

PROXY

EXTRAORDINARY GENERAL MEETING OF RESILUX NV (“the Company”)  
dated Wednesday 28 June 2017 at 10:00 am

**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 **extraordinary general meeting** that will be held on **Wednesday, 28 June 2017** at the registered office of the Company located at **Damstraat 4, 9230 Wetteren – Overschelde**

**with the following agenda, proposed resolutions and voting instructions:**

**1. A. Reduction in cash of the Company’s share capital and share premiums**

PROPOSED RESOLUTION:

*“The general meeting decides*

a) *to reduce the Company’s share capital by an amount of thirteen million nine hundred sixty nine thousand two hundred fifty three euro (€ 13.969.253), bringing it from seven teen million five hundred sixty nine thousand six hundred eighty two euro (€ 17.569.682) to three million six hundred thousand four hundred twenty nine euro (€ 3.600.429); and*

b) *to reduce the Company’s share premiums, that constitute a guarantee to third parties to the same extent as the share capital, by an amount of nine teen million thirty five thousand nine*

*hundred sixty five euro (€ 19.035.965), bringing it from nine teen million thirty five thousand nine hundred sixty five euro (€19.035.965) to zero euro (€0);*

*The purpose of this capital reduction in cash, under the conditions of articles 612 and 613 of the Belgian Companies Code, is (i) to align the Company's capital structure with the economic needs of the Company, without negatively affecting in any way the business and the target setting of the Company and taking into account the financial capabilities of the Company and (ii) to pay back in cash part of the share capital and share premiums credited to the non-distributable "share premium account", in the sum of sixteen euro thirty eurocent (€ 16,30) per share, in the interest of a long term value creation in the benefit of the Company's shareholders.*

*The capital reduction does not involve the annulment of existing shares in the Company, shall be borne equally by each share and, following the capital reduction, each share in the Company shall represent the same proportion in the new share capital of the Company.*

*In fiscal terms, the capital reduction shall only be imposed on paid-up share capital and on share premiums that were credited to the non-distributable "share premium account" and that constitute a guarantee to third parties to the same extent as the share capital.*

*The board of directors is authorised to determine the procedure, the formalities and the payment date related to the capital reduction in cash in accordance to the applicable terms and regulations. The procedure, the formalities and the payment date related to the capital reduction in cash shall be communicated by the Company in accordance to the applicable terms and regulations.*

*The right to pay out the capital reduction in cash shall be represented by coupon number 16, in application of the corresponding arrangement for dematerialised securities and registered securities."*

FOR		AGAINST		ABSTENTIONS	
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## **B. Amendment to article 5 of the articles of association**

PROPOSED RESOLUTION:

*"The general meeting decides to replace the text of article 5 of the articles of association as follows:*

*The registered capital is fixed at € 3.600.429 (three million six hundred thousand four hundred twenty nine euro), represented by 2,024,860 (two million twenty four thousand eight hundred sixty shares) no par-value shares, which each represent a 1/ 2,024,860th (one/ two million twenty four thousand eight hundred sixtieth) share of the registered capital."*

FOR		AGAINST		ABSTENTIONS	
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## **2. Coordination of the articles of association**

PROPOSED RESOLUTION:

*"The general meeting resolves to entrust the coordination of the articles of association to the undersigning civil-law notary and to sign and file these with the clerk's office of the competent court in accordance with the relevant statutory provisions."*

FOR		AGAINST		ABSTENTIONS	
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### **3. Delegation of powers**

PROPOSED RESOLUTION:

*“The general meeting resolves to grant special power to each member of the board of directors and to miss Goos Annelies, with office elected at 9230 Wetteren, Damstraat 4, each acting alone and with the power of subrogation, to perform all necessary or expedient formalities and to enter into any agreements or arrangements with private or public bodies, such as competent courts, the Crossroads Bank for Enterprises, public enterprise counters, the VAT administration and other competent tax authorities, in order to sign documents on behalf of the Company required or needed as a result of the present deed or future conditions or review thereof.”*

FOR		AGAINST		ABSTENTIONS	
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**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 **Tuesday 13 June 2017**, 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 extraordinary 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 Grantor;

If the Grantor 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 extraordinary 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 Grantor to assess whether there is a risk that the Proxy Holder is pursuing an interest other than that of the Grantor and the Proxy Holder may then vote only on condition that he/she has specific voting instructions for each item on the agenda. If the Grantor 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 \_\_\_\_\_ 2017.

\_\_\_\_\_  
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 Thursday 22 June 2017** (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde; [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: +32 9 365 74 75.)

The **original proxy** must be delivered to the Company before the start of the extraordinary 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.