



Proxy¹ for the extraordinary general meeting of shareholders of 25 November 2014

Undersigned:
(Name and surname of the shareholder)

Full address of the shareholder
.....

Holder ofdematerialised shares (*) / registered shares (*) of the limited liability company "Campine", whose registered office is established at Nijverheidsstraat 2, 2340 Beerse, VAT BE 0403.807.337 RLE Turnhout.

(*) delete what is not applicable.

Appoints as special proxy holder:

Mister – Madame – Legal Entity
(Name and surname)

Hereafter called the "proxy holder".

To represent him / her at the extraordinary general shareholders' meeting which shall be held at Campine, Nijverheidsstraat 2, 2340 Beerse, on **Tuesday 25 November 2014, at 16.30 (CET)**.

1. Powers of the Proxy Holder:

Pursuant to this proxy the Proxy Holder shall have the following powers in the name and for the account of the undersigned:

- To participate in any other meeting with the same agenda in case the first meeting cannot validly deliberate, is postponed or deferred;
- To participate in any deliberation and to vote in respect of the agenda items (as possibly amended during the meeting) and to vote as regards to any proposal, item, or question that may be submitted to the general meeting;
- To sign the attendance lists and minutes and possible annexes thereof and to execute other documents if deemed appropriate or useful;
- Entitled to vote on new items put on the agenda.

¹ The proxy is not a proxy solicitation and cannot be used for the purposes of article 549 of the Company Code.

2. Agenda:

1. Renewal of the authorization of the board of directors to buy-in, in accordance with article 620 § 1 of the Companies Code, the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders and modification of article 12 last paragraph of the articles of association in accordance therewith.

Proposal of resolution: The extraordinary meeting of shareholders decides to renew the authorization of the board of directors to buy-in, in accordance with article 620 § 1 of the Companies Code, the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders and decides to replace article 12 last paragraph of the articles of association with the following text: "*Furthermore, the board of directors is authorized to buy-in the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of 25 November 2014 pursuant to which such power was granted.*"

2. Modification of article 13 of the articles of association by replacing the word "three" at the end of article 13 paragraph 1, and paragraph 2, first sentence of the articles of association, in "four".

Proposal of resolution: The extraordinary meeting of shareholders decides to replace the word "three" at the end of article 13 paragraph 1 and paragraph 2, first sentence, of the articles of association in "four" pursuant to which the text of article 13 paragraph 1 and paragraph 2, first sentence of the articles of association, shall read as follows: "*The company is managed by a board consisting of at least three members and at maximum nine, each appointed for a period of maximum four years. The directors, shareholder or not, are appointed by the shareholders' meeting for a period that does not exceed four years. [...]*".

3. The insertion of a new article 30bis in the articles of association regarding remote voting for shareholders' meetings.

Proposal of resolution: The extraordinary meeting of shareholders decides to insert an article 30bis in the articles of association, that shall read as follows: "*Each shareholder may vote remotely before a shareholders' meeting, by completing and returning a paper form or, if permitted by the company in the notice convening the shareholders' meeting, by completing and returning a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law). The form for remote voting shall be made available by the company.*

The original signed paper form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the shareholders' meeting. Voting through the sending of the signed electronic form may occur until the calendar day before the date of the shareholders' meeting.

The company may also organize a remote vote before the shareholders' meeting through other electronic communication methods, such as, among others, through one or several websites. It shall specify the practical terms of any such remote vote in the convening notice.

The company will ensure that, when arranging remote electronic voting before the shareholders' meeting, either through the sending of a form by electronic means or through other electronic communication methods, it will be able, through the system used, to control the identity and capacity as shareholder of each person casting a vote electronically.

Shareholders voting remotely, must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the conditions set out in these articles of association."

4. Proxy for the coordination of the articles of association and publication formalities.

Proposal of resolution: The extraordinary meeting of shareholders decides to grant a special proxy to notary public Marie-Ghislaine Brosens, with offices in Beerse, to draw up the coordinated text of the articles of association, to sign the coordinated version of the articles of association and to file a copy thereof with the clerk's office of the competent commercial court and to fulfil all publication and other administrative formalities in execution of the resolutions adopted. The extraordinary meeting of shareholders further decides to grant all powers to each director to execute the resolutions adopted.

3. Vote instructions

The Proxy Holder shall in the name and for the account of the undersigned vote as follows:

	IN FAVOR	AGAINST	ABSTENTION
<p>1. The extraordinary meeting of shareholders decides to renew the authorization of the board of directors to buy-in, in accordance with article 620 § 1 of the Companies Code, the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders and decides to replace article 12 last paragraph of the articles of association with the following text: <i>"Furthermore, the board of directors is authorized to buy-in the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of 25 November 2014 pursuant to which such power was granted."</i></p>			
<p>2. The extraordinary meeting of shareholders decides to replace the word "three" at the end of article 13 paragraph 1 and paragraph 2, first sentence, of the articles of association in "four" pursuant to which the text of article 13 paragraph 1 and paragraph 2, first sentence of the articles of association, shall read as follows: <i>"The company is managed by a board consisting of at least three members and at maximum nine, each appointed for a period of maximum four years. The directors, shareholder or not, are appointed by the shareholders' meeting for a period that does not exceed four years. [...]"</i>.</p>			
<p>3. The extraordinary meeting of shareholders decides to insert an article 30bis in the articles of association, that shall read as follows: <i>"Each shareholder may vote remotely before a shareholders' meeting, by completing and returning a paper form or, if permitted by the company in the notice convening the shareholders' meeting, by completing and returning a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law). The form for remote voting shall be made available by the company.</i> <i>The original signed paper form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the shareholders' meeting. Voting through the sending of the signed electronic form may occur until the calendar day before the date of the shareholders' meeting.</i> <i>The company may also organize a remote vote before the shareholders' meeting through other electronic communication methods, such as, among others, through one or several websites. It shall specify the practical terms of any such remote vote in the convening notice.</i> <i>The company will ensure that, when arranging remote electronic voting before the shareholders' meeting, either through the sending of a form by electronic means or through other electronic communication methods, it will be able, through the system used, to control the identity and capacity as shareholder of each person casting a vote electronically.</i></p>			

<i>Shareholders voting remotely, must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the conditions set out in these articles of association."</i>			
4. The extraordinary meeting of shareholders decides to grant a special proxy to notary public Marie-Ghislaine Brosens, with offices in Beerse, to draw up the coordinated text of the articles of association, to sign the coordinated version of the articles of association and to file a copy thereof with the clerk's office of the competent commercial court and to fulfil all publication and other administrative formalities in execution of the resolutions adopted. The extraordinary meeting of shareholders further decides to grant all powers to each director to execute the resolutions adopted.			

In absence of any voting instructions, the Proxy Holders shall approve (*) – reject (*) – abstain from voting (*) as regards to the resolution proposals mentioned on the agenda

(*) delete what is not applicable.

Drawn up at.....on.....

Signature of the shareholder²:

If the shareholder is not a physical person:

Name of the person who signs:

Function:

Legal Entity:

Who declares to be authorized to sign this proxy in the name and on behalf of the shareholder mentioned on p.1.

The notification of the appointment of a proxy holder must be made in writing or by electronic means to Euroclear Belgium, to the attn. of Issuer Relations, Koning Albert II-laan 1, 1210 Brussel (email: ebe.issuer@euroclear.com / fax: +32 2 337 54 46) and must be received ultimately on 19 November 2014 at 16:00h.

² The signature should be preceded by the words “good for proxy / goed voor volmacht” (in handwriting).