

**PROXY VOTING**

The undersigned

**First name** .....

**Family name** .....

**Address** .....

or

**Corporate name**.....

**Form of corporation**.....

**Registered office** .....

hereby represented by .....

(family name, first name, title of the proxy holder) whom declares and certifies to the SA D'Ieteren NV to have the necessary power of attorney to sign this form on behalf of the shareholder

owner on the **record date of Thursday May 12<sup>th</sup>, 2016, at midnight (Belgian time)**, of..... ordinary shares, in registered form / held with ..... (name of the financial institution) (\*), of SA D'Ieteren NV with registered office located at rue du Mail 50, 1050 Brussels, Company Register 0403448140, and with which he/she hereby declares to vote,

hereby grants special powers, with power to substitute, to:

.....

in order to be represented at the **Ordinary General Meeting** of the company that will take place on **Thursday May 26<sup>th</sup>, 2016, 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 hereafter:

**VOTING INSTRUCTIONS (\*\*)**

**ORDINARY GENERAL MEETING**

Point 1 [This item does not require a vote]	Point 2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 4 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 5 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain			

(\* ) Please cross the unnecessary      (\*\* ) Please indicate your vote by ticking the appropriate box

**In the absence of clear voting instructions with respect to the proposed resolutions, the proxy holder shall be deemed to vote in favour of these resolutions.**

In addition the proxy holder has the right to

- (i) participate to the discussion and vote, change or reject any proposition on the agenda on behalf of the shareholder AND
- (ii) on the basis of the above, sign all acts, resumes, attendance lists and in general, do what is necessary for this General Meeting and any other General Meeting with the same agenda and which would be convened again because of a report or adjournment.

The present proxy, **duly filled in and signed** by the shareholder or his representative, must be sent to **Euroclear Belgium, Issuer Services**, at the following address: 1, Bd du Roi Albert II, 1210 Brussels (Belgium), or

- by e-mail to the address [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) or
- by fax to the number + 32 2 337 54 46

on **Friday May 20<sup>th</sup>, 2016, at 4 pm (Belgian time) at the latest.**

For proxies sent by mail or by fax, the originals should be remitted to the Chairman of the General Meeting at the latest at the beginning of this Meeting. If this formality is not fulfilled, the company will not recognize the power of attorney of the proxy holder.

In addition, the owners of dematerialised shares must send to Euroclear Belgium, at the addresses mentioned above and within the same timeframe, a certificate set out by their agreed account holder or clearing institution, attesting the number of dematerialised shares held in the shareholder's name in their books at the registration date with which he/she/it has here above declared to vote.

If in accordance with article 533<sup>ter</sup> of the Company Code, new items and/or new proposed resolutions are added to the agenda after the date of this proxy and an amended agenda is published on May 11<sup>th</sup>, 2016, at the latest, the proxy holder shall (**please tick the appropriate box**):

- abstain from voting on the new items and/or the new proposed resolutions;
- vote or abstain from voting on the new items and/or the new proposed resolutions as he/she deems fit, taking into consideration the interests of the shareholder.

If the shareholder does not select any of the abovementioned options, the proxy holder shall abstain from voting on the new items of the agenda and/or the new proposed resolutions. In case of conflict of interest, the proxy holder will always abstain from voting on the new items of the agenda and/or the new proposed resolutions.

**This proxy is irrevocable.** It remains valid (a) for the following General Meetings which would be held with the same agenda and (b) for the items on this agenda, if this agenda is completed in accordance with Article 533<sup>ter</sup> of the Company Code and published after the date at which the shareholder has sent the present form to the abovementioned address. Shareholders who vote by proxy may attend the Meeting but will not be permitted to vote in person.

In order to participate to the General Meeting, proxy holders will have to prove their identity and power, and the representatives of legal persons will have to provide documents proving their power of attorney or special mandates, to Euroclear Belgium, at the addresses mentioned above and within the same timeframe as required for the proxy. **The company does not deliver access cards.**

The company reserves the right to refuse proxies which are not filled out properly or which are not complete.

Made in ....., on ..... 2016.

Family name:

First name:

Signature (to be preceded by the handwritten words "Good for proxy"):

**Enclosed: Agenda of the Ordinary General Meeting of May 26<sup>th</sup>, 2016**

ORDINARY GENERAL MEETING

1. **Directors' and Auditor's reports on the annual and consolidated accounts for the financial year 2015. Communication of the consolidated financial statements for the financial year 2015.**
2. **Approval of the annual financial statements and appropriation of the result as at December 31<sup>st</sup>, 2015**  
*Proposal to approve the annual financial statements and the appropriation of the result as at 31 December 2015.*
3. **Remuneration Report 2015**  
*Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2015.*
4. **Discharge to the Directors and to the statutory auditor**  
*Proposal to give discharge through separate voting:*
  - *to the Directors*
  - *to the statutory auditor**for carrying out their functions in 2015.*
5. **Approval of the change of control clauses included in the conditions of credit agreements entered into by the company**  
*Proposal to approve and to ratify, if necessary, in accordance with article 556 of the Company Code, clauses conferring the right to credit institutions having entered into credit agreements with the company (for maximum EUR 75 million per credit institution and with initial maturities not exceeding 5 years) to obtain the repayment of the credits prior to maturity in case of a change of control of the company.*