

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

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**PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 16, 2016<sup>1</sup>**

**The undersigned<sup>2</sup>:**

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

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

holder of

..... registered shares,  
..... dematerialized shares<sup>3</sup>

in Greenyard Foods 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 proxy<sup>4</sup>:**

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

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

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<sup>1</sup> This proxy is not a proxy request and may not be used in the cases provided for in sections 548 and 549 of the Company Code.

<sup>2</sup> **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.

<sup>3</sup> **DELETE AS APPLICABLE.**

<sup>4</sup> **TO BE COMPLETED:** surname, first name and complete address.

to whom the principal grants all powers to

- (a) represent him/her/it at the **extraordinary general meeting of Greenyard Foods NV**, to be held before the notary public Stéphane Van Roosbroeck on Friday, September 16, 2016, at 1.45 p.m. (CET), 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 agenda<sup>5</sup>:

**AGENDA FOR THE EXTRAORDINARY GENERAL MEETING**

**First agenda item:** change of company name.

*Resolution proposal:* the extraordinary general meeting resolves to change the name of the company, as laid down in article 1 of the articles of association of the company, from “Greenyard Foods” to “Greenyard”.

For	
Against	
Abstention	

**Second agenda item:** amendment and co-ordination of the articles of association – publication formalities.

*Resolution proposal:* the extraordinary general meeting resolves to amend the articles of association of the company to align these articles of association with the approved resolution and instructs the notary public to co-ordinate, deposit and publish the articles of association following this amendment to the articles of association.

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 extraordinary 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

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

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 Company 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 meetings. For any given general meeting, the shareholder may appoint only one person as a proxy, unless exceptions are provided in the Company Code.

To be valid, the company must be given notice of the proxy by ordinary post (Greenyard Foods NV, for the attention of Ms Fran Ooms, legal counsel, Strijbroek 10, 2860 Sint-Katelijne-Waver (Belgium)) or e-mail (ir@greenyardfoods.com) **no later than Friday, September 9, 2016.**

Without prejudice to the possibility in accordance with section 549, second paragraph, of the Company 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 meetings (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 Company 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, September 1, 2016, on its website ([www.greenyardfoods.com](http://www.greenyardfoods.com), 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 extraordinary general meeting (i.e. no later than Thursday, September 1, 2016), 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 be<sup>6</sup>:
- refrain from voting on the new items and the relevant resolution proposals that might be included on the agenda for the extraordinary general meeting;
  - vote on the new items and the relevant resolution proposals that might be included on the agenda for the extraordinary 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 extraordinary general meeting.

Issued and signed at .....on .....

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)**

\_\_\_\_\_  
<sup>6</sup> **TICK AS APPROPRIATE.**