

***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 .....  
date of birth .....in .....  
having its' address at .....

**OR**

The undersigned (name and legal form ) .....  
RPR (place + number)  
.....

having its' registered office at  
.....

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, with the right of substitution:  
(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  
in the offices of Porthus NV at Brouwersvliet 33/8, 2000 Antwerp , Belgium on October 14th 2008 at

10 a.m., and to participate in any other meeting thereafter with the same agenda, should this first meeting be postponed or adjourned.

### **Agenda of the general meeting of shareholders**

**1. Discussion on the annual report of the board of directors and on the report of the auditor on the financial year concluded on 30/06/2008.**

**2. Approval of the singular annual account of the financial year concluded on 30/06/2008.**

*Proposed Resolution:* the general meeting decides to approve the singular annual account of the financial year concluded on 30/06/2008, as drafted by the board of directors.

Intention:

Approval	0	Rejection	0	Abstention	0
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**3. Allocation of the result.**

*Proposed Resolution:* the general meeting decides to allocate the result of the past financial year to the next financial year.

Intention:

Approval	0	Rejection	0	Abstention	0
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**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 op 30/06/2008.**

**5. Discharge of directors.**

*Proposed Resolution:* the general meeting decides to discharge the directors from all liability deriving from their mandates during the past financial year.

Intention:

Approval	0	Rejection	0	Abstention	0
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**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.

Intention:

Approval	0	Rejection	0	Abstention	0
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## 7. Appointment of directors.

- a) Appointment of Altaline Technologies NV as director of the Company.

The mandate of the company Altaline Technologies NV, having its registered office at Petrus Huysegomsstraat 3A, 1600 Sint-Pieters-Leeuw, and with reference number 0472 109 688, represented by Mr. Jos Sluys for the performance of this mandate, as director of the Company as co-opted by decision of the board of directors of June 3th 2008 after the resignation, on April 30th 2008 of the company Rendex NV, having its registered office at Molenstraat 51, 9140 Tielrode and with reference number 0461 785 227, represented by Mr. Paul de Vrée for the performance of this mandate, as director of the Company, is notified to the general meeting.

*Proposed Resolution:* the general meeting is acquainted with the resignation, on April 30th 2008, of the company Rendex NV, having its registered office at Molenstraat 51, 9140 Tielrode and with reference number 0461 785 227, represented by Mr. Paul de Vrée for the performance of this mandate, as director of the Company. The general meeting decides to ratify the decision of the board of directors of June 3th 2008 to co-opt the company Altaline Technologies NV, having its registered office at Petrus Huysegomsstraat 3A, 1600 Sint-Pieters-Leeuw, and with reference number 0472 109 688, represented by Mr. Jos Sluys for the performance of this mandate. Furthermore the general meeting decides to definitely appoint the company Altaline Technologies NV, having its registered office at Petrus Huysegomsstraat 3A, 1600 Sint-Pieters-Leeuw, and with reference number 0472 109 688, represented by Mr. Jos Sluys for the performance of this mandate, as director of the Company. This mandate shall terminate immediately after the annual general meeting in 2010.

Intention:

Approval	0	Rejection	0	Abstention	0
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- b) Appointment of Newton Engineering BVBA as director of the Company.

*Proposed Resolution:* the general meeting is acquainted with the resignation of Mr. Peter Hinssen as director of the Company. The general meeting decides to appoint the company Newton Engineering BVBA, having its registered office at Galerijpad 1, 9630 Zwalm, and with reference number 439.022.097, represented by Mr. Peter Hinssen for the performance of this mandate, as director of the Company. This mandate shall terminate immediately after the annual general meeting in 2010.

Intention:

Approval	0	Rejection	0	Abstention	0
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**8. Law of 14 December 2005 regarding the abolition of bearer securities – Amendment of article 9 of the articles of association.**

The general meeting is acquainted with the amendment of article 9 of the articles of association of the Company by the board of directors of November 10th 2007 pursuant to article 96 of the Law of 25 April 2007 relating to diverse provisions.

Article 9 of the articles of association of the Company was amended as follows:

*"The shares are registered shares, dematerialised or, for as long as the law permits, bearer shares at the discretion of the shareholders. The bearer shares issued by the Company and which are located on a securities account as per the first of January two thousand and eight, exist in dematerialised form from that date. Other bearer shares, to the extent that these are registered on a securities account as per the first of January two thousand and eight, are also automatically dematerialised. Following the deadline provided for by the Law of fourteen December two thousand and five entailing abolition of bearer shares, all bearer shares still existing at that time, conversion of which was not requested, shall be automatically converted into dematerialised shares. Any shareholder can at any time and at his own expense request the conversion of his shares into shares of any other type."*

**9. Queries.**

In the case an intention is not expressed:

- (a) the proxy holder shall vote to approve the proposed resolution; OR
- (b) in case the shareholder giving this proxy, has deleted section (a) here 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 general 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 the proposed resolutions,
- for that purpose, personally or by substitution, make declarations, execute any deeds, sign records, documents, registers, choose residence and in general do whatever is necessary or useful with guarantee of approval and ratification of the undersigned.

**The original signed proxy has to be submitted at the registered office of the company, the third working day before the date of the general meeting at the latest. Please note that only the Dutch version of the proxy (as available on <http://www.porthus.com> ) may be used, since this document is drawn up for information purposes only.**

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

Signed at ..... on .....

.....

(name and signature)