

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

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 :

.....

in order to be represented at the **extraordinary general meeting** that will take place on **Thursday May 27, 2010 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 (\*)

Resolution 1 [This item does not require a vote]	Resolution 2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Resolution 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Resolution 4 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain

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

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 21, 2010 at the latest. The proxy may also be send by fax to the number + 32 2 536 51 43 within the same timeframe, provided that the executed original of such proxy be handed over to the chairman of the 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 ..... 2010

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

Enclosure: Agenda of the extraordinary general meeting of May 27, 2010

**S.A. D'IETEREN N.V.**  
**rue du Mail, 50**  
**B - 1050 Brussels (Belgium)**  
**Company Register Brussels 0403448140**

## **EXTRAORDINARY GENERAL MEETING OF 27 MAY 2010**

### **Absorption of S.A. IMMONIN by S.A. D'IETEREN N.V. by way of a transaction assimilated to a merger by absorption in the meaning of article 676, 1° of the Company Code**

1. Acknowledgement and discussion by the shareholders of the merger proposal set up on March 29, 2010 by the Boards of Directors of the companies to be merged and deposited on April 8, 2010 with the Clerk of the Tribunal of Commerce of Brussels, in accordance with article 719 of the Company Code, of which they may receive a copy for free
2. Approval of the merger proposal
3. Absorption by S.A. D'IETEREN N.V. of S.A. IMMONIN by way of a transaction assimilated to a merger by absorption, in the meaning of article 676, 1° of the Company Code and under the conditions set up in the merger proposal
4. Delegation of special powers, including those necessary to fulfil the formalities with the Company Register.

Proposal to approve the resolutions under items 2 to 4 of the agenda.

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