



Translation for information purposes only

**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*",

Owner of shares

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,
hereby appoints as his attorney-in-fact and proxy: (name, address)

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

Hereinafter called "*the proxy holder*",

A. Whom he/she empowers to represent the Undersigned at The Shareholders Meeting of the company, which will be held on **Tuesday June 2nd 2009**, at 11.00 a.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. 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, 2008.
2. Discussion and approval of the statutory annual accounts of the Company for the financial year ended December 31, 2008 and approval of the allocation of the annual result as proposed by the Board of Directors.

Proposed resolution: *Approval of the statutory annual accounts of the Company for the financial year ended December 31, 2008 and approval of 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, 2008.
4. Communication of the annual consolidated accounts of the Company for the financial year ended December 31, 2008.
5. Discharge of the directors and discharge of the statutory auditor for the exercise of their mandate for the financial year ended December 31, 2008.

Proposed resolution: *Separate vote granting discharge to the Directors and to the statutory Auditor in function during the financial year 2008, for the transactions of that financial year.*

- Thierry Bogaert bvba, represented by Dr. Thierry Bogaert
 pro contra abstention

- Jan Leemans
 pro contra abstention

- Patrick Van Beneden
 pro contra abstention

- Remi Vermeiren
 pro contra abstention

- Alan Williamson
 pro contra abstention

- Pol Bamelis NV, represented by Mr. Pol Bamelis
 pro contra abstention

- Deloitte Bedrijfsrevisoren, represented by Mr. Gino Desmet
 pro contra abstention

6. Dismissal, appointment and re-appointment of directors.

Proposed resolution: *Re-appointment of the following persons as director of the Company, for a period ending immediately after the closing of the General Shareholders Meeting of the*

year 2013 (relating to the fiscal year 2012): Mr. Patrick Van Beneden, Mr. Alan Williamson and Thierry Bogaert BVBA, represented by Mr. Thierry Bogaert.

Appointment of Mr. Remi Vermeiren as director of the Company as of June 4, 2009, for a period ending immediately after the closing of the General Shareholders Meeting of the year 2013 (relating to the fiscal year 2012).

- Patrick Van Beneden
 pro contra abstention

- Alan Williamson
 pro contra abstention

- Thierry Bogaert bvba, represented by Dr. Thierry Bogaert
 pro contra abstention

- Remi Vermeiren
 pro contra abstention

Appointment of Blenar BVBA, represented by Mr. Jan Leemans as director of the Company this for a period ending immediately after the closing of the General Meeting of the year 2011 (relating to the fiscal year 2010).

- Blenar bvba, represented by Mr. Jan Leemans
 pro contra abstention

Appointment of Gengest BVBA, represented by Mr. Rudi Mariën as director of the Company on account of Mr. Mariën's entrepreneurial experience in the biotech sector, and this for a period ending immediately after the closing of the General Meeting of the year 2011 (relating to the fiscal year 2010).

- Gengest BVBA, represented by Mr. Rudi Marien
 pro contra abstention

Appointment of Mr. Orlando de Ponti as director of the Company on account of his experience in the seed sector, both in research and development as in management, and this for a period ending immediately after the closing of the General Meeting of the year 2011 (relating to the fiscal year 2010).

- Orlando de Ponti
 pro contra abstention

Appointment as independent director of the following persons, as each of them meets the criteria laid down in section 526ter of the Belgian Company Code: Mr. Remi Vermeiren, Mr. Jan Leemans and Mr. Orlando de Ponti.

- Remi Vermeiren
 pro contra abstention

- Blenar bvba, represented by Mr. Jan Leemans
 pro contra abstention

- Orlando de Ponti
 pro contra abstention

The General Meeting accepts the dismissal of Hilde Windels BVBA, represented by Mrs. Hilde Windels as per March 10, 2008 and the dismissal of Pol Bamelis N.V., represented by Mr. Pol Bamelis as per August 25, 2008.

7. **Remuneration of directors.**

Proposed resolution: The General Meeting decides that the non-executive directors, with the exception of the chairman, are entitled to a compensation of thousand five hundred euro per attended meeting of the Board of Directors, of the Nomination and Remuneration Committee, of the Audit Committee and of other meetings of ad hoc committees of directors, as well as a fixed amount of seven thousand five hundred euro for every fully performed board mandate year. The General Meeting also decides to reimburse the costs made by these directors to participate in said meetings.

- Thierry Bogaert bvba, represented by Dr. Thierry Bogaert
 pro contra abstention
- Blenar bvba, represented by Mr. Jan Leemans
 pro contra abstention
- Patrick Van Beneden
 pro contra abstention
- Remi Vermeiren
 pro contra abstention
- Alan Williamson
 pro contra abstention
- Gengest BVBA, represented by Mr. Rudi Marien
 pro contra abstention
- Orlando de Ponti
 pro contra abstention

The General Meeting decides that the chairman of the Board of Directors is entitled to a compensation of four thousand euro per month.

pro contra abstention

The General Meeting takes note of the fact that the grant of warrants to directors will be submitted to an Extraordinary General Shareholders Meeting.

8. **Notification of the appointment of an additional representative of the statutory auditor.**

Proposed resolution: The General Meeting takes note of the decision of Deloitte Bedrijfsrevisoren, a civil company under Belgian law, which has taken the form of a cooperative company with limited liability, having its registered office at Louizalaan 240, 1050 Brussels, to be additionally represented by Mr. Gert Vanhees in the performance of its mandate of statutory auditor, in addition to Mr. Gino Desmet

pro contra abstention

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

C. 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.

D. 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 by 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. May 26th 2009).

Only Dutch version is valid