

PROXY

ORDINARY GENERAL MEETING OF RESILUX NV (“the Company”)
dated Friday 20 May 2016

The undersigned (“the Grantor”) : _____

(For natural persons: forenames, surname, address and national register number)

(For legal entities: name, legal form, registered office, Crossroads Bank for Enterprises number and representation)

Holder of _____ **registered shares (*)**; and/or

_____ **dematerialised shares (*)**

(*) Delete if not applicable

of Resilux NV (Ghent, section Dendermonde Register of Legal Entities - VAT BE 0447.354.397).

Grants a proxy to (“the Proxy Holder”):

Forenames and surname:

Address:

I. in order to represent the undersigned, participate in the deliberations, and vote as follows on behalf of the undersigned at the **ordinary general meeting** that will be held at **3 p.m.** on **Friday, 20 May 2016** at the registered office located at **Damstraat 4, 9230 Wetteren – Overschelde**,

with the following agenda, proposed resolutions and voting instructions:

1. Acknowledgement of the annual reports of the board of directors on the statutory and consolidated annual accounts for the financial year that closed 31 December 2015.

2. Acknowledgement and discussion of the statutory and consolidated annual accounts for the financial year that closed 31 December 2015.

3. Acknowledgement of the reports of the statutory auditor on the statutory and consolidated annual accounts for the financial year that closed 31 December 2015.

4. Approval of the statutory annual accounts for the financial year that closed 31 December 2015 and allocation of the profit.

PROPOSED RESOLUTION:

"The general meeting, after acknowledgement of the annual report and the statutory auditor's report, approves the statutory annual accounts closed on 31 December 2015, including the following proposal by the board of directors concerning allocation of the profit:

<i>Profit to be allocated for the financial year (in EUR)</i>	<i>1,928,259.37</i>
<i>Profit brought forward from previous financial year (in EUR)</i>	<i>25,664,207.45</i>
<i>Net profit to be allocated (in EUR)</i>	<i>27,592,466.82</i>
<i>Allocation to legal reserves</i>	<i>-</i>
<i>Gross dividend (*) coupon no. 14 (in EUR)</i>	<i>3,960,820.00</i>
<i>Profit to be carried over (in EUR)</i>	<i>23,631,646.82</i>

() A gross dividend of EUR 2.00 per share, which entitles each share to a net dividend (less Belgian withholding tax) of EUR 1.46 in the case of 27% Belgian withholding tax.*

Dividend Ex-Date: 27 May 2016

Dividend Record Date: 30 May 2016

Dividend Payment Date (available for payment) coupon no. 14: 31 May 2016"

FOR		AGAINST		ABSTENTIONS	
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5. Approval of remuneration report

PROPOSED RESOLUTION:

"The general meeting approves the remuneration report for the financial year closed on 31 December 2015, as explained by the remuneration and appointment committee."

FOR		AGAINST		ABSTENTIONS	
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6. Discharge of the directors

PROPOSED RESOLUTION:

"The general meeting grants discharge of liability to each of the directors for the exercise of their mandate during the financial year closed on 31 December 2015."

FOR		AGAINST		ABSTENTIONS	
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7. Discharge of the statutory auditor

PROPOSED RESOLUTION:

"The general meeting grants discharge of liability to the statutory auditor for the exercise of his mandate during the financial year closed on 31 December 2015."

FOR		AGAINST		ABSTENTIONS	
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8. Appointment directors

a) Reappointment of Dirk De Cuyper, as executive director

PROPOSED RESOLUTION:

"The general meeting notes that the mandate of Dirk De Cuyper, as executive director expires as from today, and resolves, at the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to reappoint Dirk De Cuyper, as executive director for a period of three years, commencing today and ending at the ordinary general meeting of 2019. The mandate of Dirk De Cuyper is unpaid."

FOR		AGAINST		ABSTENTIONS	
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b) Reappointment of Peter De Cuyper, as executive director

PROPOSED RESOLUTION:

"The general meeting notes that the mandate of Peter De Cuyper, as executive director expires as from today, and resolves, at the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to reappoint Peter De Cuyper, as executive director for a period of three years, commencing today and ending at the ordinary general meeting of 2019. The mandate of Peter De Cuyper is unpaid."

FOR		AGAINST		ABSTENTIONS	
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c) Reappointment of Alex De Cuyper, as non-executive director

PROPOSED RESOLUTION:

"The general meeting notes that the mandate of Alex De Cuyper, as non-executive director expires as from today, and resolves, at the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to reappoint Alex De Cuyper, as non-executive director for a period of three years, commencing today and ending at the ordinary general meeting of 2019. Alex De Cuyper receives a payment in kind in the form of a car (incl. coverage of the costs related to the use thereof) and a mobile phone (incl. coverage of the costs related to the use thereof)."

FOR		AGAINST		ABSTENTIONS	
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d) Reappointment of the private limited company BVBA LVW INT., represented by its permanent representative Dirk Lannoo, as non-executive independent director

PROPOSED RESOLUTION:

"The general meeting notes that the mandate of BVBA LVW INT., represented by its permanent representative Dirk Lannoo, as non-executive independent director expires as from today, and resolves, on the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to appoint BVBA LVW INT., represented by its permanent representative Dirk Lannoo, as non-executive independent director, commencing today and ending on 7 March 2018, and to fix its annual fee at 15.000 EUR."

On the basis of the information available to it and the statement made in this regard by BVBA LVW INT., represented by its permanent representative Dirk Lannoo, the board of directors concludes that Dirk Lannoo complies with the independence criteria as laid down in article 526ter of the Belgian Companies Code."

FOR		AGAINST		ABSTENTIONS	
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- e) *Reappointment of the private limited company BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, as non-executive independent director*

PROPOSED RESOLUTION:

"The general meeting notes that the mandate of BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, as non-executive independent director expires as from today, and resolves, on the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to appoint BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, as non-executive independent director for a period of three years, commencing today and ending at the ordinary general meeting of 2019, and to fix its annual fee at 15.000 EUR.

On the basis of the information available to it and the statement made in this regard by BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, the board of directors concludes that Guido Vanherpe complies with the independence criteria as laid down in article 526ter of the Belgian Companies Code."

FOR		AGAINST		ABSTENTIONS	
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9. Reappointment of BCVBA Ernst & Young as the statutory auditor

PROPOSED RESOLUTION:

"The general meeting resolves, on the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to reappoint BCVBA Ernst & Young Company Auditors, Moutstraat 54, B-9000 Ghent, Belgium, represented by Mr. Paul Eelen, as auditor of the Company for the supervision of the financial years 2016, 2017 and 2018. The mandate is valid for a period of three years, commencing today and ending at the ordinary general meeting of 2019. The auditor executes the control of the statutory and consolidated annual accounts.

FOR		AGAINST		ABSTENTIONS	
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10. Determination of the auditor's annual fee

PROPOSED RESOLUTION:

"The general meeting resolves, after deliberation, to grant to the auditor, for the execution of his mandate, and commencing today, a fix annual fee of 71.500,- EUR (incl. related normal administration costs (the so-called 'out of pocket expenses') but excl. VAT and possible international travel expenses)."

FOR		AGAINST		ABSTENTIONS	
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11. Question round

II. to generally do all that would be necessary or useful for exercising the proxy.

III. Additional guidelines for the Proxy Holder

1. The Proxy Holder shall vote on behalf of the undersigned or abstain from voting in accordance with the above voting instructions. If no voting instructions have been given for one of the above motions, or if the voting instructions given by the Grantor are unclear for any reason, the Proxy Holder shall always abstain from voting.
2. If a shareholder validly exercises the right to add an item to the agenda and/or to submit motions in accordance with Article 533ter §1 and §2 of the Belgian Companies Code, the Company shall, in accordance with Article 533ter §3 of that same Code, give its shareholders a new form by no later than Wednesday, 4 May 2016, which may be used for voting by proxy, supplemented by the new items for discussion and the accompanying motions that have been placed on the agenda and/or by the new motions with regard to existing items on the agenda.

If the Company was notified of this proxy before the announcement of the supplemented agenda, in accordance with the above article, and the Grantor has not given a new proxy to the Proxy holder, the following voting instructions will apply:

(a) If **new items and accompanying motions** are placed on the agenda of the above general meeting, the Proxy Holder shall (please tick one of the boxes):

- abstain from voting on the new agenda items and accompanying motions
- vote or abstain from voting on the new agenda items and accompanying motions as he/she deems fit, taking into account the interests of the shareholder

If the shareholder does not make a choice above or ticks both choices, the Proxy Holder shall abstain from voting on the new agenda items and accompanying motions.

(b) If **new motions are formulated with regard to existing items on the agenda** of the above general meeting, the Proxy Holder may deviate during the meeting from the Grantor's voting instructions in respect of the existing agenda items for which new motions are formulated, if following those voting instructions could harm the Grantor's interests. The Proxy Holder shall notify the Grantor of such deviations.

3. If there is a potential conflict of interests, the Proxy Holder must communicate the precise facts that are important for the shareholder to assess whether there is a risk that the Proxy Holder is pursuing an interest other than that of the shareholder and the Proxy Holder may then vote only on condition that he/she has specific voting instructions for each item on the agenda. If a shareholder has not given specific voting instructions, the Proxy Holder shall abstain from voting on motions for which he/she has not been given specific voting instructions.

A conflict of interest exists in any case if one of the following parties is appointed as Proxy Holder: (i) the Company itself or an entity controlled by it, a shareholder that controls the Company, or another entity that is controlled by such a shareholder; (ii) a member of the board of directors or of the Company's management bodies, of a shareholder that controls the Company, or of a controlled entity as referred to in (i); (iii) an employee or a statutory auditor of the Company or of the shareholder that controls the Company, or of a controlled entity as referred to in (i); (iv) a person that has a parental relationship with a natural person as referred to in (i) to (iii), or the spouse or lawfully cohabiting partner of such a person or of a relative of such a person. Proxy forms that are delivered to the Company without any indication of a

Proxy Holder will be regarded as having been addressed to the board of directors and give rise to a potential conflict of interests.

4. In order to be admitted to the meeting, the Proxy Holder must provide proof of his/her identity.

Granted in _____, on _____ 2016

name + signature

(preceded by the handwritten words '**Approved for proxy**')

The **signed proxy** must reach the Company by no later than **midnight (Belgian time) on Saturday, 14 May 2016** (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde; general.meeting@resilux.com – fax: +32 9 365 74 75.)

The **original proxy** must be delivered to the Company before the start of the ordinary general meeting.

A shareholder that wishes to be represented must bear in mind that only proxies that are submitted by shareholders that comply with the admission conditions for registration and confirmation of participation, as described in the convocation notice, will be accepted.