

General Shareholders' Meeting

1. *Communication of and discussion on the annual report of the board of directors and the report of the statutory auditor on the statutory financial statements for the fiscal year ended on December 31, 2009.*

2. *Communication and approval of the statutory financial statements of the Company for the fiscal year ended on December 31, 2009, and of the proposed allocation of the result.*

Proposed resolution: approval of the statutory financial statements of the Company for the fiscal year ended on December 31, 2009, including the allocation of the result as proposed by the board of directors.

FOR	
AGAINST	
ABSTAIN	

3. *Communication of and discussion on the annual report of the board of directors and the report of the statutory auditor on the consolidated financial statements for the fiscal year ended on December 31, 2009.*

4. *Communication of the consolidated financial statements of the Company for the fiscal year ended on December 31, 2009.*

5. *Discharge from liability to the directors.*

Proposed resolution: to grant discharge from liability to the directors for the exercise of their mandate during the fiscal year ended on December 31, 2009.

a/ Frank Donck	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
b/ Duco Sickinghe	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
c/ Alex Brabers	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
d/ André Sarens	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
e/ De Wilde J. Management BVBA (Julien De Wilde)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
f/ Friso van Oranje- Nassau	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
g/ Cytifinance NV (Michel Delloye)	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
h/ Charles Bracken	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN

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i/ Shane O'Neill	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
j/ Jim Ryan	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
k/ Gene Musselman	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
l/ Bernie Dvorak	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
m/ Ruth Pirie	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
n/ Niall Curran	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
o/ Diederik Karsten	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
p/ Manuel Kohnstamm	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN

6. *Discharge from liability to the statutory auditor.*

Proposed resolution: *to grant discharge from liability to the statutory auditor for the exercise of their mandate during the fiscal year ended on December 31, 2009.*

FOR	
AGAINST	
ABSTAIN	

7. *Re-election of an Independent Director.*

Proposed resolution: *Re-election, upon nomination in accordance with the articles of association of the company, of Mr. Friso van Oranje-Nassau, as Independent Director (as defined in the articles of association of the company), with immediate effect and until the closing of the general shareholders' meeting of 2014. This director is an Independent Director because this director satisfies the conditions set out in the articles of association of the company as well as the criteria set out in article 526ter of the Belgian Company Code.*

FOR	
AGAINST	
ABSTAIN	

8. *Determination of the remuneration for the directors of the Company.*

Proposed resolution: *1/for all directors except the directors appointed upon nomination of the majority shareholder and the chief executive officer: determination of (i) a fixed remuneration of €30,000 per annum for each of these directors and of €60,000 per annum for the Chairman of the Board of Directors; and (ii) a fee of €2,500 for each meeting of the Board of Directors attended; 2/ for all directors appointed upon nomination of the majority shareholder: determination of (i) a fixed remuneration of €12,000 per annum for each of these directors and (ii) a fee of €2,000 for each meeting of the Board of Directors attended . The fixed remuneration of a director will only be paid in so far the director attends at least half of the scheduled meetings of the Board of Directors per year. There will not be a separate remuneration for the meetings of the committees of the Board of Directors. The rules laid down in the Corporate Governance Charter of the Company shall further apply.*

FOR	
AGAINST	
ABSTAIN	

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In case of amendments to a proposed resolution or a new proposed resolution:¹

- the Undersigned votes for the amended or new resolution
- the Undersigned votes against the amended or new resolution
- the Undersigned abstains from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr/Mrs
.....

¹ *Absence of instructions on this form or to the proxy holder shall be tantamount to an instruction to vote for the amended or new resolution.*

Done at, on April 2010.

Signature(s):.....