

**S.A. D'IETEREN N.V.**  
 Rue du Mail 50 B - 1050 Brussels (Belgium)  
 VAT BE 0403448140 – Company Register Brussels  
[www.dieteren.com](http://www.dieteren.com)

### **VOTE BY CORRESPONDENCE**

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 S.A. D'Ieteren N.V. to have the necessary power of attorney to sign this form on behalf of the shareholder

holder on the **registration date of 17 May 2012** of.....ordinary shares in registered form/held with .....(name of financial institution) (\*), 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 and with which he/she hereby declares to vote,

votes as selected below with respect to the items on the agenda of the **Ordinary general meeting** of the company which will take place on **Thursday May 31 at 3:00 pm** at the company's registered office :

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

|   |   |
|---|---|
| Point 1<br>[This item does not require a vote]  | Point 2<br><input type="checkbox"/> vote in favour<br><input type="checkbox"/> vote against<br><input type="checkbox"/> abstain   |
| Point 3<br><input type="checkbox"/> vote in favour<br><input type="checkbox"/> vote against<br><input type="checkbox"/> abstain   | Point 4.1<br><input type="checkbox"/> vote in favour<br><input type="checkbox"/> vote against<br><input type="checkbox"/> abstain |
| Point 4.2<br><input type="checkbox"/> vote in favour<br><input type="checkbox"/> vote against<br><input type="checkbox"/> abstain |   |

(\* Please delete the unnecessary

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

**In the absence of clear voting instructions with respect to the proposed resolutions, this form will be considered as null and void.**

This original form of this vote by correspondence, **duly filled in and signed**, must be addressed to **Euroclear Belgium**,

- by post, avenue de Schiphol 6, 1140 Brussels (Belgium) or

- by e-mail to the address ebe.issuer@euroclear.com or

- by fax to the number + 322 337 54 46

on **Friday 25<sup>th</sup> May at 4:00 pm at the latest**.

In addition, the owners of dematerialized shares should address to Euroclear Belgium, at the same addresses as above, a **certificate set out by their agreed account holder or clearing institution**, attesting the number dematerialised shares held in the shareholder's name in its books at the registration date with which he/she has here above declared to vote.

**This vote by correspondence 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 533ter of the Company Code and published after the date at which the shareholder has sent the present form to the above mentioned address. Shareholders who vote by correspondence may attend the meeting but will not be permitted to vote in person or by proxy.

Done in ....., on ..... 2012

Signature

Enclosure : Agenda of the Ordinary general meeting of May 31, 2012

**ORDINARY GENERAL MEETING**

- 1. Directors' and auditor's reports on the annual and consolidated accounts for the fiscal year 2011. Consolidated accounts for the fiscal year 2011.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2011.**  
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2011.
- 3. Remuneration Report 2011.**  
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2011.
- 4. Discharge to the Directors and to the statutory auditor.**  
Proposal to give discharge through separate voting
  - 4.1. to the Directors and
  - 4.2. to the statutory auditorfor carrying out their functions in 2011.