



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 extraordinary 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 ofshares 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** or the **Company**),

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 extraordinary 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 9.30 a.m., and, in case the necessary quorum is not reached for this extraordinary general meeting, the second extraordinary shareholders' meeting with the same agenda, which will be held at the registered office of Porthus at Duwijkstraat 17, 2500 Lier, on 13 November 2009, at 9.30 a.m.

Agenda of the extraordinary shareholders' meeting :

1. Company name change

Proposed decision:

- 1.1. The company name of the Company is changed. The new company name will be presented at the shareholders' meeting and will be submitted for approval. For the avoidance of doubt, it is clarified that the trade name, the logo and the trade mark "Porthus" remain unaltered.
- 1.2. Article 1 of the articles of association is amended accordingly.

Voting intention:

Approval 0

Rejection 0

Abstention 0

2. Amendment to the proposal right in art. 14 of the articles of association

Proposed decision:

- 2.1. Rendex NV's proposal right is removed and item (i) is deleted in its entirety.
- 2.2. In item (ii) Group Securex VZW and Securex Leven VZW's proposal is removed and the first threshold is decreased from 25% to 20%.
- 2.3. Article 14 of the articles of association is amended accordingly.

Voting intention:

Approval 0

Rejection 0

Abstention 0

3. Renewal authorisations regarding authorised capital as set out in art. 46 of the articles of association – Prior board of directors' report in accordance with article 604 of the BCC.

Proposed decision:

- 3.1. The existing authorisations of the board of directors regarding the authorised capital are withdrawn as from the implementation of the new authorisations as set out in item 3.2. below.
- 3.2. After acknowledging and approving the report drafted by the board of directors in accordance with article 604 of the BCC, the board of directors is granted a new authority to increase the share capital, for a period of 5 years as from the publication of this authority, in one step or in several steps, for an amount of EUR 13,610,280.93 and is authorised for a period of 3 years, to use this authority in the event of a public takeover offer in accordance with article 607 of the BCC. The board of directors may use these new authorisations on the same conditions, in the same cases and in the same manner as the authorisations granted at that time by the decision of the extraordinary shareholders' meeting dated 12 October 2006 and as provided in article 46 of the articles of association.
- 3.3. Article 46 of the articles of association is amended accordingly.

Voting intention:

Approval 0

Rejection 0

Abstention 0

4. Renewal and extension of authorisations regarding acquisition and sale of own shares as set out in art. 47 of the articles of association.

Proposed decision:

4.1. With the exception of the authorisations as set out in the last paragraph of art. 47 of the articles of association, which apply without any time restriction, any other existing authorisations of the board of directors regarding the acquisition and sale of own shares are withdrawn as from the implementation of the new authorisations as set out in items 4.2. and following below.

4.2. The board of directors is granted a new authorisation, for a period of 3 years as from the publication of this decision in the Annexes to the Belgian Official Gazette, to purchase own shares to prevent a threatened serious adverse effect on the Company.

4.3. The board of directors is also granted a new authorisation, in accordance with article 620, § 1, 5th paragraph of the BCC, for a period of 5 years as from this decision's publication in the Annexes to the Belgian Official Gazette, to acquire in one step or in several steps, by purchase or exchange, a maximum of 20 % of the existing shares of the Company, within the same price range, on the same conditions, in the same cases and in the same manner as the authorisations granted at that time by the decision of the extraordinary shareholders' meeting dated 12 October 2006 and as provided in article 47 of the articles of association. This authorisation will also be valid for the acquisition of the Company's shares by one of its direct controlled subsidiaries in accordance with article 627 of the BCC.

4.4. Article 47 of the articles of association is amended accordingly.

Voting intention:

Approval 0

Rejection 0

Abstention 0

5. Removal of the following provisions from the articles of association for lack of relevance:

- in article 43, first sentence the text as from " and in lack of such appointment, ...";
- article 48 concerning the lock-up arrangement in its entirety ;
- article 49 regarding the implementation of statutory provisions regarding dematerialised securities in its entirety.

Proposed decision:

All statutory provisions set out in agenda item 5 are removed from the articles of association.

Voting intention:

Approval 0

Rejection 0

Abstention 0

6. Ratification of the cooptation of a director and appointment with determination of remuneration.

Proposed decision:

After acknowledging the resignation of Mr SAENEN Hilaire as independent director of the Company as per 04/11/2008 and his replacement by decision of the remaining members of the board of directors dated 05/05/2009 with the director mentioned below, the meeting ratifies the cooptation and decides to appoint as new independent director TREECON BVBA, RPR Antwerpen 0811.449.243, with registered office at 2850 Boom, Jan Baptist Corremansstraat 62, with as permanent representative Mr DE MEYER Rudi. This mandate started on 05/05/2009 and will end after the annual shareholders' meeting to be held in 2010. This new independent director will, as the other independent directors, receive an annual base remuneration of EUR 5,000.00, to be increased with EUR 1,000.00 per board meeting attended and EUR 500.00 per board committee meeting attended, with as a maximum remuneration the amount of EUR 15,000.00 per year.

Voting intention:

Approval 0

Rejection 0

Abstention 0

7. Reappointment of the auditor.

Proposed decision:

BDO ATRIO BEDRIJFSREVISOREN - REVISEURS D'ENTREPRISES civil company in the form of a cooperative company with limited liability, whose registered office is at The Corporate Village, Da Vincilaan 9 bus E6, 1935 Zaventem and address of establishment at Uitbreidingsstraat 66/13, 2600 Antwerp (Berchem), represented by Mr. Lieven Van Brussel, is reappointed as an auditor of the Company, for both the non-consolidated and consolidated annual accounts, for a period of 3 years, to end immediately after the annual meeting which will decide on the financial year ending 30 June 2012. The annual remuneration for the mandate as auditor will be EUR 26.000, excluding expenses and yearly adapted to the consumer price index.

Voting intention:

Approval 0

Rejection 0

Abstention 0

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 extraordinary 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 extraordinary 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)