

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
date of birthin
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 ofshares 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 represent him as share holder in the extraordinary general meeting, of which the agenda is indicated hereafter, which will be held in the offices of Porthus NV at Brouwersvliet 33/8, 2000 Antwerp, on October 14th 2008, at 9.30 a.m., and, in case the necessary attendancy quorum is not reached for this extraordinary general meeting, on the second extraordinary

general meeting with the same agenda, which will be held at in the offices of Porthus NV at Brouwersvliet 33/8, 2000 Antwerp, on October 28th 2008, at 10.00 a.m.

Agenda of the extraordinary general meeting of shareholders

Amendment of article 8 of the articles of association pursuant to the disclosure of major holdings in accordance with the new legislation thereto.

Proposed Resolution: the extraordinary general meeting decides to replace the text of article 8 of the articles of association, titled "Disclosure of major holdings" by the following text:

"8. Disclosure of major holdings

The applicable legislation on the disclosure of major holdings in listed companies and public takeover offers, is applicable on the shareholdership of the company. Further, in accordance with article 515 of the Belgian Companies Code, the articles 6 to 17 of the Law of 2 May 2007 on disclosure of major holdings and the applicable quota are defined at three per cent (3%), five per cent (5%) or multiples of five per cent (5%). The articles 516, 534 and 545 of the Belgian Companies Code are applicable."

Intention:

Approval 0

Rejection 0

Abstention 0

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 extraordinary 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, chose 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 extraordinary 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