

**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 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

votes as indicated below with respect to the items on the agenda of the **Ordinary General Meeting** of the company which will take place on **Thursday May 26<sup>th</sup>, 2016, at 3:00 pm** at the company's registered office.

**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 delete the unnecessary

(\*\*) 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 20<sup>th</sup>, 2016, at 4:00 pm (Belgian time) at 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<sup>ter</sup> 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 ..... 2016.

Family name:

First name:

Signature:

**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.*