



## 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 12 February 2007 at 9.30 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. Annulment of treasury shares – Modification of article 5 of the Articles of Association.

1. Annulment without capital decrease, of 1,000,000 shares in the company, acquired by the company pursuant to article 620§1 of the Company code; allocation of the net book value of these shares to the unavailable reserve created in accordance with article 623 of the Company code and the corresponding decrease of such reserve.
2. Amendment of Article 5 of the articles of association.
3. Delegation of all powers to the board of directors or a managing director, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions necessary for the execution of the decision for annulment.

#### Motion to vote:

1. Approval of the motion to annul 1,000,000 shares in the company, acquired by the company pursuant to article 620§1 of the Company code; allocation of the net book value of these shares to the unavailable reserve created in accordance with article 623 of the Company code and the corresponding decrease of such reserve.

2. Amendment of article 5 of the articles of association as to the decision made above on the annulment of 1,000,000 shares in the company, by stating the number of shares representing the capital following the annulment of the shares.
3. Delegation of all powers to the board of directors or a managing director, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions necessary for the execution of the decision for annulment.

**II. Coordination of the articles of association – Special power of attorney.**

Commissioning the notary to coordinate the articles of association.

**Motion to vote:** Approval of the proposed commission.

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 ..... 2007.

(‘good for proxy’ + signature)

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