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Only Dutch proxies will be accepted.*

POWER OF ATTORNEY

The undersigned:

[NAME], [ADDRESS],

grants full powers of attorney to

[NAME], [ADDRESS],

with power of substitution, to represent him/her/it at the annual general meeting of Arseus NV which will be held at 8790 Waregem, Textielstraat 24 on Tuesday 13 May 2008 at 3 pm, in order to decide upon the following agenda:

1. Reading, deliberating and commenting of the annual report of the board of directors and the statutory auditor's report on the annual accounts for the accounting year 2007.
2. Discussion and approval of the annual accounts closed on December 31st 2007.
Motion to vote. Approval of the annual accounts closed on December 31st 2007.
3. Appropriation of the result of the financial year closed on December 31st 2007.
Motion to vote: Approval of the allocation of the result as included in the annual accounts including a gross dividend of EUR 0.06 per share.
4. Communication of the consolidated annual accounts and the consolidated reports.
5. Granting discharge to the members of the board of directors and the statutory auditor.
Motion to vote: By separate vote, granting full discharge to the directors and statutory auditor who were active during the financial year 2007 for the tasks executed by them during the course of the financial year.
6. Appointment of independent director in accordance with article 524 §4 of the Belgian Company code, and remuneration.
Motion to vote: appointment of Mr Rudi De Becker as independent director in accordance with and fulfilling the criteria stipulated in article 524 §4 of the Belgian Company code for a period of 2 years, up to and including the annual meeting to be held in 2010. Establishment of the remuneration of Mr Rudi De Becker at EUR 20,000 per annum.
7. Acknowledgement of the remuneration of non-executive directors.
The shareholders take notice of the fact that the annual remunerations for non-executive directors, as approved at the general shareholders' meeting of October 4th 2007, shall remain unchanged for 2008.

8. As a consequence of the modified scope of the control, revision of the remuneration of the statutory auditor, PricewaterhouseCoopers Bedrijfsrevisoren BCVBA, appointed at the moment of the creation of the company on June 29th 2007, for a period of three years, up to and including the annual meeting to be held in 2010.

Motion to vote: Revision of the remuneration of the statutory auditor, PricewaterhouseCoopers Bedrijfsrevisoren BCVBA, for executing his mandate (statutory and consolidation) from EUR 2,907 to EUR 39,268 for the accounting year 2007 and EUR 35,094 for each of the two successive accounting years.

9. Explanation and discussion of the Corporate Governance at Arseus NV.

10. Miscellaneous.

The special attorney-in-fact shall have the right to:

- participate at any other general meeting with the same agenda, if the first meeting cannot be validly held;
- participate at any deliberation, make statements, vote on the points on the agenda;
- sign all deeds, documents, certificates, lists of presence, choose residence, and in general, to do anything that proves necessary or useful.

Signed at _____ on _____.

(“Good for proxy” + signature).