

**UNOFFICIAL FREE TRANSLATION**

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

<p style="text-align: center;"><b>PROXY</b></p> <p style="text-align: center;"><b>EXTRAORDINARY GENERAL MEETING OF RESILUX NV (“the Company”)</b> <b>dated Friday 17 May 2019</b></p>
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**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 **Friday 17 May 2019** at the registered office of the Company located at **Damstraat 4, 9230 Wetteren – Overschelde**

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

**1. A. Acknowledgement of the report of the board of directors on renewing the authorisation to make use of the authorised share capital, among others in the framework of a public takeover bid**

PROPOSED RESOLUTION:

*“The general meeting takes note of the report on the proposed renewal of the authorisation given to the board of directors to increase the capital in the framework of the authorised capital, among others after a notification from the FSMA concerning a public takeover bid in accordance with article 604 and article 607 of the Belgian Companies Code, as drawn up by the board of directors on 26 March 2019.”*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTENTIONS</b>	
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### **B. Renewal during the term of the present authorisation to make use of the authorised capital and adjustment to the actual capital**

PROPOSED RESOLUTION:

*“The general meeting decides to prolong for a period of five (5) years, starting on the day of the publication of this authorization decision in the Belgian Official Journal, the authorisation to the board of directors to increase the registered capital in the framework of the authorised share capital as contained in Section VIII, 1, authorised capital, paragraph 1 of the articles of association, under the same conditions, except as stated below.*

*The meeting decides to adjust the authorised capital in accordance to the actual registered capital, namely that the registered capital can be increased on one or more occasions for an amount of three million, six hundred thousand and four hundred and twenty-nine Euro (€ 3,600,429.00).”*

FOR		AGAINST		ABSTENTIONS	
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### **C. Renewal of the authorisation to make use of the authorised capital in the framework of a public takeover bid**

PROPOSED RESOLUTION:

*“The general meeting decides to prolong for a period of three (3) years from the date of publication of this authorisation decision in the Belgian Official Journal, the authorisation to the board of directors to increase the registered capital after a notification from the FSMA concerning a public takeover bid in the context of the authorised capital, as contained in Section VIII, 1, authorised capital, paragraph 6 of the articles of association.”*

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### **D. Amendment of the articles of association: Section VIII, 1. Authorised capital, paragraph 1 and paragraph 6**

PROPOSED RESOLUTION:

*“The general meeting decides to replace the text of Section VIII, 1 Authorised capital paragraph 1, as follows:*

*“For a period of five years from the publication of the extraordinary general meeting’s resolution of 17 May 2019 in the Annexes to the Belgian Official Journal, the board of directors is authorised to increase the registered capital on one or more occasions for an amount of €3,600,429.00 (three million, six hundred thousand and four hundred and twenty-nine euros).”*

*The general meeting decides to replace the text of Section VIII, 1 Authorised capital, paragraph 6, as follows:*

*“The general meeting has expressly granted the board of directors the authority to increase the subscribed capital on one or more occasions as from the date of the notice from the Financial Services and Markets Authority (FSMA) to the company of a public takeover bid for the securities of the company, by means of monetary contributions with the cancellation or limitation of the existing shareholders’ pre-emptive right or by means of non-monetary contributions in accordance with article 607 of the Belgian Companies Code. This authorisation is valid for a period of three (3) years to be calculated from the publication of the resolution of the extraordinary general meeting of 17 May 2019 in the Annexes to the Belgian Official Journal.”*

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### **2. A. Renewal of the authorisation regarding purchasing shares in its own capital, related to the authority given to the board of directors to acquire own shares or profit-sharing certificates to prevent imminent, serious damage to the company**

PROPOSED RESOLUTION:

*“The general meeting decides to renew for a period of three (3) years, starting on the day of the publication of this authorisation, the authorisation as contained in Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 1 of the articles of association, which grants the board of directors the authority to decide to acquire own shares or profit-sharing certificates to prevent the Company from suffering imminent, serious damage.”*

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### **B. Amendment of the articles of association: Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 1**

PROPOSED RESOLUTION:

*“The general meeting decides to replace the text of Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 1 of the articles of association, as follows:*

*“The board of directors is authorised, in accordance with article 620 and following of the Belgian Companies Code, to acquire shares, profit-sharing certificates or associated certificates of the company at the expense of the latter, if this acquisition is necessary to prevent the company from suffering imminent, serious damage. This authorisation is valid for a period of three (3) years to be calculated from the publication of the resolution of the extraordinary general meeting of 17 May 2019 in the Annexes to the Belgian Official Journal. This authorisation can be prolonged for periods of three (3) years. Insofar as allowed by law (among others article 622 of the Belgian Companies Code), the authorisation to transfer ownership is valid without limitation in time.”*

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### **3. A. Renewal during the term of the present authorisation regarding purchasing shares in its own capital and reformulation of the content of the authorisation contained in Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 2 of the articles of association, related to the authority given to the board of directors to acquire own shares or profit-sharing certificates**

PROPOSED RESOLUTION:

*“The general meeting decides to renew for a period of five (5) years, starting on the day of the publication of this authorisation, and also to reformulate the authorisation as contained in Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 2 of the articles of association, which grants the board of directors the authority to decide to acquire own shares, by adding that the limitation of article 620 of the Belgian Companies Code is applicable to this authorisation”*

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### **B. Amendment of the articles of association: Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 2**

PROPOSED RESOLUTION:

*“The general meeting decides to replace the text of Section VIII, 2. Buyback of own shares, paragraph 2 of the articles of association, as follows:*

*The board of directors is authorised, in accordance with article 620 and following of the Belgian Companies Code, to acquire shares, profit-sharing certificates or associated certificates of the*

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company at the expense of the latter, by purchase or exchange, at a unit price no lower than the accounting par value and no higher than twenty percent (20%) above the highest closing quote of the most recent twenty (20) stock exchange trading days preceding the transaction. The limitation of article 620, §1, 2° of the Belgian Companies Code is applicable to this authorisation. The authorisation to acquire is valid for a period of five (5) years to be calculated from the publication of the resolution of the extraordinary general meeting of 17 May 2019 in the Annexes to the Belgian Official Journal. This authorisation can be renewed for periods of five (5) years. Insofar as allowed by law (among others article 622 of the Belgian Companies Code), the authorisation to transfer ownership is valid without limitation in time.”

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#### **4. A. Amendment of the authorisation to the board of directors to transfer ownership of own shares in accordance with article 622 §2 of the Belgian Companies Code, by deleting point (iii) of Section VIII, 2. Purchase by the company of own shares, paragraph 3**

PROPOSED RESOLUTION:

“The general meeting decides to delete point (iii) of Section VIII, 2. Purchase by the company of own shares, paragraph 3, i.e. deleting the reference to the warrant plan.”

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#### **B. Amendment of the articles of association: Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 3**

PROPOSED RESOLUTION:

“The general meeting decides to delete point (iii) of Section VIII, 2. Purchase by the company of own shares, paragraph 3.”

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#### **5. A. Implementation of an authorisation to the board of directors with regard to destroying own shares acquired by the Company**

PROPOSED RESOLUTION:

“The general meeting decides to authorise the board of directors to destroy the shares acquired by the company.

Pursuant to the destruction of these acquired shares, the board of directors is also authorised to represent the Company in front of the notary to record the destruction and to amend and coordinate the articles of association in accordance with the decisions taken.”

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#### **B. Amendment of the articles of association: adding a fourth paragraph to Section VIII, 2. Purchase by the company of shares in its own capital**

PROPOSED RESOLUTION:

“The general meeting decides to add a fourth paragraph to Section VIII, 2. Purchase by the company of shares in its own capital of the articles of association, as follows:

“The board of directors is authorised to destroy the own shares acquired, at the timing deemed suitable by it. The board of directors (or one or two by this company body appointed directors) is authorised, pursuant to the destruction, to have this destruction recorded in a notarial deed and to amend and coordinate the articles of association in accordance with the decisions taken.”

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### **6. A. Destruction of the own shares acquired by the Company and cancellation and transfer of the unavailable reserve created for the acquisition of the own shares**

PROPOSED RESOLUTION:

*“The general meeting decides to destroy the shares acquired in the framework of the buy-back programme announced on 3 April 2019. The destruction shall result in a decrease of the paid-up capital for an amount equal to the number of shares to be destroyed multiplied with the accounting par value of these shares. The unavailable reserve created at the time of acquiring the shares as prescribed by article 623 of the Belgian Companies Code shall be transferred to the available reserves. Subsequently, the registered capital shall be represented by the total number of shares with no par value minus the number of destroyed shares. The general meeting grants all powers to the board of directors to execute this resolution and among others to physically destroy the shares and to amend to share registry accordingly.”*

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### **B. Amendment of the articles of association: Section II, article 5**

PROPOSED RESOLUTION:

*“The general meeting decides to amend article 5 of the articles of association, in accordance to the aforementioned decision, as follows:*

*“The registered capital is fixed at € [\*] ([\*] euro), represented by [\*] ([\*] shares) no par-value shares, which each represent a 1/ [\*]th (one/ [\*] share of the registered capital.”*

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### **7. A. Authorisation to the board of directors to destroy acquired own shares**

PROPOSED RESOLUTION:

*“The board of directors is expressly authorised by the general meeting to destroy, at the timing deemed suitable by it, the own shares acquired in execution of the buy-back programme announced on 3 April 2019. The general meeting also authorises the board of directors (or one or two by this company body appointed directors) pursuant to this destruction to make the necessary amendments to the amount of the registered capital and the number of shares mentioned in article 5 of the articles of association, to have this article in accordance with the executed destruction of the shares and to represent the Company before the notary to have this amendment of the articles of association recorded.”*

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### **8. Delegation of powers**

PROPOSED RESOLUTION:

*“The general meeting decides to grant special power to each member of the board of directors, 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.”*

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### **9. Coordination of the articles of association**

PROPOSED RESOLUTION:

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*“The general meeting decides to entrust the coordination of the articles of association to the undersigning civil-law notary.”*

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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 **Thursday 2 May 2019**, 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

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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 \_\_\_\_\_ 2019.

\_\_\_\_\_  
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 11 May 2019** (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.