



PROXY

The undersigned:

.....
Who declares to be holder of shares of the “naamloze vennootschap” (Limited) “OMEGA PHARMA”, a corporation that makes or has made an appeal to public savings, with registered address at B-9810 Nazareth (Belgium), Venecoweg, 26. Hereafter named the “proxy giver”.

Hereby grants an extraordinary proxy, with the possibility of subrogation to:

.....
Hereafter named the “proxy holder”.

To whom he/she grants all powers to represent him/her at the extraordinary general shareholders meeting of the aforementioned corporation, which will be held on 14 December 2006 at 11:30 AM/CET in the presence of public notary Mr. Dirk Van Haesebrouck, at 8511 Kortrijk-Aalbeke (Belgium), Moeskroensesteenweg 124 (or at a location that will be published at that location), as well as at any other extraordinary general shareholders meeting that may be held as a consequence of postponement or delay and with the aim to decide about the agenda mentioned hereafter.

I. Change to the minimum number of members on the Board of Directors – Modification of article 14, section 1 of the Articles of Association.

Change to the minimum number of members on the Board of Directors, whereby the maximum number of members is increased from eight (8) to ten (10) and modification of article 14, paragraph 1 of the Articles of Association.

Motion to vote: Approval of the decision to increase the maximum number of members of the Board of Directors from eight (8) to ten (10) and the respective modification of article 14, section 1 of the Articles of Association as follows: "The Board of Directors should comprise minimum three (3) members and maximum ten (10) members who do not need to be shareholders, of which at least three (3) members must be independent".

II. Appointment of Directors.

Motion to vote: Appointment of Directors for a period of four (4) years: (i) Jan Cassiman BVBA, represented by her permanent representative, Mr. Jan Cassiman and (ii) Mr. Gerardus Van Jeveren.

III. Acknowledgement of resignation of Director.

Motion to vote: Acknowledgement of the resignation of Jan Peeters NV, represented by her permanent representative, Mr. Jan Peeters, as Director.

IV. Coordination of the Articles of Association – Special power of attorney.

1. Commissioning the notary to coordinate the Articles of Association.
2. Special power of attorney, including substitution rights, to be granted to Mrs Nathalie Baert, residing at 9000 Gent, Reinaertstraat 107, to fulfil all administrative formalities related to the amendment of the Articles of Association and in particular the formalities at one or several recognized company registers and/or the VAT administration.

Motion to vote: Approval of the proposed commission and special power of attorney.

The proxy holder disposes of the following authorities:

- Participating at any other general meeting with the same agenda, in the case that the first meeting can not deliberate validly;
- Participating at all deliberations and voting, amending or rejecting, in the name of the proxy giver, all motions or decisions concerning the agenda;
- With respect to the aforementioned, passing all acts, signing all official minutes and participation lists, selecting domicile, subrogating and in general doing the necessary.

Made at

on 2006.

(‘good for proxy’ + signature)

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