



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

**POWER OF ATTORNEY**

<b>Name Shareholder</b>	
<b>Address Shareholder</b>	
<b>In the event the shareholder is a legal entity: name of the physical person duly representing the Shareholder</b>	
<b>Name Proxy Holder</b>	
<b>Number of Shares</b>	

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 7<sup>th</sup> 2019 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 which shall be held at the registered offices of the Company on Tuesday May 21<sup>st</sup> 2019 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> 2018;
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> 2018;
3. Discussion and approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2018 and the allocation of the results;

***Proposed Resolution:***



Approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2018 and of the proposed allocation of the results

4. Discharge to the directors;

**Proposed Resolution:**

*Discharge is granted to Frans Van Tilborg, Kristof Michielsens, Karl Hermans, Patrick Michielsens, Bart Wauters, Flor Joosen, Mark Stulens, Sabine Sagaert B.V.B.A. (permanently represented by Ms. Sabine Sagaert), Cynthia Van Hulle and Inge Bruynooghe for their activities as director during financial year 2018.*

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 2018.*

6. Dismissals and Appointments – Board of Directors

**Proposed Resolution:**

- i. The General Meetings notes that the mandates of Mr. Frans Van Tilborg, Mr. Bart Wauters, Mr. Flor Joosen, Sabine Sagaert B.V.B.A. (permanently represented by Ms. Sabine Sagaert) and Ms. Cynthia Van Hulle as member of the Board of Directors of the Company expire at this general meeting;*
- ii. The General Meeting decides to reappoint Mr. Frans Van Tilborg as director of the Company for a mandate of 6 years running up and until the general meeting of 2025;*
- iii. The General Meeting decides to reappoint Mr. Bart Wauters as director of the Company for a mandate of 6 years running up and until the general meeting of 2025;*
- iv. The General Meeting decides to reappoint Ms. Cynthia Van Hulle as director of the Company for a mandate of 6 years running up and until the general meeting of 2025;*

*Ms. Van Hulle complies with the independency criteria as provided for in article 526ter of the companies code and the Company's corporate governance charter.*

- v. The General Meeting decides to appoint Beau Noir B.V.B.A., having its registered offices at Nokerseweg 57, 8790 Waregem, permanently represented by Ms. Inge Demeyere, as independent director of the Company, for a mandate of 6 years running up and until the general meeting of 2025.*

*Beau Noir B.V.B.A. permanently represented by Ms. Inge Demeyere complies with the independency criteria as provided for in article 526ter of the companies code and the Company's corporate governance charter.*

7. Appointment of auditor

**Proposed Resolution:**

*The General Meeting decides to reappoint PricewaterhouseCoopers Bedrijfsrevisoren CVBA, having its registered offices at Woluwe Garden, Woluwedal 18, 1932 Sint-Stevens-Wolume, permanently represented by Mr. Koen Hens, as auditor of the Company for a period of 3 years. The mandate runs up and until the Company's annual general meeting in 2022.*

8. Corporate Governance Report;

9. Remuneration Report;

**Proposed Resolution:**

*Approval of the Remuneration Report of the Company.*

10. 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 Van Tilborg approval / abstention / rejection;
- Discharge for Kristof Michielsen approval / abstention / rejection;
- Discharge for Karl Hermans approval / abstention / rejection;
- Discharge for Patrick Michielsen 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 Sabine Sagaert BVBA approval / abstention / rejection;
- Discharge for Cynthia Van Hulle approval / abstention / rejection;
- Discharge for Inge Bruynooghe approval / abstention / rejection.

**Proposed Resolution – agenda topic 5:**

Discharge for PWC (Auditor) approval / abstention / rejection.

**Proposed Resolution – agenda topic 6:**

- Reappointment of Frans Van Tilborg approval / abstention / rejection;
- Reappointment of Bart Wauters approval / abstention / rejection;
- Reappointment of Cynthia Van Hulle approval / abstention / rejection;
- Appointment of Beau Noir B.V.B.A. approval / abstention / rejection;  
(*Permanently represented by Ms. Inge Demeyere*)

**Proposed Resolution – agenda topic 7:**

- Reappointment of PWC as auditor approval / abstention / rejection.

**Proposed Resolution – agenda topic 9:** 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 \_\_\_\_\_ 2019

(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 15<sup>th</sup> 2019, either by regular mail or by e-mail at [av@miko.be](mailto:av@miko.be).**

For more information, please contact Mr. Philip Wouters, Group Legal Counsel, by telephone (0032) 014/40.85.18 or via [av@miko.be](mailto:av@miko.be).