

## VOTING BY LETTER

ORDINARY GENERAL MEETING OF RESILUX NV ("the Company")  
dated Friday 15 May 2020The undersigned: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(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).

**Votes as follows by letter** at the **ordinary general meeting** that will be held on **Friday 15 May 2020** at the registered office of the Company located at **Damstraat 4, 9230 Wetteren – Overschelde** which will take place immediately following the extraordinary general meeting which starts at 3.00 pm

My / Our vote on each of the proposed resolutions is as follows:

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 2019.
2. **Acknowledgement and discussion of the statutory and consolidated annual accounts** for the financial year that closed 31 December 2019.
3. **Acknowledgement of the reports of the statutory auditor on the statutory and consolidated annual accounts** for the financial year that closed 31 December 2019.
4. **Approval of the statutory annual accounts** for the financial year that closed 31 December 2019 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 2019, including the following proposal by the board of directors concerning allocation of the profit:*

Profit to be allocated for the financial year (in EUR)	4,004,972.09
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## UNOFFICIAL TRANSLATION

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

Profit carried forward from previous financial year (in EUR)	52,052,788.08
Net profit to be allocated (in EUR)	56,057,760.17
Allocation to other reserves	2,279,939.44
Gross dividend (*) coupon no. 18 (in EUR)	6,022,080.00
Profit to be carried over (in EUR)	47,755,740.73

(\*) A gross dividend of EUR 3.00 per share, which entitles each share to a net dividend (less Belgian withholding tax) of EUR 2.10 in case of 30% Belgian withholding tax.

Dividend Ex-Date: 27 May 2020

Dividend Record Date: 28 May 2020

Dividend Payment Date (available for payment) coupon no. 19: 29 May 2020"

FOR		AGAINST		ABSTENTION	
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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 2019, as explained by the remuneration and appointment committee."*

FOR		AGAINST		ABSTENTION	
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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 2019."*

FOR		AGAINST		ABSTENTION	
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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 2019."*

FOR		AGAINST		ABSTENTION	
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### **8. Appointment directors**

a) Acknowledgement end of mandates

b) Re-appointment of Didec Management BV, represented by its permanent representative Dirk De Cuyper, as executive director

PROPOSED RESOLUTION:

*"On proposal of the board of directors, the general meeting decides to re-appoint Didec Management BV, represented by its permanent representative Dirk De Cuyper, as executive director of the Company, for a period until and including the ordinary general meeting to be held in 2024."*

FOR		AGAINST		ABSTENTION	
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**UNOFFICIAL TRANSLATION**

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- c) Re-appointment of Fodec Management BV, represented by its permanent representative Peter De Cuyper, as executive director

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-appoint Fodec Management BV, represented by its permanent representative Peter De Cuyper, as executive director of the Company, for a period until and including the ordinary general meeting to be held in 2024.”*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTENTION</b>	
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- d) Re-appointment of FVDH Beheer BV, represented by its permanent representative Francis Vanderhoydonck, as non-executive director

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-appoint FVDH Beheer BV, represented by its permanent representative Francis Vanderhoydonck, as non-executive director of the Company, for a period until and including the ordinary general meeting to be held in 2022.”*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTENTION</b>	
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- e) Re-appointment of Intal BV, represented by its permanent representative Johan Vanovenberghe, as non-executive independent director

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-appoint Intal BV, represented by its permanent representative Johan Vanovenberghe, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2022.”*

*On the basis of the information available to it and the statement made in this regard by Intal BV, represented by its permanent representative Johan Vanovenberghe, the board of directors concluded that both Intal BV and Johan Vanovenberghe comply with the independence criteria as laid down in article 7:87 of the Code on companies and associations.”*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTENTION</b>	
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- f) Appointment of l’Advance BV, represented by its permanent representative Martine Snels, as non-executive independent director

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to appoint l’Advance BV, represented by its permanent representative Martine Snels, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2022.”*

*On the basis of the information available to it and the statement made in this regard by l’Advance BV, represented by its permanent representative Martine Snels, the board of directors concluded that both l’Advance BV and Martine Snels comply with the independence criteria as laid down in article 7:87 of the Code on companies and associations.”*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTENTION</b>	
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## UNOFFICIAL TRANSLATION

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- a) Appointment of *BYD Invest BV*, represented by its permanent representative *Thomas Baert*, as non-executive independent director

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to appoint BYD Invest BV, represented by its permanent representative Thomas Baert, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2022.*

*On the basis of the information available to it and the statement made in this regard by BYD Invest BV, represented by its permanent representative Thomas Baert, the board of directors concluded that both BYD Invest BV and Thomas Baert comply with the independence criteria as laid down in article 7:87 of the Code on companies and associations.”*

FOR		AGAINST		ABSTENTION	
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- b) Re-appointment of *Annelies Goos* as non-executive director

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-appoint Annelies Goos as non-executive director of the Company, for a period until and including the ordinary general meeting to be held in 2022.”*

FOR		AGAINST		ABSTENTION	
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### **9. Remuneration directors**

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to:*

- (i) set the remuneration of each director, with exception of the chairman and the executive directors, for the performance of his mandate at an annual fixed fee of EUR 15,000 (excl. VAT) pro rata the actual duration of the mandate and at a variable fee of EUR 2,500 (excl. VAT) for each physical meeting of the board of directors attended in person (with a maximum of EUR 10,000 per annum);*
- (ii) set the remuneration of the president of the board of directors for the performance of his mandate at an annual fixed fee of EUR 30,000 (excl. VAT) pro rata the actual duration of the mandate and at a variable fee EUR 5,000 (excl. VAT) for each physical meeting of the board of directors attended in person (with a maximum of EUR 20,000 per annum);*
- (iii) to set the remuneration of Didec Management BV for exercise of the mandate at a fixed annual remuneration of EUR 955,000;*
- (iv) to set the remuneration of Fodec Management BV for exercise of the mandate at a fixed annual remuneration of EUR 1,280,000;*
- (v) to ratify the remuneration for the exercise of the mandate of executive director starting on 17 May 2019 and ending on 15 May 2020 by Didec Management BV equal to (i) a fixed annual remuneration of EUR 694,500, and (ii) an annual variable remuneration in cash not to exceed EUR 200,000 and dependent on the realisation during the relevant financial year of certain key performance indicators as determined by the board of directors;*
- (vi) to ratify the remuneration for the exercise of the mandate of executive director starting on 17 May 2019 and ending on 15 May 2020 by Fodec Management BV equal to (i) a fixed annual remuneration of EUR 830,000, and (ii) an annual variable remuneration in cash not to exceed EUR 200,000 and dependent on the realisation during the relevant financial year of certain key performance indicators as determined by the board of directors.”*

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FOR		AGAINST		ABSTENTION	
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**10. Termination indemnity for the executive directors**

PROPOSED RESOLUTION:

*"The general meeting resolves upon recommendation by the board of directors to:*

- (i) fix the termination indemnity due upon termination of the executive director mandate of Didec Management BV for reasons other than cause at an amount equal to the lower of (i) the total annual remuneration in the framework of the mandate, and (ii) the total remuneration that would still be due for the exercise of the mandate until (and including) the ordinary general shareholders' meeting to be held in 2024; and*
- (ii) fix the termination indemnity due upon termination of the executive director mandate of Fodec Management BV for reasons other than cause at an amount equal to the lower of (i) the total annual remuneration in the framework of the mandate, and (ii) the total remuneration that would still be due for the exercise of the mandate until (and including) the ordinary general shareholders' meeting to be held in 2024."*

FOR		AGAINST		ABSTENTION	
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**11. Question round**

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**Additional information**

Forms that do not refer to either the manner of voting or abstention are void.

The form for remote voting that is sent to the company for a specific meeting will apply to successive meetings that are convened with the same agenda.

A shareholder who has voted remotely may not choose any other manner of participation in the meeting for the number of votes thus cast.

If a shareholder validly exercises the right to add an item to the agenda and/or to submit motions in accordance with article 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.

Forms for remote voting that were received by the company before the publication of a supplemented agenda, in accordance with article 7:130 of the Code on companies and associations, will remain valid for the items to be discussed on the agenda to which they relate. Notwithstanding the above, voting on an item to be discussed on the agenda for which a new motion has been submitted, in accordance with article 7:130 of the Code on companies and associations, will be void.

Granted in \_\_\_\_\_, on \_\_\_\_\_ 2020.

\_\_\_\_\_  
name + signature

This **originally signed form** must reach the Company by no later than **midnight (Belgian time) on Saturday 9 May 2020** (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde)

A shareholder that wishes to vote by letter must bear in mind that only forms 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.