

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 :

.....

in order to be represented at the **ordinary general meeting** that will take place on **Thursday May 28, 2009 at 3 p.m.**, 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 [This item does not require a vote]	Item 2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Item 3.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 3.2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Item 4.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 4.2 <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 ordinary general meeting of May 28, 2009

ORDINARY GENERAL MEETING OF MAY 28, 2009

- 1. Directors' and auditor's reports on the annual and consolidated accounts for fiscal year 2008. Consolidated accounts for fiscal year 2008.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2008**
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2008.
- 3. Discharge to the directors and to the statutory auditor**
Proposal to give discharge
 - 3.1. to the directors and
 - 3.2. to the statutory auditorfor carrying out their functions in 2008.
- 4. Appointment of an independent Director and renewal of a Directorship**
 - 4.1 Proposal to appoint Mrs Christine Blondel as independent Director 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 2013.
 - 4.2 Proposal to renew the directorship of Baron Alain Philippson for a period of 4 years expiring at the end of the Ordinary General Meeting of 2013.

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