

GREENYARD
public limited liability company
Strijbroek 10
2860 Sint-Katelijne-Waver
RLP Antwerp, Mechelen division
VAT BE 0402.777.157

PROXY FOR THE ORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 15, 2017¹

The undersigned²:

.....
.....
.....

- hereinafter referred to as the “**principal**” -,

holder of

..... registered shares,

..... dematerialized shares³

in Greenyard NV, having its registered office at Strijbroek 10, 2860 Sint-Katelijne-Waver, and entered in the register of legal persons in Antwerp, Mechelen division, under company number 0402.777.157,

hereby appoints as his/her/its special proxy⁴:

.....
.....
.....

- hereinafter referred to as the “**proxy**” -,

¹ This proxy is not a proxy request and may not be used in the cases provided for in sections 548 and 549 of the Belgian Companies’ Code.

² TO BE COMPLETED:

- for private individuals: surname, first name and full address;
- for legal persons: name, legal form, registered office and company number, plus the name and position of the private individual(s) validly signing the proxy on behalf of the legal person.

³ TO BE COMPLETED.

⁴ TO BE COMPLETED: surname, first name and complete address.

to whom the principal grants all powers to

- (a) represent him/her/it at the **ordinary general meeting of Greenyard NV**, to be held on Friday, September 15, 2017 at 2 p.m. (CET) (immediately after the extraordinary general meeting), at the company's registered office, located at Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium),
- (b) take part on his/her/its behalf in all deliberations concerning the agenda items listed in the agenda and
- (c) vote in the manner indicated below on the agenda items listed in the agenda⁵:

AGENDA FOR THE ORDINARY GENERAL MEETING

First agenda item: perusal of the annual report by the board of directors and the report by the statutory auditor on the annual accounts and the consolidated financial statements regarding the financial year ending on March 31, 2017.

Second agenda item: discussion and approval of the annual accounts regarding the financial year ending on March 31, 2017, including the allocation of the result.

Resolution proposal: the ordinary general meeting resolves to approve the annual accounts regarding the financial year ending on March 31, 2017, including the allocation of the result, as proposed by the board of directors.

For	
Against	
Abstention	

Third agenda item: approval of the remuneration report regarding the financial year ending on March 31, 2017, including the remuneration accorded to the directors during the financial year ending on March 31, 2017.

Resolution proposal: the ordinary general meeting resolves to approve the remuneration report regarding the financial year ending on March 31, 2017, including the remuneration accorded to the directors during the financial year ending on March 31, 2017.

For	
Against	
Abstention	

⁵ In each case, please indicate how the proxy is to vote by ticking the appropriate box after the agenda item and resolution proposal.

Fourth agenda item: intimation and discussion of the consolidated financial statements regarding the financial year ending on March 31, 2017.

Fifth agenda item: notification of resignation of directors.

Resolution proposal: the ordinary general meeting takes note of the resignation of:

- *Mr Peter Gain, domiciled at London W148AA (United Kingdom), Holland Park, 22 Ilchester Place, as non-executive and non-independent director, with effect as of September 27, 2016;*
- *Mr Aalt Dijkhuizen, domiciled at 3961 CS Wijk bij Duurstede (the Netherlands), Dr. Cuypersstraat 11, as non-executive and independent director, with effect as of February 21, 2017;*
- *Mr Marc Wittemans, domiciled at 3110 Rotselaar, Beatrijslaan 91, as non-executive and non-independent director, with effect as of June 21, 2017.*

For	
Against	
Abstention	

Sixth agenda item: discharge in favour of the directors and permanent representatives of the directors-companies.

Resolution proposal: the ordinary general meeting resolves to grant full, complete discharge to each director individually and to the permanent representatives of those directors that are companies, including the former directors and permanent representatives of the former directors-companies, viz. Mr Jozef Marc Rosiers, Argalix BVBA (represented by Mr Francis Kint in his capacity of permanent representative), Ardiego BVBA (represented by Mr Arthur Goethals in his capacity of permanent representative), The Marble BVBA (represented by Mr Luc Van Nevel in his capacity of permanent representative), Mr Peter Maenhout, Mr Peter Gain, Mr Aalt Dijkhuizen and Mr Marc Wittemans, for the performance of their duties during the financial year ending on March 31, 2017.

For	
Against	
Abstention	

Seventh agenda item: discharge in favour of the statutory auditor and its permanent representatives.

Resolution proposal: the ordinary general meeting resolves to grant full, complete discharge to the statutory auditor and to its permanent representatives, for the performance of their duties during the financial year ending on March 31, 2017.

For	
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Against	
Abstention	

Eighth agenda item: definitive appointment of Aalt Dijkhuizen B.V., represented by Mr Aalt Dijkhuizen in his capacity of permanent representative, as non-executive and independent director.

Resolution proposal: the ordinary general meeting resolves in accordance with section 519 of the Belgian Companies' Code to definitively appoint Aalt Dijkhuizen B.V., represented by Mr Aalt Dijkhuizen in his capacity of permanent representative, having its registered office at 3961 CS Wijk bij Duurstede (the Netherlands), Dr. Cuyperstraat 11, which was co-opted by the board of directors of February 21, 2017 in replacement of Mr Aalt Dijkhuizen, who voluntarily resigned with effect as of that date, as non-executive and independent director of the company for a period which ends immediately after the ordinary general meeting in 2020 regarding the financial year ending on March 31, 2020. The ordinary general meeting takes note of the fact that the director concerned fulfils the conditions of independence as set out in section 526ter of the Belgian Companies' Code. The ordinary general meeting resolves that its mandate will be remunerated on the same basis as those of the other non-executive directors.

For	
Against	
Abstention	

Ninth agenda item: dispensation with the application of section 520ter, second paragraph of the Belgian Companies' Code for the current financial year ending on March 31, 2018.

Resolution proposal: the ordinary general meeting resolves to approve dispensation with the application of section 520ter, second paragraph of the Belgian Companies' Code for the current financial year ending on March 31, 2018.

For	
Against	
Abstention	

Tenth agenda item: amendment of the remuneration policy for non-executive directors.

Resolution proposal: the ordinary general meeting resolves to amend the remuneration policy for non-executive directors of the company with effect as from April 1, 2016 in such a way that the annual fixed remuneration and attendance fees which the non-executive directors receive for the performance of their mandate as director, cover all costs, with the exception of the international travel expenses incurred by the non-executive directors domiciled outside Belgium in carrying out their mandate.

For	
Against	
Abstention	

Eleventh agenda item: approval of change of control provisions according to section 556 of the Belgian Companies' Code.

Resolution proposal: the ordinary general meeting resolves in accordance with section 556 of the Belgian Companies' Code to approve and, in so far as necessary, ratify (i) clause 10.1 ('Exit') of the € 375,000,000 Facilities Agreement of December 22, 2016 between the company and certain of its subsidiaries (as 'Original Borrowers' and 'Original Guarantors'), of the one part, and KBC Bank NV (as 'Coordinator'), BNP Paribas Fortis SA/NV, ING Belgium NV/SA, KBC Bank NV (as 'Bookrunning Mandated Lead Arrangers'), ABN Amro Bank N.V., Belfius Bank NV, Coöperatieve Rabobank U.A. (as 'Mandated Lead Arrangers'), and ING Bank N.V. (as 'Agent' and 'Security Agent'), of the other part (the "Facilities Agreement"); (ii) condition 6(a) ('Conversion Period and Conversion Price'), condition 6(b)(x) ('Adjustment of Conversion Price') and condition 7(d) ('Redemption at the Option of Bondholders') of the Terms and Conditions in the Subscription Agreement of December 8, 2016 relating to € 125,000,000 3.75% guaranteed convertible bonds between Greenyard Fresh Holding BE NV (formerly known as FieldLink NV) (as 'Issuer') and the company (as 'Guarantor'), of the one part, and Joh. Berenberg, Gossler & Co. KG, Frankfurt Branch and BNP Paribas Fortis SA/NV (as 'Joint Global Coordinators') and Bank Degroof Petercam SA/NV, KBC Bank NV and Daiwa Capital Markets Europe Limited (as 'Joint Bookrunners'), of the other part (the "Subscription Agreement"); and (iii) any other clause of (a) the Facilities Agreement and the Subscription Agreement and (b) all other documents and transactions relating to the Facilities Agreement and the Subscription Agreement granting rights to third parties affecting the assets of Greenyard NV or causing a debt or an undertaking for the company, whenever the exercise of such rights depends on the launch of a public takeover bid on the shares of Greenyard NV or a change of control thereof.

For	
Against	
Abstention	

POWERS OF THE PROXY

The aforementioned proxy may, on the basis of this proxy, vote on behalf of the undersigned principal or abstain from voting on all proposals for resolution regarding the agenda items at the ordinary general meeting, as the case may be in accordance with the above voting instructions.

In addition, the principal grants the proxy all powers (i) to take part in all other general meetings that might subsequently be held with the same agenda in the event that the first general meeting cannot

validly deliberate and resolve, (ii) to cast all votes, (iii) to agree to or reject all amendments, (iv) to sign all deeds, minutes and attendance lists, (v) to make all declarations, including a declaration of dispensation with the deadlines and formalities for calling the meeting as provided for in sections 533 and 535 of the Belgian Companies' Code, (vi) to substitute another in his/her place and (vii) in general, to do all that is necessary or useful, even if not expressly provided for.

The undersigned principal undertakes to hold the proxy harmless for any loss that he/she might incur as a result of any act engaged in execution of this proxy, providing always that he/she shall have adhered to the limits of his/her authority. The undersigned principal furthermore undertakes to not demand the nullity of any resolution voted in favour of by the proxy and not to claim any compensation from him/her, providing always that said proxy shall have adhered to the limits of his/her authority.

IMPORTANT NOTICES

Appointment of a proxy (whether a shareholder or otherwise) by a shareholder is effected by means of this form of proxy, which must be signed by the shareholder. A shareholder wishing to be represented must comply with the participation formalities of prior registration and confirmation of participation as set forth in the notice calling the ordinary and extraordinary general meeting. For any given general meeting, the shareholder may appoint only one person as a proxy, unless exceptions are provided in the Belgian Companies' Code.

To be valid, the company must be given notice of the proxy by ordinary post (Greenyard NV, for the attention of Ms Fran Ooms, legal counsel, Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium)) or e-mail (fran.ooms@greenyard.group) **no later than Friday, September 8, 2017.**

Without prejudice to the possibility in accordance with section 549, second paragraph, of the Belgian Companies' Code of deviating from (any) voting instructions in certain circumstances, the proxy shall cast his/her vote in accordance with the voting instructions of the shareholder that appointed him/her. The proxy must keep a register of the voting instructions for at least one year and confirm, on the shareholder's request that he/she abided by the voting instructions.

As stated in the notice calling the ordinary and extraordinary general meeting (and according to the procedures set down therein), one or more shareholders that alone or collectively own three per cent (3%) of the company's share capital may make use of their right according to section 533ter of the Belgian Companies' Code to have one or more items placed on the agenda and to lodge resolution proposals with regard to items included or to be included on the agenda.

As the case may be, the company will make the forms that can be used for voting by proxy available to its shareholders no later than Thursday, August 31, 2017, on its website (www.greenyard.group, under Investor Relations, Corporate Governance, General Shareholders' Meetings), supplemented with the additional items and the relevant resolution proposals that might be placed on the agenda and/or with just any resolution proposals that might be formulated.

In that case, the following rules will apply:

- (a) If this proxy has been validly notified to the company prior to publication of the supplemented agenda for the ordinary general meeting (i.e. no later than Thursday, August 31, 2017), this proxy shall remain valid for the items on the agenda for which it was given;
- (b) If the company has published a supplemented agenda containing one or more new resolution proposals for items that were originally contained on the agenda, the proxy may deviate from

any instructions that the principal might have issued if implementation of those instructions could harm the principal's interests. In such event, the proxy must inform the principal of this fact;

- (c) If the company has published a supplemented agenda containing one or more new items, the proxy must state whether the proxy is empowered to vote on those new items or whether he/she requires to abstain. In the light of the foregoing, the proxy must, as the case may be⁶:
- refrain from voting on the new items and the relevant resolution proposals that might be included on the agenda for the ordinary general meeting;
 - vote on the new items and the relevant resolution proposals that might be included on the agenda for the ordinary general meeting as he/she sees fit, taking account of the principal's interests.

If the principal has not ticked any of these boxes or if the principal has ticked both of them, the proxy must refrain from voting on the new items and the relevant resolution proposals that might be included on the agenda for the ordinary general meeting.

Issued and signed aton

Signature of the shareholder/principal

.....
(name of shareholder/principal)

Additionally for shareholders that are legal persons:

.....
(name and position of the person(s) validly signing on behalf of the shareholder/principal)

(signature(s) must be preceded by the words "valid as proxy" written in the signatory's own hand)

⁶ TICK AS APPROPRIATE.