



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

PROXY

Annual Ordinary Shareholders' Meeting of Viohalco SA (the *Company*) of Tuesday 29 May 2018 at 12.00 pm (CET) at the registered offices of the Company, 30 Avenue Marnix, 1000 Brussels, Belgium.

*This proxy must be returned by Wednesday 23 May 2018 at 5.00 pm (CET) at the latest to:*

*(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) (the *Principal*)

.....

Domicile / Registered office

.....

.....

Owner of  dematerialised shares (\*) of Viohalco SA  
registered shares (\*)  
number

hereby appoints as proxyholder the following person (the **Proxyholder**):

Name and first name:

.....

Domicile:

.....

in order to represent him/her at the Annual Ordinary Shareholders' Meeting of the Company that will be held on Tuesday 29 May 2018 at 12.00 pm (CET) at the registered offices, 30 Avenue Marnix, 1000 Brussels, Belgium (the **Meeting**) and to vote as follows on each of the proposed resolutions on behalf of the Principal: (\*\*)

(\*) 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 on the annual accounts of the Company for the fiscal year ended 31 December 2017.
- 2. Presentation of the consolidated financial statements and the management report on the consolidated financial statements.
- 3. Approval of the annual accounts for the financial year ended 31 December 2017 (including allocation of the results)

*Proposed resolution:* it is proposed to approve the annual accounts for the financial year ended 31 December 2017, including the allocation of results contained therein.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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- 4. Discharge of liability of the members of the Board of Directors

*Proposed resolution:* it is proposed to grant discharge to the members of the Board of Directors from any liability arising from the performance of their duties during the financial year ended on 31 December 2017.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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- 5. Discharge of liability of the statutory auditors

*Proposed resolution:* it is proposed to grant discharge to the statutory auditors from any liability arising from the performance of their duties during the financial year ended on 31 December 2017.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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- 6. Renewal of the mandate of the members of the Board of Directors

*Proposed resolution:* it is proposed to renew the appointment of Mr. **Nikolaos Stassinopoulos** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Jacques Moulaert** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Evangelos Moustakas** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Michail Stassinopoulos** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Ippokratis Ioannis Stasinopoulos** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Jean Charles Faulx** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Xavier Bedoret** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Rudolf Wiedenmann** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Efthimios Christodoulou** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019; Mr. Christodoulou complies with the criteria of independence set forth in article 526ter of the Belgian Companies Code.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Francis Mer** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019; Mr. Mer complies with the criteria of independence set forth in article 526ter of the Belgian Companies Code.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Thanasis Molokotos** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019; Mr. Molokotos complies with the criteria of independence set forth in article 526ter of the Belgian Companies Code.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*Proposed resolution:* it is proposed to renew the appointment of Mr. **Vincent de Launoit** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2019; Mr. de Launoit complies with the criteria of independence set forth in article 526ter of the Belgian 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:* it is proposed to approve the remuneration report for the financial year 2017 as set out in the 2017 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 members of the Board of Directors

*Proposed resolution:* it is proposed to grant to each member of the Board of Directors a gross fixed compensation of EUR 25,000. In addition, it is proposed to (i) grant to each member of the audit committee a gross fixed compensation of EUR 25,000, and (ii) grant to each member of the nomination and remuneration committee a gross fixed compensation of EUR 25,000. These amounts will remunerate the performance of their mandate during the period between 29 May 2018 and the annual ordinary shareholders' meeting of 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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If the Principal has not given any voting instructions concerning one or more proposed resolutions, the Proxyholder will vote in favour of such proposed resolutions.

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The Principal acknowledges to have been informed of the fact that, after the publication of the convening notice to attend the Meeting, one or more shareholders holding together at least 3% of the share capital of the Company may **add new items** to the agenda of the Meeting or **new proposed resolutions** concerning items put or to be put on the agenda. At the latest on Monday 14 May 2018, the Company will publish a revised agenda if it has validly received new items or new proposed resolutions to be added to the agenda

of the Meeting. In this case the Company will also provide to the shareholders an updated proxy form that includes the new items or new proposed resolutions, and the rules set out hereunder will apply:

- (a) if the present proxy has been validly communicated to the Company before the publication of the revised agenda of the Meeting, it will remain valid for the items of the agenda of the Meeting which have been initially mentioned in the convening notice to attend the Meeting;
- (b) if the Company has published a revised agenda including one or more **new proposed resolutions** for items which were initially mentioned in the agenda, the law authorises the Proxyholder to deviate at the Meeting from the voting instructions possibly and initially given by the Principal if, in the Proxyholder’s opinion, the execution of such instructions would risk to compromise the Principal’s interests. The Proxyholder must inform the Principal if he deviates from his voting instructions;
- (c) if the Company has published a revised agenda to include **new items**, the law imposes that the present proxy form indicates whether the Proxyholder is authorised or not to vote on these new items or whether he should abstain.

In view of the indications given in (c) above, the Principal: (\*\*\*)

authorises the Proxyholder to vote on the new items to be put on the agenda of the Meeting

or

gives instruction to the Proxyholder to abstain from voting on the new items to be put on the agenda of the Meeting

If the Principal has not ticked one of the above boxes or has ticked both boxes, the Proxyholder will abstain from voting on the new items to be put on the agenda of the Meeting.

The present proxy is irrevocable. The shareholders who have validly given a proxy can no longer vote at the Meeting in person or by mail.

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

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

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