

**FAGRON**  
Company limited by shares, having made a public appeal on savings  
Textielstraat 24, 8790 Waregem, Belgium  
VAT BE 0890.535.026  
RLE Kortrijk

**PROXY**

The shareholders who wish to have themselves represented at the annual general meeting of the Company (for the agenda, please see below), should make use of this proxy form. Any other proxy types will not be accepted.

This proxy must be submitted to the Company's statutory office at Textielstraat 24, 8790 Waregem, Belgium, for the attention of the Board of Directors, latest by 3 May 2016 at midnight by post, by e-mail to [johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com) or via registration of the votes on [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

For your information, please allow us to point out that you are also expected to comply with the registration formalities as set out in the convocation.

The undersigned, [\* name, address]:

Hereafter referred to as 'the proxy principal'.

Owner of [\*number] of shares to shareholder's name / dematerialised shares [please strike through what is not applicable] in Fagron NV

Herewith grants a special proxy, with the possibility of representation to [\* name, address]:

Hereafter referred to as 'the proxy'.

To whom the proxy principal issues full power to represent him/her at the annual and extraordinary general shareholders' meeting of Fagron NV scheduled at Crown Plaza, Gerard le Grellelaan 10, 2020 Antwerpen, Belgium on Monday 9 May 2016 at 3 p.m. with the following agenda.

**Agenda of the annual general meeting**

1. Reading of, discussion and comments on the board of directors' annual report and the statutory auditor's report on the 2015 annual financial statements.
2. Discussion and approval of the annual financial statements closed on 31 December 2015.

*Motion to vote: Approval of the financial statements closed on 31 December 2015.*

For     Against     Abstain

3. Allocation of the result of the financial year closed on 31 December 2015.

*Motion to vote: Approval of the allocation of the result as included in the annual financial statements.*

For     Against     Abstain

4. Discussion and approval of the remuneration report as included in the board of directors' annual report.

*Motion to vote: Approval of the remuneration report as included in the board of directors' annual report.*

For     Against     Abstain

5. Announcement of the consolidated annual financial statements and the consolidated reports.

6. Granting discharge to the members of the board of directors.

*Motion to vote: Granting discharge by means of a separate vote to the directors in charge during the financial year 2015 regarding the mission fulfilled by them in the course of the financial year.*

For     Against     Abstain

7. Granting discharge to the statutory auditor.

*Motion to vote: Granting discharge by means of a separate vote to the statutory auditor in charge during the financial year 2015 regarding the mission fulfilled by him in the course of the financial year.*

For     Against     Abstain

8. Information concerning the remuneration of non-executive directors.

*Motion to vote: The shareholders acknowledge that the annual remuneration payable to the non-executive directors, as approved by the shareholders in the Shareholders' Meeting of 11 May 2015, will remain unchanged for the year 2015.*

For     Against     Abstain

9. Explanation and discussion of Corporate Governance at Fagron NV.

10. Reappointment and remuneration of Statutory Auditor for the Financial Years 2016 through 2018.

*Comment to the agenda item: On the recommendation of the audit committee, the Board of Directors proposes to appoint the statutory auditor as proposed in the annual report for a period of three years. The Board of Directors proposes to reappoint the non-trading partnership which has adopted the form of a Cooperative Society with Limited Liability PricewaterhouseCoopers Statutory Auditors with its registered office in Belgium at Woluwedal 18, 1932 Sint-Stevens-Woluwe as statutory auditor for a period of three years. This company has appointed Peter van den Eynde, statutory auditor, as its representative with the power of representation for the execution of the aforementioned mandate in the name and for the account of the Cooperative Society with Limited Liability. The mandate lapses after the annual general meeting of shareholders which decides on the approval of the annual accounts of 31 December 2018.*

*Motion to vote: The General Meeting appoints the Statutory Auditor for a period of three years as proposed in the annual report and resolves to reappoint the non-trading partnership which has adopted the form of a Cooperative Society with Limited Liability PricewaterhouseCoopers Statutory Auditors with its registered office in Belgium at Woluwedal 18, 1932 Sint-Stevens-Woluwe as statutory auditor for a period of three years. The mandate ends after the annual general meeting of 2019.*

*Approval of the remuneration for auditing the public limited company Fagron (including the consolidation and the half-year inspection) for the accounting year 2015 at 77.751 euro.*

*Approval of the remuneration for auditing the public limited company Fagron (including the consolidation and the half-year inspection) for the accounting year 2016 at 78.500 euro, excluding VAT and expenses. This amount may be adjusted annually in line with adjustments in the Consumer Price Index or as agreed between the parties.*

For     Against     Abstain

#### 11. Power of attorney.

*Motion to vote: Granting of power of attorney to (i) Mr Johan Verlinden, choosing as address Textielstraat 24, 8790 Waregem, Belgium, and (ii) Ms Susana Gonzalez Melon, choosing the offices of Allen & Overy LLP as address Tervurenlaan 268A, 1150 Brussels, Belgium, each authorized to act individually in representing the company regarding fulfilment of the filing and disclosure obligations as set out in the Belgian Companies Code. This power of attorney entails that the authorized person may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to filing the aforementioned decision making with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Bulletin of Acts, Orders and Decrees.*

For     Against     Abstain

#### 12. Miscellaneous.

If you do not include any instructions, you are deemed to vote in favour of the proposed decisions.

The original Dutch version of this document is available. In matters of any misinterpretation, the Dutch version will prevail.

Prepared in \*[place] on \*[date]

(‘Valid proxy plus signature)