

# VIOHALCO

VIOHALCO SA  
30 Avenue Marnix, 1000 Brussels, Belgium  
0534.941.439 RPM (Brussels)

## CONVENING NOTICE TO ATTEND THE ANNUAL SHAREHOLDERS' MEETING TO BE HELD ON 26 MAY 2015

The Board of Directors of Viohalco SA. (the *Company*) invites the shareholders to attend the annual shareholders' meeting (the *Meeting*) to be held on Tuesday 26 May 2015 at 12.00 noon (CET) at the Stanhope Hotel, rue du Commerce, 9 at 1000 Brussels.

### AGENDA

1. Management report of the board of directors and report of the statutory auditors for the financial year ended 31 December 2014
2. Presentation of the consolidated accounts and the management report on the consolidated accounts
3. Approval of the statutory accounts for the financial year ended 31 December 2014 (including allocation of the results)

*Proposed resolution:* approve the statutory accounts for the financial year ended 31 December 2014, including the allocation of results contained therein

4. Discharge of liability of the directors

*Proposed resolution:* granting discharge to the directors for the performance of their duties during the financial year ended on 31 December 2014

5. Discharge of liability of the statutory auditors

*Proposed resolution:* granting discharge to the auditors for the performance of their duties during the financial year ended on 31 December 2014

6. Renewal of the mandates of directors and confirmation of the appointment of a director

*Proposed resolution:* renew the appointment of Mr. **Nikolaos Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

*Proposed resolution:* renew the appointment of Mr. **Jacques Moulaert** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

*Proposed resolution:* renew the appointment of Mr. **Evangelos Moustakas** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

*Proposed resolution:* renew the appointment of Mr. **Michail Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

*Proposed resolution:* renew the appointment of Mr. **Ippokratis Ioannis Stasinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

*Proposed resolution:* renew the appointment of Mr. **Jean Charles Faulx** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016

*Proposed resolution:* renew the appointment of Mr. **Xavier Bedoret** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016;

*Proposed resolution:* renew the appointment of Mr. **Rudolf Wiedenmann** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016;

*Proposed resolution:* renew the appointment of Mr. **Efthimios Christodoulou** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; Mr. Christodoulou complies with the criteria of independence set forth in article 526ter of the Companies Code

*Proposed resolution:* renew the appointment of Mr. **Francis Mer** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; Mr. Mer complies with the criteria of independence set forth in article 526ter of the Companies Code

*Proposed resolution:* renew the appointment of Mr. **Thanasis Molokotos** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; Mr. Molokotos complies with the criteria of independence set forth in article 526ter of the Companies Code

*Proposed resolution:* confirm the appointment by co-optation of Mr. **Yvan de Launoit** as per the decision of the Board of directors of the 3 December 2014 and renew his appointment as independent director of the Company for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2016; M. de Launoit complies with the criteria of independence set forth in article 526ter of the Companies Code

7. Approval of the remuneration report (including the remuneration policy)

*Proposed resolution:* approve the remuneration report for the financial year 2014 as set out in the 2014 annual report, including the remuneration policy

8. Approval of the remuneration of the directors

*Proposed resolution:* grant to each director a gross fixed compensation of euro 25,000; in addition, (i) grant to each member of the audit committee a gross fixed compensation of euro 25,000, and (ii) grant to each member of the remuneration and nomination committee a gross fixed compensation of euro 25,000; these compensations will remunerate the performance of their mandate during the period between 26 May 2015 and the annual shareholders' meeting of 2016.

## **FORMALITIES FOR ADMISSION**

In accordance with article 536, §2 of the Companies Code and article 19.1 of the articles of association of the Company, the right of a shareholder to vote at a Meeting in person, by proxy or by mail is subject to the compliance with all formalities described below:

- A. the registration of the ownership of the shares in the name of the shareholder by 12 May 2015, 12.00 midnight (CET) (the **Record Date**), in the following way:
- for **registered shares**, by the registration of these shares in the name of the shareholder in the register of registered shares of the Company; or
  - for **dematerialised shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorised account holder or clearing organisation. Owners of dematerialised shares must request their financial institution to issue a certificate stating the number of dematerialised shares registered in the name of the shareholder in its books on the Record Date;
- B. the notification in writing by the shareholder of his/her intention to participate to the Meeting as well as the number of shares for which he/she intends to vote. The Company must receive such notification

by 20 May 2015, 5.00 pm (CET) at the latest, using the form prepared by the Company which is available on the Company's website ([www.viohalco.com](http://www.viohalco.com)).

Only persons who are shareholders of the Company on the Record Date are entitled to participate in and vote at the Meeting.

#### **AMENDMENT TO THE AGENDA**

In accordance with article 533ter of the Companies Code and article 18.7 of the articles of association of the Company, one or more shareholders holding together at least 3% of the share capital of the Company may add new items to the agenda of the Meeting or new proposed resolutions concerning items put or to be put on the agenda.

Such request will only be valid if, at the date the Company receives it, it is accompanied by a document establishing the above-mentioned shareholding.

- For registered shares this document must be a certificate establishing that the corresponding shares are registered in the register of registered shares of the Company.
- For dematerialised shares this document must be a certificate established by an authorised account holder or a clearing organisation, certifying the registration of the shares in one or more accounts held by such account holder or clearing organisation.

The Company must receive the text of the new items or new proposed resolutions to be put on the agenda on a signed original paper form by 4 May 2015, 5.00 pm (CET) at the latest. The text can also be communicated to the Company within the same period by electronic means, provided the communication is signed by means of an electronic signature in accordance with the applicable Belgian legislation.

The agenda, completed on the basis of any requests validly submitted, will be published at the latest on 11 May 2015.

#### **QUESTIONS**

In accordance with article 540 of the Companies Code, shareholders who have completed the formalities for admission to the Meeting may submit written questions, as from the publication of this notice, concerning the items on the agenda to the directors and/or the statutory auditors. Questions should be addressed to the Company by letter or e-mail ([administration@viohalco.com](mailto:administration@viohalco.com)) by 20 May 2015, 5.00 pm (CET) at the latest.

The shareholders may also ask oral questions on the agenda items during the General Shareholders 'Meeting.

#### **VOTE BY MAIL**

In accordance with Article 20.3 of the articles of association of the Company, any shareholder may vote by mail prior to the Meeting. Such vote must be submitted on the form prepared by the Company. The Company must receive the signed original paper form by 20 May 2015, 5.00 pm (CET) at the latest. With regard to owners of dematerialised shares, the Company must receive on the same date a certificate of an authorised account holder or clearing institution certificate stating the number of dematerialised shares registered in the name of such shareholders in its books on the Record Date see point A and the notification of intention to participate to the meeting see point B here above.

The form to vote by mail is available on the Company's website ([www.viohalco.com](http://www.viohalco.com)).

## **VOTING BY PROXY**

In accordance with article 547bis of the Companies Code and article 19.2 of the articles of association of the Company, any shareholder may be represented at the Meeting by a proxyholder. The proxyholder must be designated using the form prepared by the Company. The Company must receive the signed original paper form by 20 May 2015, 5.00 pm (CET) at the latest. The form can also be communicated to the Company within the same period by electronic means, provided the communication is signed by means of an electronic signature in accordance with the applicable Belgian legislation.

The proxy form is also available on the Company's website ([www.viohalco.com](http://www.viohalco.com)).

Any appointment of a proxyholder must comply with the applicable Belgian legislation, notably in terms of conflicting interests and record keeping.

## **PROOF OF IDENTITY AND OF POWERS**

In order to take part in the General Shareholders' Meeting, shareholders or holders of other securities as well as proxies must present a proof of their identity and the representatives of legal persons must provide a copy of the documents that attest their identity and powers of representation, in all cases at the latest immediately before the opening of the General Shareholders' Meeting.

## **AVAILABILITY OF DOCUMENTS**

The annual report and the documents which the law requires to be made available to the shareholders together with the present convening notice are available at the Company's website ([www.viohalco.com](http://www.viohalco.com)), including the form to vote by mail and the proxy form.

The shareholders may also inspect all documents which the law requires to make available to them on business days and during normal office hours, at the registered office of the Company (30, avenue Marnix, 1000 Brussels).

## **COMMUNICATIONS TO THE COMPANY**

Prior written questions concerning items on the agenda, requests to amend the agenda of the Meeting, forms to vote by mail, forms to appoint proxyholders, all certificates and other documents which must be communicated to the Company pursuant to the present convening notice must be exclusively addressed to Catherine Massion, deputy manager, Viohalco SA, 30 avenue Marnix, 1000 Brussels, Belgium (tel: + 32 (0)2 224 09 11 / e-mail: [administration@viohalco.com](mailto:administration@viohalco.com)) in accordance with the modalities specified in the present convening notice.

Shareholders are requested to arrive, if possible, 30 minutes before the start of the General Shareholders' Meeting in order to facilitate the procedure. They will sign the attendance list since no card will be sent previously.

The Board of Directors