



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

PROXY

Extraordinary Shareholders' Meeting of Viohalco SA (the *Company*) of Thursday 29 November 2018 at 14.30 pm (CET) at the registered offices of the Company, 30 Avenue Marnix, 1000 Brussels, Belgium.

This proxy must be returned by Friday 23 November 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 Extraordinary Shareholders' Meeting of the Company that will be held on Thursday 29 November 2018 at 14.30 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. Acknowledgement of the resignation of Mr. Rudolf Wiedenmann and of Comte Vincent de Launoit from their mandate as members of the Board of Directors.
2. Appointment of new members of the Board of Directors.

Proposed resolution: it is proposed to appoint Ms. **Marion Jenny Steiner Stassinopoulos** as member of the Board of Directors, for a term expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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Proposed resolution: it is proposed to appoint Ms. **Margaret Zakos** as member of the Board of Directors, for a term expiring at the end of the annual ordinary shareholders' meeting to be held in 2019.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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Proposed resolution: it is proposed to appoint Ms. **Kay Marie Breeden** as independent member of the Board of Directors, for a term expiring at the end of the annual ordinary shareholders' meeting to be held in 2019; Ms. Breeden complies with the criteria of independence set forth in article 526ter of the Belgian Companies Code.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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Proposed resolution: it is proposed to appoint Ms. **Kalliopi Tsolina** as independent member of the Board of Directors, for a term expiring at the end of the annual ordinary shareholders' meeting to be held in 2019; Ms. Tsolina complies with the criteria of independence set forth in article 526ter of the Belgian Companies Code.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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Proposed resolution: it is proposed to appoint Ms. **Astrid de Launoit** as independent member of the Board of Directors, for a term expiring at the end of the annual ordinary shareholders' meeting to be held in 2019; Ms. de Launoit complies with the criteria of independence set forth in article 526ter of the Belgian Companies Code.

FOR	
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AGAINST	
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ABSTAIN	
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3. Approval of the remuneration of the new members of the Board of Directors.

Proposed resolution: it is proposed to grant to each member of the Board of Directors an annual gross fixed compensation of EUR 25,000 pro rata temporis. These amounts will remunerate the performance of their mandate until the annual ordinary shareholders' meeting of 2019.

FOR	
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AGAINST	
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ABSTAIN	
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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 Wednesday 14 November 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*