

VOTE BY CORRESPONDENCE

The undersigned

First name

Family name

Address

or

Corporate name.....

Legal form.....

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 18th, 2017 at midnight (Belgian time)**, of.....
 registered/dematerialised shares (*) 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

votes as indicated below with respect to the items on the agenda of the **Ordinary and Extraordinary General Meetings** of the company which will take place on **Thursday June 1st, 2017, at 3:00 pm** at the company's registered office.

(*) Delete where applicable

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 (directors) <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 4 (statutory auditor) <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	Point 6 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	

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

EXTRAORDINARY GENERAL MEETING^(**)

Point 1.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 1.2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	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
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(**) Please indicate your vote by ticking the appropriate box

This original form of vote by correspondence, **duly filled in and signed**, must be addressed to **Euroclear Belgium, Issuer Services**, at the following address: 1, Bd du Roi Albert II, 1210 (Belgium), on **Friday May 26th, 2017, at 4:00 pm (Belgian time) at the latest**. Please note, however, that Thursday 25 May is a bank holiday in Belgium and that it is therefore advisable for shareholders to ensure that the current form (if sent by post) reaches Euroclear Belgium on Wednesday, May 24, 2017 by the latest.

In addition, the owners of dematerialized 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.

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 533^{ter} 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 Meetings but will not be permitted to vote in person or by proxy.

The company does not deliver access cards.

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

Made in, on 2017.

Family name:

First name:

Signature:

Enclosed: Agenda of the Ordinary and Extraordinary General Meetings of June 1st, 2017

ORDINARY GENERAL MEETING

- 1. Directors' and Auditor's reports on the annual and consolidated accounts for the financial year 2016. Communication of the consolidated financial statements for the year 2016.**
- 2. Approval of the annual financial statements and appropriation of the result as at December 31st, 2016**
Proposal to approve the annual financial statements and the appropriation of the result as at 31 December 2016.
- 3. Remuneration Report 2016**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2016.
- 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 2016.*
- 5. Renewal of mandate of independent director**
Proposal to renew the mandate of Mrs Christine Blondel as independent director in the meaning of article 526ter of the Company Code, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2021.
- 6. Renewal of statutory auditor**
Proposal, upon the recommendation of the Audit committee and in accordance with article 156 of the Company Code, to renew the mandate as statutory auditor of KPMG Réviseurs d'Entreprises SCRL civile (B00001), Avenue du Bourget 40 à 1130 Evere (Belgium), represented by Mr Alexis PALM (IRE Nr. A01433), for the control of the statutory and consolidated accounts for the fiscal years 2017, 2018 and 2019, and to set its annual fees for the control of the statutory and the consolidated accounts at EUR 223,300 excl. VAT.

EXTRAORDINARY GENERAL MEETING

- 1. Renewal of the authorisations granted to the Board of Directors concerning the share capital defence mechanisms**
 - 1.1. Proposal to renew the authorisation to the Board of Directors, for a new period of three years, to increase the share capital in those circumstances and in accordance with the conditions set out in the seventh paragraph of article 9bis of the Articles of association in the event of a takeover bid on the shares of the Company, and to modify the Articles of association accordingly.*
 - 1.2. Proposal to renew the authorisation to the Board of Directors, for a new period of three years, to purchase own shares of the Company in the circumstances foreseen in the first paragraph of article 9ter of the Articles of association in order to prevent the Company from suffering a severe and imminent damage, and to modify the Articles of association accordingly.*

- 2. 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.

- 3. Proxy for the coordination 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.