



Miko NV
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	Philip Wouters General Counsel Miko NV
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 12th 2020 at 24h00**, by depositing the respective shares in an account held by a certified account holder on the name of the respective shareholder.

IMPORTANT NOTICE IN RELATION TO THE COVID-19 CORONA VIRUS:

In accordance with the provisions of Royal Decree number 4 containing various provisions regarding co-ownership and corporate and association law in relation to the battle against the Covid-10 pandemic, the Board of Directors of the Company has decided to use the rights granted to it to organize the annual General Meeting of the Company and the subsequent Extraordinary General Meeting solely behind closed doors. The shareholders of the Company are encouraged to participate in the respective meetings, whereby however they may exercise their voting rights only and exclusively by means of power of attorney as set forth herein.

The shareholder hereby grants power of attorney to Mr. Philip Wouters (General Counsel of Miko NV), in order to represent the shareholder at the ordinary annual General Meeting of the Company which shall be held on Tuesday May 26th 2020 15h00, and the Extraordinary General Meeting of the Company which shall be held subsequently.



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 31st 2019;
2. Discussion of the annual report and the report of the external auditor of the Company for the financial year ending on December 31st 2019;
3. Discussion and approval of the annual accounts for the financial year ending on December 31st 2019 and the allocation of the results;

Proposed Resolution:

Approval of the annual accounts for the financial year ending on December 31st 2019 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, S-More 3P BV (permanently represented by Mr. Mark Stulens), Sabine Sagaert B.V.B.A. (permanently represented by Ms. Sabine Sagaert), Cynthia Van Hulle, Inge Bruynooghe and Beau Noir BV (permanently represented by Ms. Inge Demeyere) for their activities as director during financial year 2019.

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 2019.

6. Confirmation of cooptation of a Director

Proposed Resolution:

- i. *The General Meeting confirms the decision of the Board of Directors of the Company dated September 10th 2019 to co-opt S-More3P BV, permanently represented by Mr. Mark Stulens, as a director of the Company as a result of the decision of Mr. Mark Stulens to terminate his mandate. The term of the mandate granted to S-More3P BV, permanently represented by Mr. Mark Stulens, is equal to the remaining duration of the mandate of the Director who is being replaced, and shall terminate at the Company's General Meeting in 2022.*

7. Corporate Governance Report;

8. Remuneration Report;

Proposed Resolution:

The General Meeting approves the Remuneration Report of the Company.

9. Miscellaneous

The Extraordinary General Meeting has the following Agenda:

1. Prolongation of the authorizations granted to the Board of Directors to perform share buybacks.



Proposed Resolution:

The General Meeting approves the prolongation of the authorization granted to the Board of Directors of the Company in accordance to which the Board of Directors is authorized during a period of five years as of the date of publication of this decision in the Belgian Official Gazette and in accordance with the applicable legal provisions thereto, to buy back the Company's own shares without prior decision thereto by the Company's General Meeting, and this up to a maximum of 20% of the Company's share capital. The purchase or exchange may occur at a price equal to a minimum of 85% and a maximum of 115% of the last closing price of the share at Euronext Brussels on the day prior to the date of the purchase or exchange. This authorization may be further renewed in accordance with the applicable legal provisions thereto.

In relation to the Annual General Meeting of the Company, the shareholder hereby provides the proxy holder with the power of attorney to participate in all deliberations and to vote as follows (*strike through 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 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 S-More3P BV 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;
- Discharge for Beau Noir BV approval / abstention / rejection;

Proposed Resolution – agenda topic 5:

Discharge for the Auditor approval / abstention / rejection

Proposed Resolution – agenda topic 6:

- Confirmation cooptation Director approval / abstention / rejection

Proposed Resolution – agenda topic 8:

approval / abstention / rejection

In relation to the Extraordinary General Meeting of the Company, the shareholder hereby provides the proxy holder with the power of attorney to participate in all deliberations and to vote as follows (*strike through as appropriate*):

Proposed Resolution – agenda topic 1

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 _____ 2020

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

This document has to be received by the Company ultimately on Friday May 22nd 2020 and this exclusively by e-mail at av@miko.be.

For more information, please contact Mr. Philip Wouters, General Counsel Miko NV through av@miko.be.