



Proxy¹ for the Ordinary General Meeting of shareholders of Wednesday 27 May 2020

Undersigned (*Full name of shareholder*):

Full address of shareholder:
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Holder ofdematerialized / 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: Ms Karin Leysen, secretary of the General Meeting (RD no 4 of 9 April 2020, art. 6, §4 – Covid-19 pandemic measures, proxy holder is one designated person

Hereafter called the "Proxy holder".

To represent him / her at the Ordinary General Meeting of shareholders which shall be held via electronic communicatie (Zoom Video Call) **on Wednesday 27 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 7:145 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 2019.
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 2019
Resolution proposal: The Ordinary General Meeting approves the annual accounts of the financial year closed on 31 December 2019.
4. Approval of the appropriation of the result of the financial year closed on 31 December 2019.
Resolution proposal: The Ordinary General Meeting decides to appropriate the result of the financial year closed on 31 December 2019 as proposed by the Board of Directors. The Ordinary General Meeting decides to distribute a dividend of € 2,625 mio (this means € 1,75 gross per share) against presentation of coupon no 11, with payment date: 12 June 2020 (ex-date: 10 June 2020 and record date: 11 June 2020).
5. Approval of the Remuneration Report of the financial year closed on 31 December 2019.
Resolution proposal: The Ordinary General Meeting approves the Remuneration Report of the financial year closed on 31 December 2019.
6. Discharge to the Board members for the financial year closed on 31 December 2019.
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 2019.
7. Discharge to the Auditor for the financial year closed on 31 December 2019.
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 2019.
8. Statutory nominations:
 - a. Appointment of YASS BV, represented by its permanent representative Mrs. Ann De Schepper, as independent Board member for a period of 3 years. The Board has determined that YASS BV, represented by its permanent representative Mrs. Ann De Schepper complies with all criteria required by the Code on Companies and Associations and the Corporate Governance Code and thus can be considered as an independent director.
Resolution proposal: The Ordinary General Meeting decides to appoint YASS BV, represented by its permanent representative Mrs. Ann De Schepper, as independent Board member for a period of 3 years. The mandate will, subject to renewal, automatically end after the Annual Meeting of Shareholders of 2023. The Directors' remuneration amounts to € 20.250 in 2020. 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 the Auditor of Deloitte Bedrijfsrevisoren, represented by Mr. Luc Van Coppenolle, is expiring. Proposal to renew the mandate of the Auditor of Deloitte Bedrijfsrevisoren, represented by Mr. Luc Van Coppenolle, for a period of 3 years.
Resolution proposal: The Ordinary General Meeting approves the renewal of the mandate of the Auditor of Deloitte Bedrijfsrevisoren, represented by Mr. Luc Van Coppenolle, for a period of 3 years. The mandate will automatically end, unless renewed after the Ordinary General Meeting of Shareholders of 2023. The annual fee for audit services amounts to € 53.400. This amount is yearly indexable.
9. Any other business

3. Vote instructions

RD no 4 of 9 April 2020, art. 6, §4 – Covid-19 pandemic measures – VOTE INSTRUCTIONS ARE MANDATORY AND MUST BE GIVEN FOR EACH RESOLUTION PROPOSAL TO MAKE A VALID PROXY

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 2019.			
4. The Ordinary General Meeting decides to appropriate the result of the financial year closed on 31 December 2019 as proposed by the Board of Directors. The Ordinary General Meeting decides to distribute a dividend of € 2,625 mio (this means € 1,75 gross per share) against presentation of coupon no 11, with payment date: 12 June 2020 (ex-date: 10 June 2020 and record date: 11 June 2020).			
5. The Ordinary General Meeting approves the Remuneration Report of the financial year closed on 31 December 2019			
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 2019.			
7. The Ordinary General Meeting grants discharge to the Auditor for the execution of his mandate during the financial year closed on 31 December 2019.			
8a The Ordinary General Meeting decides to appoint YASS BV, represented by its permanent representative Mrs. Ann De Schepper, as independent Board member for a period of 3 years. The mandate will, subject to renewal, automatically end after the Annual Meeting of Shareholders of 2023. The Directors' remuneration amounts to € 20.250 in 2020. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year			
8b The Ordinary General Meeting approves the renewal of the mandate of the Auditor of Deloitte Bedrijfsrevisoren, represented by Mr. Luc Van Coppenolle, for a period of 3 years. The mandate will automatically end, unless renewed after the Ordinary General Meeting of Shareholders of 2023. The annual fee for audit services amounts to € 53.400. This amount is yearly indexable.			

In absence of any voting instructions, the Proxy Holder shall *approve – reject – abstain* from voting as regards to the resolution proposals mentioned on the agenda (*delete what is not applicable*).

In case of a revised agenda, the Proxy Holder shall *approve – reject – abstain* from voting as regards to the new resolution proposals mentioned on the revised agenda (*delete what is not applicable*)

Important note: did you give vote instructions for each resolution proposal above?

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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:

This proxy can be sent per ordinary mail or e-mail. If by e-mail a legible scan or photograph of the proxy is sufficient.