



**Translation for information purposes only:**

**Please note that this is a translation for information purposes only. If you would like to grant a proxy to be represented at the general meeting, you must use the Dutch (and not this English) version of this document.**

## PROXY

The undersigned,

Name and all first names (in full) .....  
born in ..... (place) on ..... (date of birth)  
residing at .....(address)

**OR**

Name and legal form (in full) .....  
with registered office at .....(address)  
and enterprise number .....  
Legal Entities Register (RPR / RPM) ..... (seat competent commercial court)  
duly represented, in accordance with its articles of association, by .....  
..... (name, first name and function)

holder of .....shares in Porthus NV, having its registered offices at Duwijkstraat 17, 2500 Lier, Belgium, registered under the reference number 0467.369.853 at the Legal Entities Register of Mechelen (hereafter referred to as **Porthus**),

Hereby appoints as its proxy holder(s), with the right of substitution, acting individually:

Name and all first names (in full) .....  
born in ..... (place) on ..... (date of birth)  
residing at.....(address)

To whom a proxy is granted to participate on its behalf with all shares it possesses in the annual shareholders' meeting, of which the agenda is indicated hereafter, which will be held at the registered office of Porthus at Duwijkstraat 17, 2500 Lier, on 13 October 2009, at 10.00 a.m.

Agenda of the general meeting of shareholders:

- 1. Discussion of the Board of Director's annual report and of the auditor's report regarding the financial year ending 30 June 2009.**
- 2. Approval of the non-consolidated annual accounts of the financial year ending 30 June 2009.**

Proposed decision:

The shareholders' meeting approves the non-consolidated annual accounts for the financial year ending 30 June 2009, as drafted by the Board of Directors.

Voting intention:

|          |   |           |   |            |   |
|----------|---|-----------|---|------------|---|
| Approval | 0 | Rejection | 0 | Abstention | 0 |
|----------|---|-----------|---|------------|---|

- 3. Allocation of the result.**

Proposed decision:

The shareholders' meeting decides to approve the allocation of the result, as proposed by the board of directors in the annual report.

Voting intention:

|          |   |           |   |            |   |
|----------|---|-----------|---|------------|---|
| Approval | 0 | Rejection | 0 | Abstention | 0 |
|----------|---|-----------|---|------------|---|

- 4. Acknowledgement by the shareholders' meeting of the consolidated annual accounts, the consolidated annual report of the Board of Directors and the consolidated report of the auditor regarding the financial year closed on 30 June 2009.**

- 5. Discharge of directors.**

Proposed decision:

The shareholders' meeting is asked to grant discharge to the directors for any liability arising from the accomplishment of their mandate during the current financial year.

Voting intention:

|          |   |           |   |            |   |
|----------|---|-----------|---|------------|---|
| Approval | 0 | Rejection | 0 | Abstention | 0 |
|----------|---|-----------|---|------------|---|

- 6. Discharge of the auditor.**

Proposed decision:

The shareholders' meeting decides to grant discharge to the auditor for any liability arising from the accomplishment of its mandate during the current financial year.

Voting intention:

Approval            0                                  Rejection            0                                  Abstention            0

**7. Questions.**

In case no voting intention is indicated:

(a) the proxy holder shall vote to approve the proposed resolution;

OR

(b) in case the shareholder giving this proxy, has deleted section (a) above, the proxy holder shall, for the purpose of the deliberation, vote in the interest of such a shareholder.

Specifically, the proxy holder is hereby authorized, in name of such a shareholder:

- participate in the annual shareholders' meeting mentioned and in all other meetings held thereafter, with the same agenda should the first meeting could not be held validly as intended, to deliberate and to vote on any resolutions which are proposed at that meeting,
- for that purpose, personally or by substitution, make declarations, execute any deeds, sign records, documents, registers, chose residence and in general do whatever is necessary or useful with guarantee of approval and ratification of the undersigned.

The original signed Dutch version of the proxy has to be submitted at the registered office of the company, the third working day before the date of the annual shareholders' meeting at the latest.

This proxy is governed exclusively by Belgian law and is submitted to the exclusive jurisdiction of the courts of Antwerp.

Signed at ..... on ...../...../2009.

.....(name and signature)