

FAGRON

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

PROXY

The shareholders who wish to cast their votes at the annual general meeting Company (for the agenda, please see below), are requested to 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 7 May 2020 at midnight by post, by e-mail to johan.verlinden@fagron.com or via registration of the votes on 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, [* please fill in name and address below]:

Hereafter referred to as 'the proxy principal'.

Owner of [*please fill in number of shares hereafter] _____ 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 [* please fill in name and address of the proxy below]:

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 14 May 2018 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 2019 annual financial statements.
2. Discussion and approval of the annual financial statements closed on 31 December 2019.

Motion to vote: Approval of the financial statements closed on 31 December 2019.

☐ For ☐ Against ☐ Abstain

3. Allocation of the result of the financial year closed on 31 December 2019.

Motion to vote: Approval of the allocation of the result, including payment of a dividend, 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 2019 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 2019 regarding the mission fulfilled by her 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 and granting remuneration to the president of the board of directors.

Motion to vote: The shareholders approve the annual remuneration payable to the non-executive directors as included in the annual financial statements.

☐ For ☐ Against ☐ Abstain

10. Information concerning the remuneration of Statutory Auditor

Motion to vote: Approval of the remuneration of the statutory auditor for auditing the Company during the accounting year 2019 as included in the annual report.

Approval of the remuneration of the statutory auditor for auditing the Company (including the consolidation and the half-year audit) for the accounting year 2020 as included in the annual report, 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. Application of article 7:121 of the Belgian Companies Code – the ISDA 2002 Master Agreement dd 10 March 2020 between the Company and Belfius NV/SA and schedules dd 10 March 2020 to the ISDA Master Agreement (the **ISDA Agreement**),

Motion to vote: In accordance with article 7:121 of the Belgian Companies Code, approval of the provisions of the ISDA Agreement, and in particular the provisions granting rights to third parties (in this case the hedge counterparty in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company (with inclusion of but not limited to article 5 (b)(v) (Terminations Events- Credit Event Upon Merger) of the ISDA Agreement).

☐ For ☐ Against ☐ Abstain

12. Application of article 7:121 of the Belgian Companies Code – EUR 375,000,000 multicurrency term and revolving facilities agreement dd 1 August 2019 between, among others, the Company and BNP Paribas Fortis SA/NV, ING Belgium SA/NV and KBC Bank NV as bookrunning mandated lead arrangers, Belfius Bank SA/NV, Commerzbank Aktiengesellschaft, Filiale Luxembourg and HSBC France, Brussels Branch as mandated lead arrangers and ING Bank N.V. as agent (**Multicurrency Term and Revolving Facilities Agreement**).

Motion to vote: In accordance with article 7:121 of the Belgian Companies Code, approval of the provisions of the Multicurrency Term and Revolving Facilities Agreement, and in particular the provisions granting rights to third parties (in this case the lenders in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company (with inclusion of but not limited to article 10.2 (Change of control) of the Multicurrency Term and Revolving Facilities Agreement).

☐ For ☐ Against ☐ Abstain

13. Approval of the cooptation by the board of directors of Mr. Robert ten Hoedt as independent non-executive director.

Motion to vote: Approval of the appointment of Mr. Robert ten Hoedt as independent non-executive director of the Company as from 20 December 2019 to complete the term of the mandate of Mr. Marc Janssens. 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. Robert ten Hoedt will be remunerated in accordance with the decisions taken in this respect by the shareholders' meeting.

☐ For ☐ Against ☐ Abstain

14. Reappointment of an independent non-executive director.

Motion to vote: The general meeting reappoints Mr. Robert ten Hoedt as independent non-executive director for a term of 4 years. Mr. Robert ten Hoedt's assignment will end immediately after the annual general meeting in the year 2024 regarding the accounting year ending on 31 december 2023. He will be remunerated in accordance with the principles as established for the non-executive directors.

☐ For ☐ Against ☐ Abstain

15. Reappointment of a non-executive director.

Motion to vote: The general meeting reappoints Alychlo NV, permanently represented by Mr. Marc Coucke as non-executive director for a term of 4 years. Alychlo NV, permanently represented by Mr. Marc Coucke's assignment will end immediately after the annual general meeting in the year 2024 regarding the accounting year ending on 31 december 2023. He will be remunerated in accordance with the principles as established for the non-executive directors.

☐ For ☐ Against ☐ Abstain

16. Reappointment of a non-executive director.

Motion to vote: The general meeting reappoints Michael Schenck BV, permanently represented by Mr. Michael Schenck as non-executive director for a term of 4 years. Michael Schenck BV, permanently represented by Mr. Michael Schenck's assignment will end immediately after the annual general meeting in the year 2024 regarding the accounting year ending on 31 december 2023. He will be remunerated in accordance with the principles as established for the non-executive directors.

☐ 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.

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

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)