



Translation for information purposes only

SECOND ASSEMBLY

**POWER OF ATTORNEY
GENERAL SHAREHOLDERS' MEETING**

The undersigned:.....(name, address)

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

(in the event of a legal entity) duly represented by:.....(name, address)

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

Hereinafter called "*the mandator*",

Acting (* complete as applicable)

* as owner of:

	shares
	warrants

* in name and for the account of the shareholders of which the full identity and number of shares of which they are the owner are listed in the list below (or attached)

Name	Address	Number of shares	Number of warrants

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hereby appoints, in view of the General Shareholders Meeting of Devgen NV, with registered office at B-9052 Zwijnaarde, Technologiepark 30 and registered with the register of legal persons under number 0461.432.562,

as his/her attorney-in-fact and proxy: (name, address)

.....

Hereinafter called "*the proxy holder*", whom he/she empowers to represent the Undersigned at The Extraordinary Shareholders Meeting of the company, which will be held on Monday August 25th 2008, at 2.30 p.m., in the offices of the company, Devgen NV, Technologiepark 30, 9052 Zwijnaarde.

The AGENDA and PROPOSALS are the following, it being understood that the voting instructions of warrant holders are instructions for advisory votes only.

1. Report

Report of the Board of Directors in accordance with Article 604 of the Belgian Company Code wherein the Board of Directors specifies the special circumstances wherein it will be able to use the authorized capital and purposes thereby pursued.

2. Cancellation in full of the current authorization and grant of a new authorization in the framework of the authorized capital

Proposed resolution

The extraordinary general shareholders' meeting resolves to cancel in full the authorization granted to the Board of Directors by the extraordinary general shareholders' meeting of April 29, 2005, as amended on June 20, 2008, to increase the Company's share capital within the framework of the authorized capital as of the date of publication of the current resolution in the annexes to the Belgian Official Gazette, and resolves to grant a new authorization to the Board of Directors to increase the Company's share capital within the framework of the authorized capital for a period of 5 years as of the date of publication of the current resolution in the annexes to the Belgian Official Gazette, in accordance with the terms set forth below in the new Article 6: Authorized capital of the Company's Articles of Association, which will in full replace the present Article 6 and will read as follows:

"Article 6: Authorized capital

6.1 Authorization

By virtue of the resolution of the extraordinary general shareholders' meeting held on _____, 2008, the board of directors has been expressly authorized to increase the share capital in one or more transactions with an amount equal to the share capital of the Company (hereinafter referred to as the "Authorized Capital Amount"), being EUR 1,341,110.15.

The board of directors can exercise this power for a period of five (5) years as of the publication of the resolution in the annexes to the Belgian Official Gazette.

This authorization may be renewed in accordance with the relevant legal provisions.

6.2 General conditions

a) The capital increases to which can be decided according to this authorization, can take place in accordance with the modalities as are to be decided by the board of directors, such as:

- by means of contribution in cash or in kind, within the limits as permitted by the Belgian Company Code,
- through conversion of reserves and issuance premiums,
- with or without issuance of new shares, with or without voting rights,
- through issuance of convertible bonds, subordinated or not,
- through issuance of warrants or bonds to which warrants or other tangible values are attached,
- through issuance of other securities, such as shares in the framework of a stock option plan.

b) In the framework of the use of its powers within the framework of the authorized capital, the board of directors can limit or cancel the preferential subscription right of the shareholders in the interest of the company, subject to the limitations and in accordance with the conditions provided for by the Belgian Company Code.

This limitation or cancellation can also occur to the benefit of the employees of the company and its subsidiaries, and to the benefit of one or more specific persons even if these are not employees of the company or its subsidiaries.

c) If, following a capital increase that has been decided within the framework of the authorized capital, an issuance premium is paid, the board of directors is authorized and obliged to book such issuance premium onto the account "Issuance Premiums", that shall serve as guarantee for third parties in the same manner as the company's share capital and of which, apart from the possibility to convert this reserve into share capital, can only be disposed in accordance with the rules provided by the Belgian Company Code for amendments to the articles of association.

d) The board of directors is authorized, with power of substitution, to amend the articles of association upon each capital increase realized within the framework of the authorized capital, in order to bring them in accordance with the new situation of the share capital and the shares.

6.3 Temporary provision

The board of directors has currently not made use of the power provided in article 6.1. As a result, the available amount to increase the share capital within the framework of the authorized capital is equal to the Authorized Capital Amount."

pro contra abstention

3. Power

Proposed resolution

The extraordinary general shareholders' meeting resolves to, regardless of the powers of the Board of Directors, grant a power to a director acting alone to amend the amount of the subscribed share capital and the number of shares and the history of the capital in the Articles of Association to the new status of the capital and the shares following the effected realizations of the capital increases, and to register in the temporary provision of Article 6.3 of the Articles of Association to what extent the Board of Directors has made use of the authorized capital.

pro contra abstention

4. Clarification relating to the use of powers of attorney at a general meeting – Amendment to the Articles of Association

Proposed resolution

The extraordinary general shareholders' meeting wishes to clarify that the powers of attorney for the participation to a general meeting of the shareholders must mention the full and correct identity of the shareholder and the number of shares relating to which the shareholder concerned participates to the deliberations and votings. The Board of Directors can, as the case may be, demand that any assembled powers of attorney ("verzamelvolmachten"), powers of attorney that are granted through substitution, or powers of attorney granted by financial institutions, fund managers or account holders in the name and on behalf of several shareholders, must mention the full and correct identity of the shareholder and the number of shares relating to which the shareholder concerned participates to the deliberations and votings; Therefore, it is resolved to

replace Article 37 of the Articles of Association Representation of shareholders, by a new Article 37 as follows:

Article 37: Representation of shareholders

Each shareholder can be represented at the meeting by an attorney-in-fact, shareholder or not, to whom a written power of attorney has been granted and which a) mentions the full and correct identity of the shareholder and b) mentions the number of shares for which the shareholder concerned participates to the deliberations and votings. The Board of Directors can determine the text of these powers of attorney and can, as the case may be, demand that any assembled powers of attorney ("verzamelvolmachten"), powers of attorney that are granted through substitution, or powers of attorney granted by financial institutions, fund managers or account holders in the name and on behalf of several shareholders, must mention the information mentioned under a) and b) above for each individual shareholder in whose name or on whose behalf is participated to the general meeting, and can demand that they shall be deposited at the registered office of the company at least four Business Days prior to the meeting.

Legal persons are represented by the body charged with the representation according to their articles of association, or by a person, shareholder or not, to whom a power of attorney has been granted in accordance with the provisions in this article.

pro contra abstention

C. to represent the mandator at all following meetings with same agenda in the event the above meetings would be postponed.

D. To the extent that the Undersigned is a shareholder of the Company, in the name of and on behalf of the Undersigned, to sign all attendance lists and minutes, to participate to all deliberations, to vote, and, in general, to do everything which is useful or necessary to execute this proxy.

E. To the extent that the Undersigned is a warrant holder of the Company, in the name of and on behalf of the Undersigned to participate to the aforementioned meeting, but only with an advisory vote in accordance with article 537 of the Belgian Company Code, and, to the extent applicable, sign all attendance lists and minutes.

The Undersigned hereby ratifies and approves all acts carried out the proxyholder. In case of absence of voting instructions to the proxyholder relating to the different issues on the agenda, or in case of uncertainty with respect to the given voting instructions, the proxyholder will always vote in favour ("pro") of the proposed resolution.

This power of attorney must be sent in writing in Dutch (by mail or telefax: +32 (0)9 324 24 03 with mail confirmation of the original proxy at the latest on the day of the EGM itself) to the registered office of the Company, arriving at the latest on the fourth working day preceding the date of the Meeting (i.e. August 19, 2008).