

POWER OF ATTORNEY

The undersigned¹
domiciled/having its registered office at.....

Owner of shares without par value of GROUPE BRUXELLES LAMBERT, a company incorporated under the laws of Belgium,

hereby declares to appoint, with power of substitution,

M.....
domiciled at

to whom he/she grants all necessary powers to represent him/her at the Ordinary General Shareholders' Meeting of « GROUPE BRUXELLES LAMBERT », which will be held at the registered office, avenue Marnix 24, 1000 Brussels, on Tuesday 12 April 2011 at 3.00 p.m., to discuss the agenda below and to vote as indicated hereafter.

AGENDA / PROPOSALS

VOTING INSTRUCTIONS²

yes no abstention

1. Electronic voting on resolutions

1.1. Proposal to allow electronic voting on resolutions, in accordance with the possibility to this effect offered to the General Meeting by Article 28(2) of the Articles of Association.

--	--	--

2. Management Report of the Board of Directors and Reports of the Statutory Auditor on the financial year 2010

3. Financial Statements for the year ended 31 December 2010

3.1. Presentation of the consolidated financial statements for the year ended 31 December 2010.

3.2. Proposal for approval of the non-consolidated annual accounts for the year ended 31 December 2010, including appropriation of profit.

--	--	--

4. Discharge of the Directors

4.1. Proposal for the discharge to be granted to the Directors for duties performed during the year ended 31 December 2010.

--	--	--

5. Discharge of the Statutory Auditor

5.1. Proposal for the discharge to be granted to the Statutory Auditor for duties performed during the year ended 31 December 2010.

--	--	--

6. Statutory appointments

6.1. Renewal of Directors' terms of office

6.1.1. Proposal to re-elect for a four-year term, in their capacity as Directors,

• Albert Frère

--	--	--

• Paul Desmarais

--	--	--

• Gérald Frère

--	--	--

• Paul Desmarais, jr.

--	--	--

• Gilles Samyn

--	--	--

whose current term of office expires at the end of this General Meeting.

¹ Clearly write your name, Christian name and occupation.

² Tick the appropriate column.

AGENDA / PROPOSALS

VOTING INSTRUCTIONS¹

yes no abstention

6.2. Nomination of Directors

6.2.1. Proposal to nominate Antoinette d'Aspremont Lynden for a four-year term as Director.

--	--	--

6.2.2. Proposal to nominate Gérard Lamarche for a four-year term as Director.

--	--	--

6.3. Ascertainment of the independence of a Director

6.3.1. Proposal to ascertain the independence of Antoinette d'Aspremont Lynden, subject to approval of her nomination. This individual meets the different criteria laid down in Article 526(b) of the Company Code, which is incorporated into GBL's Corporate Governance Charter.

--	--	--

In the event that amendment of the Articles of Association to extend the term of office of Directors from three to six years at most is not approved by today's Extraordinary General Meeting (proposal for decision 3.2.3.), the term of office of these Directors would be three years, in accordance with Article 15(2) (non-amended) of the Articles of Association.

7. Setting of fees for non-executive Directors

7.1. Proposal to set fees and attendance fees for non-executive Directors, for the performance of their duties in the Board of Directors and in committees set up from amongst its members, at a maximum total of EUR 1,200,000 per year, to be allocated on a decision of the Board of Directors.

--	--	--

8. Stock option plan

8.1. In accordance with the decisions on the establishment of a stock option plan by the General Meeting of 24 April 2007, proposal to set at EUR 13,500,000 the maximum value of shares in relation to the options to be granted in 2011.

--	--	--

9. Miscellaneous

* * *

The proxy is authorized:

- to attend any other general meeting with the same agenda, in case the above-mentioned general meeting may not validly consider the agenda or may be held subsequently as a result of delay or adjournment;
- to take part in all proceedings, to vote, to adopt any amendments of said agenda and of the resolutions presented to the meeting or reject in the name of the undersigned each proposal relating to the agenda;
- and for this purpose, to sign any minutes, any attendance list and other documents, to elect domicile, to sub-delegate authority, and generally to do what is necessary.

Done in _____, on _____ 2011.

¹ Tick the appropriate column.