



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

**VOTE BY MAIL**

Annual and extraordinary shareholders' meeting of Viohalco SA/NV (the *Company*) of Tuesday June 3, 2014 (12.00 noon) at the Stanhope Hotel, rue du Commerce, 9 at 1000 Brussels

*This signed original paper form must be communicated to the Company by May 28, 2012 at the latest by ordinary mail or electronic mail, as follows:*

*(1) by mail*

*The signed original paper form must be sent to:*  
*Viohalco SA/NV*  
*Catherine Massion, deputy director*  
*30 avenue Marnix*  
*1000 Brussels (Belgium)*

*OR*

*(2) by electronic mail*

*A copy of the signed original form must be sent to:*  
*info@viohalco.com*  
*All electronic mail must be signed by electronic signature*  
*in accordance with the applicable Belgian legislation*

The undersigned (name and first name / name of the company)

.....

Domicile / Registered office

.....

.....

Owner of

quantity

dematerialised shares (\*)  
registered shares (\*)

of Viohalco SA/NV

votes by mail in the following way with respect to the annual and extraordinary shareholders' meeting of the Company that will be held on Tuesday 3 June, 2014 (12.00 noon) (the **Meeting**) with all above-mentioned shares.

The vote of the undersigned on the proposed resolutions is as follows:(\*\*)

**1. Annual meeting**

- (a) Presentation of the management report of the board of directors on the annual accounts of the Company for the financial year ended 31 December 2013
- (b) Presentation of the report of the statutory auditors for the financial year ended 31 December 2013
- (c) Presentation of the consolidated accounts and the management report on the consolidated accounts
- (d) Approval of the statutory accounts for the financial year ended 31 December 2013 (including allocation of the results)

*Proposed resolution:* approve the statutory accounts for the financial year ended 31 December 2013, including the allocation of results contained therein

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (e) 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 2013

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (f) 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 2013

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (g) Renewal of the mandates of directors and appointment of a director

*Proposed resolution:* renew the appointment of Mr **Nicholaos Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*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 2015

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*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 2015

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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*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 2015

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Ioannis Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*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 2015

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Xavier Bedoret** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr Bedoret complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*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 2015; Mr Christodoulou complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Jean-Pierre de Launoit** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr de Launoit complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*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 2015; Mr Mer complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*Proposed resolution:* renew the appointment of Mr **Rudolf Wiedenmann** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr Wiedenmann complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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*Proposed resolution:* appoint Mr **Athanassios Molokotos** 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 2015; Mr. Molokotos holds a master degree in mechanical engineering and a master degree in marine engineering and naval architecture from the Massachusetts Institute of Technology (Cambridge, MA) and a master degree in mechanical engineering from Tuft University (Medford, MA). He is president

and chief executive officer of Assa Abloy Americas. In the past, he served as general manager of Molokotos Textile Corporation and design specialist at Rangine Corporation. Mr. Molokotos complies with the criteria of independence set forth in article 526ter of the Companies Code

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (h) Approval of the remuneration report (including the remuneration policy)

*Proposed resolution:* approve the remuneration report for the financial year 2013 as set out in the 2013 annual report, including the remuneration policy

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (i) 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 3 June 2014 and the annual shareholders' meeting of 2015

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (j) Legal formalities

*Proposed resolution:* grant powers to the notary for the legal publications

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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## 2. *Extraordinary meeting*

- (k) Amendment to article 5.1 of the articles of association

*Proposed resolution:* replace article 5.1 by the following text:

*“The share capital of the Company is set at 104,996,194.19 Euros, divided into 219,611,308 shares without nominal value.”*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (l) Amendment to article 16.1 of the articles of association

*Proposed resolution:* replace article 16.1 by the following text:

*“The Company is in all circumstances validly represented towards third parties by its board of directors acting collectively or by special proxyholders within the limits of their mandate.”*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (m) Amendment to article 19.3 of the articles of association.

*Proposed resolution:* replace article 19.3 by the following text:

*“The annual ordinary general meeting of shareholders must be convened in Brussels at the registered office of the Company or in any other location referred in the convening notice to such meeting, on*

*the last Tuesday of May every year, at noon, unless this day is a public holiday in Belgium in which case the general meeting is held the previous business day at the same time.”*

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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- (n) Deletion of article 6 of the articles of association

*Proposed resolution:* delete article 6 of the articles of association relating to the authorised capital and proceed to the renumbering of the articles of association following such deletion

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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- (o) Coordination of the articles of association

*Proposed resolution:* grant powers to the notary for the coordination and renumbering of the articles of associations and the filing of the consolidated version with the commercial registry.

<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
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This present form will be considered to be null and void in its entirety if the shareholder has not indicated above his choice concerning one or more of the items on the agenda of the Meeting.

The shareholder who has cast his vote by validly returning the present form to the Company cannot vote in person or by proxy at the Meeting for the number of votes already cast.

If the Company publishes at the latest on 19 May 2014 a revised agenda for the Meeting to include new items or proposed resolutions upon the request of one or more shareholders in execution of Article 533*ter* of the Companies Code, the present form will remain valid for the items on the agenda it covers, provided it has validly reached the Company prior to the publication of such revised agenda. Notwithstanding the above, the vote cast in the present form on an item on the agenda will be null and void if the agenda has been amended concerning this item to include a new proposed resolution in application of Article 533*ter* of the Companies Code.

Done at ....., on .....

Signature(s) : .....(\*\*\*)

(\*\*\*) *Legal entities must specify the name, first name and title of the natural person(s) who sign on their behalf.*