



Proxy¹ for the Ordinary General Meeting of shareholders of 28 May 2019

Undersigned (*Full name of shareholder*):

Full address of shareholder:
.....
.....

Holder of dematerialized / nominative (*) 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 appropriate)

Appoints as special proxy holder:

Mister – Madame – Legal Entity
(*Fill in full name*)

Hereafter called the "Proxy holder".

To represent him / her at the Ordinary General Meeting of shareholders which shall be held in the Hotel Martin's Klooster, O.L.Vrouwstraat 18, 3000 Leuven **on Tuesday 28 May 2019, at 11:00 am (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 This proxy is not a proxy solicitation and cannot be used for the purposes of article 549 of the Company Code.

2. Agenda

1. Reading and discussion about the report of the Board of Directors, the annual accounts and consolidated annual accounts of the financial year closed on 31 December 2018.
2. Reading of and discussion about the Auditor's Report on the above mentioned accounts.
3. Approval of the annual accounts of the financial year closed on 31 December 2018
Resolution proposal: The Ordinary General Meeting approves the annual accounts of the financial year closed on 31 December 2018.
4. Approval of the appropriation of the result of the financial year closed on 31 December 2018.
Resolution proposal: The Ordinary General Meeting decides to appropriate the result of the financial year closed on 31 December 2018 as proposed by the Board of Directors. The Ordinary General Meeting decides to distribute a dividend of € 1,875 mio (this means € 1,25 gross per share) against presentation of coupon no 10, with payment date: 14 June 2019 (ex-date: 12 June 2019 and record date: 13 June 2019).
5. Approval of the Remuneration Report of the financial year closed on 31 December 2018.
Resolution proposal: The Ordinary General Meeting approves the Remuneration Report of the financial year closed on 31 December 2018.
6. Discharge to the Board members for the financial year closed on 31 December 2018.
Resolution proposal: The Ordinary General Meeting grants discharge to the Board members for the execution of their mandate during the financial year closed on 31 December 2018.
7. Discharge to the Auditor for the financial year closed on 31 December 2018
Resolution proposal: The Ordinary General Meeting grants discharge to the Auditor for the execution of his mandate during the financial year closed on 31 December 2018.
8. Statutory nominations:
 - a. The mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote is expiring. Proposal to renew the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.
Resolution proposal: The Ordinary General Meeting approves the renewal of the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.
 - b. The mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos is expiring. Proposal to renew the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.
Resolution proposal: The Ordinary General Meeting approves the renewal of the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.
9. Any other business

3. Vote instructions

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

Resolution proposal	Approve	Reject	Abstention
3. The Ordinary General Meeting approves the annual accounts of the financial year closed on 31 December 2018.			
4. The Ordinary General Meeting decides to appropriate the result of the financial year closed on 31 December 2018 as proposed by the Board of Directors. The Ordinary General Meeting decides to distribute a dividend of € 1,875 mio (this means € 1,25 gross per share) against presentation of coupon no 10, with payment date: 14 June 2019 (ex-date: 12 June 2019 and record date: 13 June 2019).			
5. The Ordinary General Meeting approves the Remuneration Report of the financial year closed on 31 December 2018.			
6. The Ordinary General Meeting grants discharge to the Board members for the execution of their mandate during the financial year closed on 31 December 2018.			
7. The Ordinary General Meeting grants discharge to the Auditor for the execution of his mandate during the financial year closed on 31 December 2018.			
8.a. The Ordinary General Meeting approves the renewal of the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			
8.b The Ordinary General Meeting approves the renewal of the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.			

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 aton.....

Signature of the shareholder:

The signature should be preceded by the words "good for proxy" (in handwriting).

If the shareholder is not a physical person:

Name of the person who signs

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

Function:

Legal Entity: