of the Board of Directors of March 5, 2009, according to article 604 of the Company Code, to the General Meeting explaining the motives justifying the renewal of the authorised capital, including the circumstances in which the Board can make use of it and which objectives it pursues.
- 2.2. Proposal to grant the Board of Directors a new authorisation for a period of five years to increase the capital with a maximum amount of SIXTY MILLION EUROS (60.000.000 EUR) and to replace as follows the text of the two first paragraphs of article 9bis of the articles :

"At the dates and conditions fixed by the Board of Directors, the latter is authorised to increase the subscribed capital in one or more times with a maximum amount of SIXTY MILLION EUROS (60.000.000 EUR).

This authorisation is valid for a period of five years as of the publication in the Belgian Official Gazette of the amendment of the Articles decided by the Extraordinary General Meeting of May 28, 2009. "

3. Proxy to the Board of Directors for the execution of the above mentioned resolutions

Proposal to grant the Board of Directors all necessary powers to execute the above mentioned resolutions and in particular to coordinate the articles of association.

4. Proxy for the co-ordination of the articles of association

Proposal to grant a co-worker of the company "Berquin Notaires" all powers to draft the coordinated text of the Articles of Association, sign and file it at the clerk's office at the competent Commercial Court, in accordance with the corresponding legal provisions.

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