



VIOHALCO SA  
30 Avenue Marnix, 1000 Brussels, Belgium  
0534.941.439 RPM (Brussels)

VOTE BY MAIL

Annual shareholders' meeting of Viohalco SA (the *Company*) of Tuesday May 26, 2015 (12.00 noon) at the Stanhope Hotel, rue du Commerce, 9 at 1000 Brussels

*This signed original paper form must be communicated to the Company by May 20, 2015 at 5.00 pm (Belgian time) at the latest by ordinary mail or electronic mail, as follows:*

*(1) by mail*

*The signed original paper form must be sent to:  
Viohalco SA  
Catherine Massion, deputy manager  
30 avenue Marnix  
1000 Brussels (Belgium)*

*OR*

*(2) by electronic mail*

*A copy of the signed original form must be sent to:  
administration@viohalco.com  
All electronic mail must be signed by electronic signature  
in accordance with the applicable Belgian legislation*

The undersigned (name and first name / name of the company)

.....

Domicile / Registered office

.....

.....

Owner of

quantity

dematerialised shares (\*)  
registered shares (\*)

of Viohalco SA

votes by mail in the following way with respect to the annual shareholders' meeting of the Company that will be held on Tuesday May 26, 2015 (12.00 noon) (the **Meeting**) with all above-mentioned shares.

The vote of the undersigned on the proposed resolutions is as follows:(\*\*)

(\*) *Cross out what is not applicable.*

(\*\*) *Please tick the appropriate boxes.*

1. Management report of the board of directors and report of the statutory auditors for the financial year ended 31 December 2014
2. Presentation of the consolidated accounts and the management report on the consolidated accounts
3. Approval of the statutory accounts for the financial year ended 31 December 2014 (including allocation of the results)

*Proposed resolution:* approve the statutory accounts for the financial year ended 31 December 2014, including the allocation of results contained therein

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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4. Discharge of liability of the directors

*Proposed resolution:* granting discharge to the directors for the performance of their duties during the financial year ended on 31 December 2014

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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5. Discharge of liability of the statutory auditors

*Proposed resolution:* granting discharge to the auditors for the performance of their duties during the financial year ended on 31 December 2014

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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6. Renewal of the mandates of directors and confirmation of the appointment of a director

*Proposed resolution:* renew the appointment of Mr **Nikolaos Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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*Proposed resolution:* renew the appointment of Mr **Jacques Moulaert** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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*Proposed resolution:* renew the appointment of Mr **Evangelos Moustakas** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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*Proposed resolution:* renew the appointment of Mr **Michail Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Ippokratis Ioannis Stasinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Jean Charles Faulx** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Xavier Bedoret** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Rudolf Wiedenmann** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Efthimios Christodoulou** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; Mr Christodoulou complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Francis Mer** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; Mr Mer complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Thanasis Molokotos** as independent director of the Company for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; Mr. Molokotos complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* confirm the appointment by co-optation of Mr **Yvan de Launoit** as per the decision of the Board of directors of the 3 December 2014 and renew his appointment as independent director of the Company for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; Mr de Launoit complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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7. Approval of the remuneration report (including the remuneration policy)

*Proposed resolution:* approve the remuneration report for the financial year 2014 as set out in the 2014 annual report, including the remuneration policy

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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8. Approval of the remuneration of the directors

*Proposed resolution:* grant to each director a gross fixed compensation of euro 25,000. In addition, (i) grant to each member of the audit committee a gross fixed compensation of euro 25,000, and (ii) grant to each member of the remuneration and nomination committee a gross fixed compensation of euro 25,000. These compensations will remunerate the performance of their mandate during the period between 26 May 2015 and the annual shareholders' meeting of 2016

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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This present form will be considered to be null and void in its entirety if the shareholder has not indicated above his choice concerning one or more of the items on the agenda of the Meeting.

The shareholder who has cast his vote by validly returning the present form to the Company cannot vote in person or by proxy at the Meeting for the number of votes already cast.

If the Company publishes at the latest on 11 May 2015 a revised agenda for the Meeting to include new items or proposed resolutions upon the request of one or more shareholders in execution of Article 533*ter* of the Companies Code, the present form will remain valid for the items on the agenda it covers, provided it has validly reached the Company prior to the publication of such revised agenda. Notwithstanding the above, the vote cast in the present form on an item on the agenda will be null and void if the agenda has been amended concerning this item to include a new proposed resolution in application of Article 533*ter* of the Companies Code.

Done at ....., on .....

Signature(s) : .....(\*\*\*)

(\*\*\*) *Legal entities must specify the name, first name and title of the natural person(s) who sign on their behalf.*