

**UNOFFICIAL FREE TRANSLATION**

In the event of any discrepancy between the English translation and the original Dutch version, the latter shall prevail

**PROXY**

**SPECIAL GENERAL MEETING OF RESILUX NV (“the Company”)  
dated Tuesday 20 March 2018 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 **special general meeting** that will be held on **Tuesday 20 March 2018** at the registered office of the Company located at **Damstraat 4, 9230 Wetteren – Overschelde**

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

**1. Appointment of Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director**

PROPOSED RESOLUTION:

*“The general meeting ascertains that Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director, has been appointed by co-optation, in accordance with article 519 of the Belgian Companies Code, by the board of directors on the 5<sup>th</sup> of February 2018. On proposal of the board of directors, the general meeting decides to approve the final appointment of Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2019 and to fix its annual fee at 15.000 EUR (excluding VAT) pro rate the actual duration of the mandate.*

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*On the basis of the information available to it and the statement made in this regard by Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, the board of directors concluded that both Intal BVBA and Mr. Johan Vanovenberghe comply with the independence criteria as laid down in article 526ter of the Belgian Companies Code."*

FOR		AGAINST		ABSTENTIONS	
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### **2. Appointment as non-executive independent director of the candidate who will be proposed by the board of directors no later than the 12<sup>th</sup> of March 2018**

PROPOSED RESOLUTION:

*"On proposal of the board of directors, the general meeting decides to appoint [name of the proposed candidate] as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2019, and to fix its annual fee at [amount of the proposed fee] pro rate the actual duration of the mandate.*

*On the basis of the information available to it and the statement made in this regard by [name of the proposed candidate], the board of directors concluded that [name of the proposed candidate] complies with the independence criteria as laid down in article 526ter of the Belgian Companies Code."*

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 **Monday 5 March 2018**, 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 special 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.

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(b) If **new motions are formulated with regard to existing items on the agenda** of the special 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) to (iii); (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 \_\_\_\_\_ 2018.

\_\_\_\_\_  
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 Wednesday 14 March 2018** (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 special 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.