



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

VOTE BY MAIL

Ordinary and Extraordinary shareholders' meeting of Viohalco SA (the *Company*) of Tuesday 31 May 2016 at 12.00 pm (CET) at the registered office of the Company, 30 Avenue Marnix, 1000 Brussels.

This signed original paper form must be returned by Wednesday 25 May 2016 at 5.00 pm (CET) at the latest to:

(1) by mail

The signed original paper form must be sent to:

*Viohalco SA
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:
administration@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

number

dematerialised shares (*)
registered shares (*)

of Viohalco SA

votes by mail in the following way with respect to the ordinary and extraordinary shareholders' meeting of the Company that will be held on Tuesday 31 May 2016 at 12.00 pm (CET) (the **Meeting**) with all above-mentioned shares.

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

(*) *Cross out what is not applicable.*

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

A. Ordinary General Meeting

1. Management report of the Board of Directors and report of the statutory auditors on the financial statements of the Company for the fiscal year ended 31 December 2015
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 2015 (including allocation of the results)

Proposed resolution: approve the statutory accounts for the financial year ended 31 December 2015, including the allocation of results contained therein

FOR	AGAINST	ABSTAIN
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- 4 Discharge of liability of the directors

Proposed resolution: granting discharge to the directors from any liability arising from the performance of their duties during the financial year ended on 31 December 2015

FOR	AGAINST	ABSTAIN
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- 5 Discharge of liability of the statutory auditors

Proposed resolution: granting discharge to the auditors from any liability arising from the performance of their duties during the financial year ended on 31 December 2015

FOR	AGAINST	ABSTAIN
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- 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 2017;

FOR	AGAINST	ABSTAIN
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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 2017;

FOR	AGAINST	ABSTAIN
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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 2017;

FOR	AGAINST	ABSTAIN
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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 2017;

FOR		AGAINST		ABSTAIN	
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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 2017;

FOR		AGAINST		ABSTAIN	
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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 2017;

FOR		AGAINST		ABSTAIN	
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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 2017;

FOR		AGAINST		ABSTAIN	
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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 2017;

FOR		AGAINST		ABSTAIN	
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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 2017; Mr. Christodoulou complies with the criteria of independence set forth in article 526ter of the Companies Code;

FOR		AGAINST		ABSTAIN	
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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 2017; Mr. Mer complies with the criteria of independence set forth in article 526ter of the Companies Code;

FOR		AGAINST		ABSTAIN	
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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 2017; Mr. Molokotos complies with the criteria of independence set forth in article 526ter of the Companies Code;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: confirm the appointment by co-optation of Mr. **Vincent de Launoit** as per the decision of the Board of directors of the 29 September 2015 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 2017; M. de Launoit complies with the criteria of independence set forth in article 526ter of the Companies Code.

FOR		AGAINST		ABSTAIN	
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7 Renewal of the mandate of auditors and fixation of their remuneration

Proposed resolution: renew the appointment as statutory auditor of Klyntveld Peat Marwick Goerdeler – Reviseurs d'entreprises SCRL, in abbreviation KPMG Reviseurs d'Entreprises, represented by Benoit Van Roost, and Renaud de Borman, Reviseur d'entreprises – Bedrijfsrevisor BVBA, represented by M.Renaud de Borman, for a mission of three financial years ending at the general meeting which approves the accounts of the financial year ending on the 31 December 2018. Fix the remuneration of KPMG Reviseurs d'Entreprises to EUR 160,000 and the one for Renaud de Borman Réviseurs d'Entreprises – Bedrijfsrevisor BVBA to EUR 10,000.

FOR		AGAINST		ABSTAIN	
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8 Approval of the remuneration report (including the remuneration policy)

Proposed resolution: approve the remuneration report for the financial year 2015 as set out in the 2015 annual report, including the remuneration policy

FOR		AGAINST		ABSTAIN	
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9 Approval of the remuneration of the directors

Proposed resolution: grant to each director a gross fixed compensation of EUR 25,000. In addition, (i) grant to each member of the audit committee a gross fixed compensation of EUR 25,000, and (ii) grant to each member of the remuneration and nomination committee a gross fixed compensation of EUR 25,000. These amounts will remunerate the performance of their mandate during the period between 31 May 2016 and the annual shareholders' meeting of 2017.

FOR		AGAINST		ABSTAIN	
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B. Extraordinary General Meeting

1. Proposed resolution: replace the wording of Article 21.4 of the articles of association by the following wording:

"Article 21: Resolutions and quorum"

21.4 By exception to the rule set forth in Article 21.2, the General Meeting reaches a quorum and validly convenes when at least two-thirds of the share capital is present or represented, with respect to the following resolutions:

- the transfer of the registered office of the Company abroad;

-the amendment of the corporate purpose of the Company;

-any increase or decrease of share capital;

-any authorisation to be granted to the Board of Directors to increase the capital in the framework of the authorised capital or any renewal of such authorisation;

- *the granting of any type or form of guarantee, by name, object or effect, to third parties;*
- *the issue of bonds;*
- *any change in the rules of allocation of profits set forth in these articles of association;*
- *any merger, transformation, liquidation or dissolution of the Company;*
- *the conversion of one category of shares into shares of another category and the creation of a new category of shares;*
- *the appointment of directors; and*
- *any other amendment of the articles of association*

FOR	
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AGAINST	
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ABSTAIN	
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2. Coordination of the articles of Association

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

FOR	
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AGAINST	
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ABSTAIN	
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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 Friday 13 May 2016 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 533ter 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 533ter 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.*