



## FAGRON

Company limited by shares, having made a public appeal on savings  
Venecoweg 20a, 9810 Nazareth, Belgium  
VAT BE 0890.535.026  
RLE Ghent

## PROXY

The shareholders who wish to have themselves represented at the annual general meeting and the extraordinary 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 Venecoweg 20a, 9810 Nazareth, Belgium, for the attention of the Board of Directors, latest by 2 May 2017 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 8 May 2017 at 3 p.m. with the following agenda.

### I. 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 2016 annual financial statements.



2. Discussion and approval of the annual financial statements closed on 31 December 2016.

*Motion to vote: Approval of the financial statements closed on 31 December 2016.*

☐ For    ☐ Against    ☐ Abstain

3. Allocation of the result of the financial year closed on 31 December 2016.

*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 2016 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 2016 regarding the mission fulfilled by him in the course of the financial year.*

☐ For    ☐ Against    ☐ Abstain

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



9. 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 2016.*

☐ For    ☐ Against    ☐ Abstain

10. Information concerning the remuneration of Statutory Auditor

*Motion to vote: Approval of the remuneration for auditing the public limited company Fagron for the accounting year 2016 at 107.750 euro.*

*Approval of the remuneration for auditing the public limited company Fagron (including the consolidation and the half-year inspection) for the accounting year 2017 at 110.000 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. Annulment of the VVPR-Strips.

*Motion to vote: Approval of the annulment of the issued VVPR-Strips.*

☐ For    ☐ Against    ☐ Abstain

12. Approval of the cooptation by the board of directors of AHOK BVBA, permanently represented by Mr. Koen Hoffman as independent non-executive director.

*Motion to vote: Approval of the appointment of AHOK BVBA, permanently represented by Mr. Koen Hoffman as independent director of the Company as from 3 August 2016 to complete the term of the mandate of Mr. Jan Peeters. This appointment expires immediately after the annual general shareholders' meeting of 2019 relating to the financial year closed on 31 December 2018. The mandate of AHOK BVBA, permanently represented by Mr. Koen Hoffman will be remunerated in accordance with the decisions taken in this respect by the shareholders' meeting.*

☐ For    ☐ Against    ☐ Abstain



13. Approval of the cooptation by the board of directors of Vanzel G. Comm. V., permanently represented by Mrs. Giulia Van Waeyenberge as independent non-executive director.

*Motion to vote: Approval of the appointment of Vanzel G. Comm. V., permanently represented by Mrs. Giulia Van Waeyenberge as independent director of the Company as from 3 August 2016 to complete the term of the mandate of Mrs. Nathalie van Woerkom. This appointment expires immediately after the annual general shareholders' meeting of 2019 relating to the financial year closed on 31 December 2018. The mandate of Vanzel G. Comm. V., permanently represented by Mrs. Giulia Van Waeyenberge will be remunerated in accordance with the decisions taken in this respect by the shareholders' meeting.*

☐ For    ☐ Against    ☐ Abstain

14. Approval of the cooptation by the board of directors of Mrs. Karin de Jong as executive director.

*Motion to vote: Approval of the appointment of Mrs. Karin de Jong as executive director of the Company as from 16 October 2016 to complete the term of the mandate of Mr. Luc Vandewalle. This appointment expires immediately after the annual general shareholders' meeting of 2018 relating to the financial year closed on 31 December 2017. The mandate of Mrs. Karin de Jong will not be remunerated.*

☐ For    ☐ Against    ☐ Abstain

15. Approval of the cooptation by the board of directors of Alychlo NV, permanently represented by Mr. Marc Coucke as non-executive director.

*Motion to vote: Approval of the appointment of Alychlo NV, permanently represented by Mr. Marc Coucke as director of the Company as from 16 October 2016 to complete the term of the mandate of Aubisque BVBA, permanently represented by Mrs. Freya Loncin. This appointment expires immediately after the annual general shareholders' meeting of 2020 relating to the financial year closed on 31 December 2019. The mandate of Alychlo NV, permanently represented by Mr. Marc Coucke will be remunerated in accordance with the decisions taken in this respect by the shareholders' meeting.*

☐ For    ☐ Against    ☐ Abstain



16. Approval of the cooptation by the board of directors of Mr. Marc Janssens as non-executive director.

*Motion to vote: Approval of the appointment of Mr. Marc Janssens as director of the Company as from 16 October 2016 to complete the term of the mandate of Mr. Filip Balcaen. This appointment expires immediately after the annual general shareholders' meeting of 2020 relating to the financial year closed on 31 December 2019. The mandate of Mr. Marc Janssens will be remunerated in accordance with the decisions taken in this respect by the shareholders' meeting.*

☐ For    ☐ Against    ☐ Abstain

17. Power of attorney.

*Motion to vote: Granting of power of attorney to Mr. Johan Verlinden, choosing as address Venecoweg 20a, 9810 Nazareth, Belgium, authorized 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

18. Miscellaneous.

**II. Agenda of the extraordinary general meeting**

1. Reading of, discussion and comments on the special report of the board of directors in accordance with article 604 of the Belgian Companies Code concerning the renewal of the authorized capital.

2. Renewal of the authorized capital and amendment of article 5bis of the articles of association.

*Motion to vote: The extraordinary general meeting authorizes the board of directors to increase the share capital of the Company once or in several times with an (aggregate) amount equal to the current amount of share capital of the Company, being four hundred ninety four million one hundred ninety-two thousand two hundred twenty-one euros and sixty-eight eurocents (EUR 494.192.221,68). In this framework the extraordinary general shareholders' meeting decides to replace article 5bis of the articles of association by the following text:  
"Article 5bis: Authorized Capital.*

*The authority was granted to the board of directors in a resolution of the extraordinary shareholders' meeting of 8 May 2017, with a majority of at least three fourths (3/4ths) of the votes cast and within a period of five years from the date of the publication of the resolution in the Annexes to the Belgian State Gazette, to increase the capital by a maximum amount of four*



*hundred ninety four million one hundred ninety-two thousand two hundred twenty-one euros and sixty-eight eurocents (EUR 494.192.221,68), on one or several occasions, in the manner of and subject to the conditions that the Board shall stipulate.*

*This authority applies to capital increases that must be subscribed to in cash and for capital increases subscribed to in kind.*

*This authority of the board of directors also applies to capital increases via capitalization of the reserves or issue premiums.*

*The above-mentioned authorization is renewable.*

*Furthermore, the board of directors is hereby authorized, on the basis of a resolution taken pursuant to the provisions of Article 560 of the Belgian Companies Code, in the context of the issuance of securities within the authorized capital, to change the respective rights of the existing types of shares or securities that may or may not represent the capital. In addition to the issuance of shares, convertible bonds and warrants, the capital increases decided by the board of directors may also occur via the issuance of shares without voting rights, shares with a preferential right to dividend and preference in the case of liquidation, and convertible shares, that pursuant to specific conditions are converted into a smaller or greater number of ordinary shares.*

*The board of directors, within the limits of the authorized capital, in the interest of the company and subject to compliance with the conditions laid down in Article 592 of the Belgian Companies Code, is authorized to suspend or limit the preferential subscription right that the law grants to the shareholders. The board of directors is authorized to limit or suspend the preferential subscription right in favor of one or more specific persons, even if they are not employees of the company or its subsidiaries.*

*On the occasion of the increase of the issued capital, realized within the limits of the authorized capital, the board of directors has the authority to request an issue premium payable on subscription. If the board of directors so decides, this issue premium must be booked to an undistributable reserves account, that shall constitute the guarantee of third parties in the same degree as the registered capital, and which, without incorporation in the capital by the board of directors as foreseen above, can only be distributed by the shareholders' meeting, in accordance with the conditions imposed by the Belgian Companies Code for amending the articles of association.*

*In the absence of explicit authorization granted by the shareholders' meeting to the board of directors, from the date of notification to the company by the Financial Services and Markets Authority (FSMA) of a public takeover bid of the shares of the company, the authority of the board of directors to increase the issued capital by contributions in cash with cancellation or restriction of the preferential subscription right of the existing shareholders or by contribution in kind, is suspended. This authority shall again come into force immediately after the conclusion of such a takeover bid.*

*With a view toward consolidation of the articles of association, the Board is also authorized to amend the relevant Article of the articles of association as soon as the authorized capital or a part thereof is converted into issued capital.*

*If the authorized capital is not subscribed to within the specified period, the text of this Article lapses."*

*The extraordinary general shareholders' meeting clarifies that, as from the entry into force of the aforementioned renewed authorization, the existing authorization relating to the*



*authorized capital which was granted to the board of directors by decision of the extraordinary general shareholders' meeting of 5 June 2012, will cease to exist.*

☐ For    ☐ Against    ☐ Abstain

3. Granting of powers concerning the coordination of the articles of association.

*Motion to vote: The extraordinary general shareholders' meeting decides to grant to each director of the Company individually and to the acting civil-law notary the power, with right of subrogation, to draft the coordinated text of the articles of association and to reflect therein the amendments in accordance with the above decisions.*

☐ For    ☐ Against    ☐ Abstain

<i>If you do not include any instructions, you are deemed to vote in favour of the proposed decisions.</i>
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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)