



Miko N.V.  
Steenweg op Mol 177  
2300 Turnhout  
KBO N° 0404.175.739  
RPR Turnhout  
(the "Company")

POWER OF ATTORNEY

Name Shareholder	
Address Shareholder	
In the event the shareholder is a legal entity: name of the physical person duly representing the Shareholder	
Name Proxy Holder <i>Please note that, in order to avoid any possible conflicts of interest, the members of the Board of Directors and/or employees of the Company, or other companies of the Miko – Group, shall not function as proxy holders</i>	
Number of Shares	

Please note that, for dematerialized shares, this power of attorney shall only be considered as valid for as much as it is evidenced and documented that the shares for which this power of attorney is granted, were registered on the registration date, being Tuesday May 9<sup>th</sup> 2017 at 24h00, by depositing the respective shares in an account held by a certified account holder on the name of the respective shareholder.

The shareholder hereby grants power of attorney to the proxy holder, in order to represent the shareholder at the ordinary annual meeting of the Company **and the Company's subsequent extraordinary general meeting**, which shall be held at the registered offices of the Company on Tuesday May 23<sup>rd</sup> 2017 at 15h00.

**The Company's** ordinary general meeting of the Company has the following agenda:

1. Presentation and discussion of the consolidated annual accounts of Miko Group for the financial year ending on December 31<sup>st</sup> 2016;
2. Discussion of the annual report and the report of the external auditor of the Company for the financial year ending on December 31<sup>st</sup> 2016;
3. Discussion and approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2016 and the allocation of the results;

*Proposed Resolution:*



*Approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2016 and of the proposed allocation of the results*

4. Discharge to the directors;

*Proposed Resolution:*

*Discharge is granted to Frans Michielsens, Frans Van Tilborg, Kristof Michielsens, Karl Hermans, Patrick Michielsens, Bart Wauters, Flor Joosen, Mark Stulens, Chris Van Doorslaer, Sabine Sagaert B.V.B.A. (permanently represented by Ms. Sabine Sagaert) and Cynthia Van Hulle for their activities as director during the financial year ending on December 31<sup>st</sup> 2016.*

5. Discharge to the external auditor;

*Proposed Resolution:*

*Discharge is granted to PricewaterhouseCoopers Bedrijfsrevisoren CVBA, represented by Mr. Koen Hens, for its activities as auditor of the Company during the financial year 2016.*

6. Election and resignation of directors;

*Proposed Resolution:*

*The General meeting notes that the mandate as member of the board of directors granted to Mr. Frans Michielsens is considered to be terminated automatically in accordance with the articles of association of the Company, as a result of Mr. Frans Michielsens having reached the age of 70 years.*

7. Corporate Governance Report;

8. Remuneration Report;

*Proposed Resolution:*

*Approval of the Remuneration Report of the Company.*

9. Miscellaneous

The shareholder hereby provides the proxy holder with the power of attorney to participate in all deliberations and to vote as follows (*strike out as appropriate*):

Proposed Resolution – agenda topic 3: approval / abstention / rejection

Proposed Resolution – agenda topic 4:

- |                                     |                                    |
|-------------------------------------|------------------------------------|
| - Discharge for Frans Michielsens   | approval / abstention / rejection; |
| - Discharge for Frans Van Tilborg   | approval / abstention / rejection; |
| - Discharge for Kristof Michielsens | approval / abstention / rejection; |
| - Discharge for Karl Hermans        | approval / abstention / rejection; |
| - Discharge for Patrick Michielsens | approval / abstention / rejection; |
| - Discharge for Bart Wauters        | approval / abstention / rejection; |
| - Discharge for Flor Joosen         | approval / abstention / rejection; |
| - Discharge for Mark Stulens        | approval / abstention / rejection; |
| - Discharge for Chris Van Doorslaer | approval / abstention / rejection; |
| - Discharge for Sabine Sagaert BVBA | approval / abstention / rejection; |
| - Discharge for Cynthia Van Hulle   | approval / abstention / rejection. |

Proposed Resolution – agenda topic 5:

- |                             |                                    |
|-----------------------------|------------------------------------|
| - Discharge for the auditor | approval / abstention / rejection; |
|-----------------------------|------------------------------------|

Proposed Resolution – agenda topic 6:

- |  |
|--|
| - Noted that Mr. Frans Michielsens's mandate has been terminated automatically |
|--|

approval / abstention / rejection



Proposed Resolution – agenda topic 8:

approval / abstention / rejection

**The Company's extraordinary general meeting has the following agenda:**

1. Authorized capital
  - 1.1. Examination of the special report drafted by the Board of Directors of the Company in relation to the renewal of the Board of Director's authorization with regard to the authorized capital, such report being drawn up in accordance with the provisions of article 604 of the Belgian Companies Code.
  - 1.2. Authorization to the Board of Directors to increase the Company's registered capital within the framework of the authorized capital

*Proposed Resolution:*

*The General Meeting decides to renew the authorization as provided for in article 6b of the Company's articles of association, as granted to the Board of Directors, thereby authorizing the Board of Directors for a period of 5 years starting as from the date of publication of this decision in the Belgian Official Gazette, to increase the Company's registered capital in one or several times with an overall maximum amount equal to the Company's current registered capital, or – under the same conditions – to issue convertible bonds and/or warrants. This authorization may also be used for a capital increase or issuance of convertible bonds or warrants, whereby the preferential rights of the shareholders is limited or excluded in favour of one or several specific persons other than employees of the Company or its affiliated companies, and for capital increased effectuated by the conversion of reserves.*

The shareholder hereby provides the proxy holder with the power of attorney to participate in all deliberations and to vote as follows (strike out as appropriate).

Proposed Resolution – agenda topic 1.2:

- Renewal of the authorization as granted to the Board of Directors in order to increase the Company's registered capital within the framework of the authorized capital:

approval / abstention / rejection

In the event no specific voting instructions are provided on this form, the proxy holder may exercise the right to vote freely.

This power of attorney shall also be considered as legally valid for every other general meeting of the Company that is convoked with the same agenda.

Made in \_\_\_\_\_ on \_\_\_\_\_ 2017

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

This document has to be received by the Company ultimately on Wednesday May 17<sup>th</sup> 2017, either by regular mail or by e-mail at [av@miko.be](mailto:av@miko.be).

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