

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

owner on the **record date of Thursday May 14, 2015 at midnight (Belgian time)**, of.....
 ordinary shares, in registered form / held with(name of the financial institution) (*), of S.A. D'Ieteren N.V., with registered office located at 1050 Brussels, rue du Mail 50, Company Register Brussels 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 28, 2015 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 4.1. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 4.2. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 5.1. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 5.2. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 5.3. <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 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 or
- by fax to the number + 32 2 337 54 46

on **Friday May 22, 2015, at 4:00 pm 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 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 has here above declared to vote.

If in accordance with article 533^{ter} 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 13, 2015, 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 if he/she will deem fit, taking into consideration the interests of the shareholder.

If the shareholder does not select any of the above mentioned 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^{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 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. **Access cards will not be delivered.**

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

Made in, on 2015.

Family name:
First name:

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

Enclosed: Agenda of the Ordinary General Meeting of May 28, 2015

ORDINARY GENERAL MEETING

- 1. Directors' and auditor's reports on the annual and consolidated accounts for fiscal year 2014. Communication of the consolidated accounts for financial year 2014.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2014.**
Proposal to approve the annual accounts and the appropriation of the result as at 31 December 2014.
- 3. Remuneration Report 2014.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2014.
- 4. Discharge to the Directors and to the statutory auditor.**
Proposal to give discharge through separate voting:
 - 4.1. to the Directors;
 - 4.2. to the statutory auditor KPMG Réviseurs d'entreprise scrl, represented by Mr. Alexis Palm; for carrying out their functions in 2014.
- 5. Renewal of directorships and independent directorship.**
Proposal to renew the directorships of:
 - 5.1. Mr Nicolas D'Ieteren;
 - 5.2. Mr Olivier Périer;
 - 5.3. Ms Michèle Sioen, as independent Director in the meaning of article 526ter of the Company Code and of the Company's Corporate Governance Charter for a period of 4 years expiring at the end of the Ordinary General Meeting of 2019.
- 6. Acknowledgment of the loss of value and subsequent cancellation of the VVPR strips**
Proposal to cancel the 11,552,410 VVPR strips (former ISIN codes BE0005514824 and BE0005642161) issued by the company in 1994 pursuant to the acknowledgment of their loss of value resulting from the cancellation of the associated tax benefit by the law of December 27, 2012, and from the expiry of the 3-year period to claim this benefit.