

PROXY

EXTRAORDINARY GENERAL MEETING OF RESILUX NV (“the Company”)
dated Friday 15 May 2020 at 3.00 pm

The undersigned (“the Grantor”) : _____

(For natural persons: first names, 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”):

First name 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 15 May 2020 at 3.00pm** at the registered office of the Company located at **Damstraat 4, 9230 Wetteren – Overschelde**

with the following agenda, proposed resolution and voting instructions:

1. Amendment of the articles of association in order to bring the articles of association in line with the provisions of the Code on companies and associations

PROPOSED RESOLUTION:

“The general meeting decides to amend the articles of association, to among others bring these in line with the Code on companies and associations, by:

- replacing “purpose” by “object”, deleting “societal” [in Dutch “maatschappelijk”], replacing “warrants” by “subscription rights, and replacing “Companies Code” by “Code on companies and associations”;

- in Article 1: deleting the second section;

- in Article 3: replacing the first and second paragraph by “The company has its registered office in the Flemish Region. The registered office can be moved within the Kingdom by the board of

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directors. The board of directors can decide to move the registered office by simple resolution, unless the registered office is moved to another Region, in which case the board of directors is authorised to resolve on an amendment of the articles of association. The board of directors is charged with the publication of every change to the registered office in the annexes to the Belgian Official Gazette.”;

- inserting the following Article 4bis: “The website of the company is <http://www.resilux.com>. The company can be contacted at legal.wetteren@resilux.com in accordance and within the boundaries set by Article 2.31 and following of the Code on companies and associations, by the shareholders and securities holders of the company or by holders of certificates issued with the cooperation of the company”;

- in Article 6: replacing the references to articles “612, 213 and 614” by “7:208, 7:209 and 7:210”;

- in Article 7: replacing the references to articles “603 and “607” by “7:198” and “7:202”, deleting the words “through the issue of preference shares, through the issue of shares without voting rights” and by replacing the word “shares” by “securities” in paragraph 6;

- in Article 8: replacing the fifth paragraph by “A register is kept at the registered office of the company for each category of registered securities, in accordance with article 7:28 of the Code on companies and associations. The register contains all the information required pursuant to article 7:29 of the Code on companies and associations. Every owner of securities can examine the register with respect to his own securities.” and by deleting the last paragraph;

- in Article 9: deleting the words “or to a legal entity with a collegial body of representation”;

- in Article 11: replacing the first paragraph by “In case of capital increase realised by other means than pursuant to a contribution in kind or by merger, and notwithstanding a contrary decision of the general shareholders’ meeting or the board of directors, new shares will be offered first to the existing shareholders, pro rata the number of shares they own.” And to replace the reference to article “603” by “5:134”;

- in Article 12: replacing the reference to article “581” by “7:177”;

- in Article 13: replacing the reference to articles “609, 620, 625, 627-632” by “7:215 and following” and by replacing the second paragraph by “The board of directors can transfer shares of the company that are listed on a regulated market in a member state of the European Union without prior authorisation of the general meeting in accordance with article 7:218 Code on companies and associations.”;

- in Article 15: replacing the first paragraph by “The company is managed by a board of directors of at least three and maximum seven members, which may or may not be shareholders, and which are appointed by the general meeting of shareholders. The general meeting of shareholders can dismiss the directors at any time except if it decides to provide for a notice term or termination indemnity in respect of a specific mandate. However, the general meeting of shareholders can always terminate the mandate of a director for legal cause, without any notice period or termination indemnity being due. The duration of the mandate cannot exceed four years. The directors can be reappointed. At least three directors should be independent in the sense of article 7:87 of the Code on companies and associations.”;

- in Article 18: replacing the second paragraph by “The meetings are held at the registered office of the company or at the location indicate in the convocation notices in Belgium or abroad.” and by adding at the end of the last paragraph “A director can also waive the lack of there being a convocation notice or any irregularity in a convocation notice, prior to or after a meeting at which he was not present.”;

- in Article 19: replacing the sixth paragraph, first sentence, by “The board of directors can resolve by way of unanimous written resolutions.” and by replacing the reference to articles “523” and “524” by “7:96” and “7:97”;

- in Article 20: replacing “members in attendance” by “chairman and the members that request to do so”;

- in Article 22: replacing “unpaid” by “remunerated”;

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- replacing Article 23bis by “The board of directors can create in its midst and under its own responsibility, one or more advisory committees. It determines their composition and tasks. Within the board of directors, an audit committee and a remuneration committee is created in accordance with article 7:99 and 7:100 of the Code on companies and associations.”;
- in Article 26, second paragraph: replacing “dismissed” by “given notice” and to replace the reference to article “136” by “3:66”;
- in Article 29: replacing “one fifth” by “one tenth”;
- in Article 30: replacing the second paragraph by “The convocation notices of the general meeting contain at least the information provided for and are drafted in the form and within the terms provided in articles 7:128 and 7:129 of the Code on companies and associations.” And by replacing the reference to article “533ter” by “7:130”;
- in Article 31: replacing the fourth paragraph by “The holders of subscription rights and bonds and the holders of certificates that have been issued with the cooperation of the company, whether in registered or dematerialised form, can attend the general meeting, but only with an advisory capacity, and provided the conditions for admission as for shareholders are respected.”;
- in Article 32: replacing the third and fourth paragraph by “The designation of a proxyholder occurs by using the proxy form made available for this purpose by the board of directors. The form should be completed and signed by the shareholder in accordance with article 7:143§2 of the Code on companies and associations. The notification of the proxy to the company should occur in accordance with the requirements that have been determined by the board of directors in the convocation notice.” by deleting the word “original” in the sixth paragraph and by replacing the reference to article “533ter” by “7:130”;
- replacing Article 34 by “The board of directors can adjourn the decision of the general meeting with respect to the approval of the annual accounts up to five weeks, even during the meeting. The board of directors can also adjourn a meeting of the general meeting of shareholders up to five weeks in accordance with article 7:131 of the Code on companies and associations. The adjournment is without prejudice to any decisions already taken, unless the general meeting decides otherwise.”;
- in Article 35: replacing the reference to article “541” by “7:54”;
- in Article 36: replacing the words “by letter” by “remotely” and the reference to article “550” by “7:146” in paragraphs 12 and 13, by replacing in paragraph 14 the words “the vote is deemed to be null” by “the vote issued remotely is not taken into account”, by adding the following at the end of paragraph 15 “Electronic voting is possible until the day preceding the day of the meeting.”, by deleting the words “by letter” in paragraph 17 and by replacing paragraph 18 by “The forms for voting remotely that have been received prior to the publication of a revised agenda in accordance with article 7:130 of the Code on companies and associations remain valid for the items on the agenda to which they relate. Contrary to the aforementioned, the vote that was issued remotely in respect of an agenda item for which a new proposal of resolution is submitted in accordance with article 7:130 of the Code on companies and associations is not taken into account.”;
- in Article 37: replacing the references to articles “540, 543, 558, 559 and following” by “7:139, 7:140, 7:153, 7:154 and following”;
- in Article 38: replacing the reference to article “546” by “7:141” and by replacing the last sentence by “The minutes to be provided towards the authorities or otherwise are signed by the chairman of the board of directors or by one or more members of the board of authorities with external representation powers”;
- in Article 40: replacing the references to articles “554 and 555” and “98, 100, 101, 102 and 74” by “7:149 and 7:150” and “3:10, 3:12, 3:13, 3:14 and 2:8”;
- in Article 41: replacing the references to articles “617” and “618” by “7:212” and “7:213”;

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- in Article 43: replacing the references to articles “633, 634, 645 and 646” by “7:228, 7:229, 7:230 and 7:231”;
- in Article 44: replacing the references to articles “186, 187, 188 and 190 to 195 inclusive” by “2:87 and following”
- in Title VIII – 1. Authorised capital: deleting the words “preference shares, through the issue of shares without voting rights” and by replacing the reference to article “607” by “7:202”;
- in Title VIII – 2. Purchase of own shares: replacing the references to article “620” and “622” by “7:215” and “7:218” with the exception of the reference to “article 620 §1, 2° of the Companies Code” that is replaced by “article 620, §1, 2° of the old Companies Code”.

FOR		AGAINST		ABSTENTIONS	
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2. 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 electing domicile at the registered office of the Company, 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 useful as a result of the present deed or future conditions or review thereof.”

FOR		AGAINST		ABSTENTION	
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3. Coordination of the articles of association

PROPOSED RESOLUTION:

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

FOR		AGAINST		ABSTENTION	
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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 7:130 of the Code on companies and associations, the Company shall give its shareholders a new form by no later than **Thursday 30 April 2020**, 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):

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- 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.

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Granted in _____, on _____ 2020.

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 9 May 2020** (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 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.