



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 (last name, first name)

.....

having its address at

.....

Or

Having its registered offices at (address)

.....

Duly represented, in accordance with its articles of association, by

(last name, first name).....

.....

Holder of shares of Porthus NV, having its registered offices at Duwijkstraat 17, 2500 Lier, Belgium, registered under the Reference number 0467.369.853 at the RPR of Mechelen,

Hereby appoints as its proxy holder:

(last name, first name).....

having its address at.....

.....

To whom a proxy is granted to participate on its behalf as shareholder in the annual General Meeting of the Company at Duwijkstraat 17, 2500 Lier, Belgium on October 9th 2007 at 10 a.m., and to

participate in any other meeting thereafter with the same agenda, should this first meeting be postponed or adjourned.

In accordance with article 548 of the Companies Code, a request is made for instructions for exercising the voting rights concerning the various items of this agenda. In absence of instructions of the shareholder, the authorized representative will be free to vote on the proposed items of the agenda.

AGENDA

1. Discussion on the annual report of the Board of Directors en on the report of the auditor on the financial year concluded on 30/06/2007.

2. Approval of the singular annual account of the financial year concluded on 30/06/2007.

Proposed resolution: the General Meeting decides to approve the singular annual account of the financial year concluded on 30/06/2007.

Approval 0

Rejection 0

Abstention 0

3. Allocation of profit.

Proposed resolution: the General Meeting decides to allocate the profit of the past financial year to the next financial year.

Approval 0

Rejection 0

Abstention 0

4. Acquaintance by the General Meeting of the consolidated annual accounts, the consolidated annual report of the Board of Directors and the consolidated report of the auditor on the financial year concluded on 30/06/2007.

5. Discharge of the directors.

Proposed resolution: the General Meeting decides to discharge the directors from all liability deriving from their mandates during the past financial year.

Approval 0

Rejection 0

Abstention 0

6. Discharge of the auditor.

Proposed resolution: the General Meeting decides to discharge the auditor from all liability deriving from the performance of his mandate during the past financial year.

Approval 0

Rejection 0

Abstention 0

7. Ratification of cooptation and appointment of a director.

The mandate of the company Emor BVBA, with principal office at 2540 Hove, Magdalena Vermeeschlaan 20 and with reference number 0475.178.056, duly represented by Mr. Francis

Rome for the performance of this mandate, co-opted by decision of the Board of Directors of April 24th, 2007 after the resignation of Mr. Geert Noels as director of the Company, is ended after this General Meeting.

Proposed resolution: The General Meeting is acquainted with the resignation of Mr. Geert Noels as director of the Company and decides to ratify the decision of the Board of Directors of April 24th, 2007 to co-opt the company Emor BVBA, with principal office at 2540 Hove, Magdalena Vermeeschlaan 20 and with reference number 0475.178.056, duly represented for the performance of this mandate by Mr. Francis Rome, and furthermore the General Meeting decides to definitively appoint the company Emor BVBA, with principal office at 2540 Hove, Magdalena Vermeeschlaan 20 and with reference number 0475.178.056, duly represented for the performance of this mandate by Mr. Francis Rome, as director of the Company for the period of three (3) years. This mandate shall come into effect immediately and shall terminate immediately after the annual meeting in 2010.

Approval 0

Rejection 0

Abstention 0

8. Queries.

to participate in the aforementioned annual General Meeting of shareholders, to deliberate and vote on any proposal of the meeting,

to this effect, make all statements, carry out and sign all deeds, minutes, documents and registers, and in general do whatever is necessary or useful with guarantee of approval and ratification of the undersigned.

Signed at on

.....

Signature.