



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

**PROXY**

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 proxy 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 manager  
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) (the *Principal*)

.....

Domicile / Registered office

.....

.....

Owner of

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

of Viohalco SA/NV

quantity

hereby appoints as proxyholder the following person (the *Proxyholder*):

Name and first name: .....

Domicile:  
.....

in order to represent him/her at the shareholders' meeting of the Company that will be held on Tuesday June 3, 2014 (12.00 noon) at the Stanhope Hotel, rue du Commerce, 9 at 1000 Brussels (the **Meeting**) and to vote as follows on each of the proposed resolutions on behalf of the Principal: (\*\*)

(\*) *Cross out what is not applicable.*  
(\*\*) *Please tick the appropriate boxes.*

**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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

- (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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

- (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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

- (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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*Proposed resolution:* renew the appointment of Mr **Jacques Moulart** 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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

*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>	
------------	--

<b>AGAINST</b>	
----------------	--

<b>ABSTAIN</b>	
----------------	--

*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>	
----------------	--

- (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>	
----------------	--

- (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>	
----------------	--

- (j) Legal formalities

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

<b>FOR</b>	
------------	--

<b>AGAINST</b>	
----------------	--

<b>ABSTAIN</b>	
----------------	--

## 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>	
----------------	--

- (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>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>	<b>ABSTAIN</b>	<input type="checkbox"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

- (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"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

- (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"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

- (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"/>
------------	--------------------------	----------------	--------------------------	----------------	--------------------------

If the Principal has not given any voting instructions concerning one or more proposed resolutions, the Proxyholder will vote in favour of such proposed resolutions.

\*

The Principal acknowledges to have been informed of the fact that, after the publication of the convening notice to attend the Meeting, 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. At the latest on 19 May 2014 the Company will publish a revised agenda if it has validly received new items or new proposed resolutions to be added to the agenda of the Meeting. In this case the Company will also provide to the shareholders an updated proxy form that includes the new items or new proposed resolutions, and the rules set out hereunder will apply:

- (a) if the present proxy has been validly communicated to the Company before the publication of the revised agenda of the Meeting, it will remain valid for the items of the agenda of the Meeting which have been initially mentioned in the convening notice to attend the Meeting;
- (b) if the Company has published a revised agenda including one or more **new proposed resolutions** for items which were initially mentioned on the agenda, the law authorises the Proxyholder to deviate at the Meeting from the voting instructions possibly and initially given by the Principal if, in the Proxyholder's opinion, the execution of such instructions would risk to compromise the Principal's interests. The Proxyholder must inform the Principal if he deviates from his voting instructions;

(c) if the Company has published a revised agenda to include **new items**, the law imposes that the present proxy form indicates whether the Proxyholder is authorised or not to vote on these new items or whether he should abstain.

In view of the indications given in (c) above, the Principal: (\*\*\*)

authorises the Proxyholder to vote on the new items to be put on the agenda of the Meeting

or

gives instruction to the Proxyholder to abstain from voting on the new items to be put on the agenda of the Meeting

If the Principal has not ticked one of the above boxes or has ticked both boxes, the Proxyholder will abstain from voting on the new items to be put on the agenda of the Meeting.

The present proxy is irrevocable. The shareholders who have validly given a proxy can no longer vote at the Meeting in person or by mail.

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

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

*(\*\*\*) Please tick the appropriate boxes.*

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