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**Proxy[[1]](#footnote-1) for the ordinary general meeting of shareholders of  
Wednesday 25 May 2022**

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: Ms Karin Leysen/…………………………………………………………………………………………………..

*(in case you want to appoint another person, delete Karin Leysen and fill in new name)*

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 25 May 2022, 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. **Agenda**
2. 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 2021.
3. Reading of and discussion about the auditor’s report on the above mentioned accounts.
4. Approval of the annual accounts of the financial year closed on 31 December 2021  
   *Resolution proposal: The ordinary general meeting approves the annual accounts of the financial year closed on 31 December 2021.*
5. Approval of the appropriation of the result of the financial year closed on 31 December 2021.  
   *Resolution proposal: The ordinary general meeting decides to appropriate the result of the financial year closed on 31 December 2021 as proposed by the board of directors. The ordinary general meeting decides to distribute a dividend of € 4.200 mio (this means € 2.80 gross per share) against presentation of coupon no 13, with payment date: 10 June 2022 (ex-date: 8 June 2022 and record date: 9 June 2022).*
6. Approval of the Remuneration Policy of the company.

*Resolution proposal: The ordinary general meeting approves the remuneration policy as mentioned in the annual report 2021.*

1. Approval of the remuneration report of the financial year closed on 31 December 2021.

*Resolution proposal: The ordinary general meeting approves the remuneration report of the financial year closed on 31 December 2021.*

1. Discharge to the board members for the financial year closed on 31 December 2021.

*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 2021.*

1. Discharge to the auditor for the financial year closed on 31 December 2021.   
   *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 2021.*
2. Statutory nominations:
   1. Appointment of Mr Hans-Rudolf Orgs as director.   
      The mandate of Mr Hans-Rudolf Orgs ends. Proposal to renew the mandate Mr Hans-Rudolf Orgs as director for a period of 4 years.   
      *Resolution proposal: The Annual Meeting approves the renewal of the mandate of* Mr Hans-Rudolf Orgs*, as director for a period of 4 years. The mandate ends automatically, unless renewed, after the Annual Meeting held in 2026. The directors’ remuneration amounts to € 20,750 for 2022. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
3. **Vote instructions**

**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.**

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

|  |  |  |  |
| --- | --- | --- | --- |
| Resolution proposal | Approve | Reject | Abstention |
| 1. *The ordinary general meeting approves the annual accounts of the financial year closed on 31 December 2021.* |  |  |  |
| 1. *The ordinary general meeting decides to appropriate the result of the financial year closed on 31 December 2021 as proposed by the board of directors. The ordinary general meeting decides to distribute a dividend of € 4.200 mio (this means € 2.80 gross per share) against presentation of coupon no 13, with payment date: 10 June 2021 (ex-date: 8 June 2022 and record date: 9 June 2022).*. |  |  |  |
| 1. *The ordinary general meeting approves the remuneration policy as mentioned in the annual report 2021*. |  |  |  |
| 1. *The ordinary general meeting approves the remuneration report of the financial year closed on 31 December 2021.*. |  |  |  |
| 1. The ordinary general meeting grants discharge to the board members for the execution of their mandate during the financial year closed on 31 December 2021. |  |  |  |
| 1. The ordinary general meeting grants discharge to the auditor for the execution of his mandate during the financial year closed on 31 December 2021. |  |  |  |
| 9a. *The Annual Meeting approves the renewal of the mandate of* Mr Hans-Rudolf Orgs*, as director for a period of 4 years. The mandate ends automatically, unless renewed, after the Annual Meeting held in 2026. The directors’ remuneration amounts to € 20,750 for 2022. 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 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?**

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

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: ……………………………………………………….

1. This proxy is not a proxy solicitation and cannot be used for the purposes of article 7:145 of the Company Code. [↑](#footnote-ref-1)