



Translation for information purposes only

**POWER OF ATTORNEY
ANNUAL SHAREHOLDERS' MEETING**

The undersigned

Name

First names (legal form)

Domicile (registered office).....
(street and nr)
(area code + commune)

Civil Register number
Company number Register of Companies at

Hereinafter called "*the Principal*",

Acting

* as owner of:

..... shares of Devgen NV

* **in name and on behalf of** the shareholders of the Company whose full identity and the number of shares they own are mentioned in the list below (or attached)

Name	Address	Number of shares	Date of Fiduciary Agreement

hereby appoints

in view of the participation to the annual shareholders meeting of "Devgen" NV at 9052 Gent Zwijnaarde, Technologiepark 30, RPR Ghent number 0461.432.562, (hereafter "the Company")

as his attorney-in-fact and proxy, with the possibility of substitution:

.....(name, address)
.....
.....
.....

Hereinafter called "*the Proxy Holder*",

A. to represent the Principal at the annual shareholders meeting of the Company, which will be held **on June 1st, 2010 at 11 a.m.** at in the offices of the Company, at Technologiepark 30, 9052 Zwijnaarde, Belgium

with the following agenda and proposed resolutions:

AGENDA

1. Discussion of the annual report of the Board of Directors and the report of the statutory Auditor relating to the statutory annual accounts of the Company for the financial year closed on December 31, 2009.
2. Discussion and approval of the statutory annual accounts of the Company for the financial year ended December 31, 2009 and approval of the allocation of the annual result as proposed by the Board of Directors.
Proposed resolution: *The Meeting approves the statutory annual accounts of the Company for the financial year ended December 31, 2009 and the allocation of the annual result as proposed by the Board of Directors.*
 pro contra abstention
3. Discussion of the annual report of the Board of Directors and the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended December 31, 2009.
4. Presentation of the annual consolidated accounts of the Company for the financial year ended December 31, 2009.
5. Discharge of the directors and discharge of the statutory auditor for the exercise of their mandate for the financial year ended December 31, 2009.
Proposed resolution: *By separate vote grant discharge to the Directors and to the statutory auditor in function during the financial year 2009, for the transactions of said financial year.*
 pro contra abstention
6. Re-appointment of the auditor and determination of a remuneration for his mandate.
Proposed resolution: *The meeting approves the re-appointment of Deloitte & Partners Bedrijfsrevisoren, a civil company according to Belgian law which has take the form of a cooperative company with limited liability, with head office at Berkenlaan 8 b, 1831 Diegem, represented by Mr. Gert Vanhees, as statutory auditor of the Company for a period of three years, beginning as of today and ending immediately after the closing of the General*

Shareholders Meeting in 2013 which shall have discussed and voted upon the statutory annual accounts for the financial year ended December 31st, 2012. The meeting approves an auditor's fee of € 46,620 for the audit in Belgium and of € 30,800 for the audit of the foreign subsidiaries audited by Deloitte, each VAT excluded, for the year ending with this Shareholders' Meeting. The meeting approves a fixed annual fee for the auditor of € 54,500 for the audit in Belgium and of € 29,000 for the audit of the foreign subsidiaries audited by Deloitte as of today till the end of the mandate of the auditor.

pro

contra

abstention

B. to represent the Principal at all following meetings with same agenda in the event the above meeting would be postponed.

C. in the name of and on behalf of the Principal, sign all attendance lists, participate in all deliberations, vote on the proposals of resolutions mentioned in the agenda, amend or reject them, sign all deeds, registers, annexes and minutes and, in general, do everything which is useful or necessary to execute this proxy.

The Principal ratifies and approves all acts carried out the Proxy Holder. In the absence of voting instructions to the Proxy Holder regarding one or more items on the agenda, or in case of uncertainty with respect to the given voting instructions, the Proxy Holder will always vote in favour of ("pro") the concerned resolution.

This power of attorney must arrive at the registered office of the Company in Dutch (by mail or telefax: +32 (0)9 324 24 03) at the latest on the fourth working day preceding the date of the Meeting, i.e. May 26th, 2010. The original of this proxy must be handed over at the latest at the time of the Meeting.

[date and signature]