

Miko NV
Steenweg op Mol 177
2300 Turnhout
KBO n° 0404.175.739
RPR Turnhout

Power of Attorney

Shareholder's Name	
Shareholder's Address	
If shareholder is a legal entity, name of physical person(s) representing the shareholder	
Name Proxy Holder ¹	
Number of Shares	

¹ In order to avoid any potential conflict of interest, the directors or employees of the company or of other companies belonging to the Miko Group will not function as proxy holders.

For dematerialized shares and bearer shares, this power of attorney is only valid if proof is attached that the shares for which power of attorney is granted, were registered on the registration date, i.e. Tuesday, 12 May 2015 at 24h, either by depositing the shares in an account of a certified account holder, or by presenting the bearer shares to a financial institution.

The shareholder hereby grants the power of attorney to the proxy holder, to represent him or her at the ordinary general meeting of the company, which will be held at the registered office of the company, on Tuesday, 26 May 2015 at 15h00.

This ordinary general meeting has the following agenda:

1. Discussion of the consolidated annual accounts of the Miko Group for the financial year ending 31 December 2014.
2. Discussion of the annual report and of the reports of the external auditor for the financial year ending 31 December 2014
3. Discussion and approval of the annual accounts for the financial year ending 31 December 2014.
Motion: *Approval of the annual accounts for the financial year ending 31 December 2014 and of the allocation of profit.*
4. Discharge to the directors.
Motion: *Discharge is granted to Frans Michielsen, Frans Van Tilborg, Jan Michielsen, Patrick Michielsen, Bart Wauters, Franky Depickere, Flor Joosen and Mark Stulens, and to CVD BVBA and Sabine Sagaert BVBA, for their activities during the financial year ending 31 December 2014.*
5. Discharge of the external auditor.
Motion: *Discharge is granted to the external auditor.*
6. Appointment of new directors
Motion1: *Appointment of Karl Hermans*
Motion2: *Appointment of Kristof Michielsen*
7. Report Corporate Governance
8. Remuneration report

Motion: Approval of the remuneration report.

- 9 **Motion1:** Extension of the authorization to the board of directors, valid for a period of five years starting as from today, to acquire the company's own shares without prior approval of the general meeting of shareholders, for an amount of maximum 20% of the issued share capital. Such acquisition or exchange may be performed against a price equal to at least 85% and at most 115% of the last closing price of the shares on Euronext Brussels the day before the acquisition or exchange.

Motion2: Extension of the authorization to the board of directors for a period of three years starting as from today, in the event of a public take-over bid on the company's securities, in deviation from section 607 of the Belgian Companies Code, to (i) increase the share capital by way of contribution in kind or in cash, with limitation of or derogation from the preferential right of the shareholders, and (ii) to issue securities conferring the right to vote, whether or not they represent the capital, or securities giving the right to underwrite or acquire such securities, even if such securities or rights are not offered preferentially to the shareholders in proportion to the capital represented by their shares, on the condition however that (i) the shares issued through the capital increase are fully paid-up from the issue date, (ii) the issue price of the shares issued through the capital increase is not lower than the price of the bid, and (iii) the number of shares issued through the capital increase is not higher than one-tenth of the shares representing the capital issued before the capital increase.

10. Miscellaneous

The proxy holder has authority to participate in all deliberations and to vote as follows (strike out as appropriate):

Motion 3:	approval / abstention / rejection
Motion 4:	
- Discharge Frans Michielsen	approval / abstention / rejection
- Discharge Frans Van Tilborg	approval / abstention / rejection
- Discharge Jan Michielsen	approval / abstention / rejection
- Discharge Patrick Michielsen	approval / abstention / rejection
- Discharge Bart Wauters	approval / abstention / rejection
- Discharge Franky Depickere	approval / abstention / rejection
- Discharge Flor Joosen	approval / abstention / rejection
- Discharge Mark Stulens	approval / abstention / rejection
- Discharge CVD BVBA	approval / abstention / rejection
- Discharge Sabine Sagaert BVBA	approval / abstention / rejection
Motion 5:	approval / abstention / rejection
Motion 6:	
- Appointment Karl Hermans	approval / abstention / rejection
- Appointment Kristof Michielsen	approval / abstention / rejection
Motion 8:	approval / abstention / rejection
Motion 9:	
- First proposal	approval / abstention / rejection
- Second proposal	approval / abstention / rejection

If no instructions are given, the proxy holder may exercise the right to vote freely.

This power of attorney shall continue to remain valid for every other general meeting of the company that is convoked with the same agenda.

Made in on 2015.

(Signature to be preceded by the hand-written statement "Good for proxy").

This document must reach the company at the latest on Wednesday 20 May 2015, either by regular mail, or by e-mail av@miko.be.

For more information, please contact Johan Vandervee, company secretary, by telephone +32(0)14/408.811 or via av@miko.be.