

**FAGRON**

Listed Company

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 and extraordinary general shareholders' meeting of the 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 **3 May 2022 at midnight** by post, by e-mail to [helena.de.groof@fagron.com](mailto:helena.de.groof@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, [\* please fill in your name and address below]:

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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 – you can grant a proxy to Helena De Groof, Legal Counsel, Venecoweg 20a, 9810 Nazareth or a representative of your choice if you are unable to attend]:

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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 to be held at the statutory seat of the Company and via audio/video conference on **Monday 9 May 2022** 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 2021 annual financial statements.

2. Discussion and approval of the annual financial statements closed on 31 December 2021.

*Motion to vote: Approval of the financial statements closed on 31 December 2021.*

☐ For    ☐ Against    ☐ Abstain

3. Allocation of the result of the financial year closed on 31 December 2021.

*Motion to vote: Approval of the allocation of the result, including payment of a dividend of 0.20 euro per share, 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. Discussion and approval of the remuneration policy as included in the board of directors' annual report.

*Motion to vote: Approval, as proposed by the board of directors and after recommendation of the nomination- and remuneration committee, of the remuneration policy.*

☐ For    ☐ Against    ☐ Abstain

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

7. 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 2020 regarding the mission fulfilled by them in the course of the financial year.*

☐ For    ☐ Against    ☐ Abstain

8. 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 2020 regarding the mission fulfilled by her in the course of the financial year.*

☐ For    ☐ Against    ☐ Abstain

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

10. Approval of the remuneration of non-executive 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

11. Approval of the remuneration of Statutory Auditor

*Motion to vote: Approval of the remuneration of the statutory auditor for auditing the Company during the accounting year 2020 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 2021 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

12. Reappointment of the Statutory Auditor for the financial years 2022 up to and including 2024 and determination of his remuneration.

*Motion to vote: Reappointing Deloitte Bedrijfsrevisoren CVBA, with registered office at Brussels National Airport 1, Bus 1J, 1930 Zaventem and registered in the K.B.O. under number 0429.053.863, represented by Ms. Ine Nuyts as a member of the Supervisory Board for a period of three years as proposed in the annual report. The mandate expires after the annual meeting of 2024.*

☐ For    ☐ Against    ☐ Abstain

13. Reappointment of an executive director

*Motion to vote: Reappointing Mr. Rafael Padilla as executive director for a period of 4 years. Mr. Padilla's mandate will end immediately after the annual meeting of the year 2026. Rafael Padilla's mandate will be unpaid.*

☐ For    ☐ Against    ☐ Abstain

14. Reappointment of an executive director

*Motion to vote: Reappointing Ms. Karin de Jong as executive director for a period of 4 years. Ms. De Jong's assignment will end immediately after the annual meeting of 2026. Karin de Jong's mandate will be unpaid.*

☐ For    ☐ Against    ☐ Abstain

15. Reappointment of an independent non-executive director

*Motion to vote: Appointing Ms. Veerle Deprez as an independent non-executive director for a period of 4 years. Ms. Veerle Deprez's assignment will end immediately after the annual meeting of 2026.*

☐ For    ☐ Against    ☐ Abstain

16. Appointment of an independent non-executive director.

*Motion to vote: Appointing Ms. Vera Bakker as an independent non-executive director for a period of 4 years. Mrs. Vera Bakker's assignment will end immediately after the annual meeting of 2026.*

☐ For    ☐ Against    ☐ Abstain

17. Appointment of an independent non-executive director.

*Motion to vote: Appointing Mr. Neeraj Sharma as an independent non-executive director for a period of 4 years. The mandate of Mr. Neeraj Sharma will end immediately after the annual meeting of the year 2026.*

☐ For    ☐ Against    ☐ Abstain

18. Appointment of an independent non-executive director.

*Motion to vote: Appointing Ms. Ann Desender as an independent non-executive director for a period of 4 years. Mrs. Ann Desender's assignment will end immediately after the annual meeting of the year 2026.*

☐ For    ☐ Against    ☐ Abstain

19. 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 BCAC. 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

20. 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 7:199 BCAC concerning the renewal of the authorized capital as proposed in the third agenda item.

2. Renewal of the authorized capital and amendment of article 5bis of the articles of association of 8 May 2017 regarding the authorized capital and the powers of the board of directors to increase the capital once or several times.

*Motion to vote: The extraordinary general meeting decides to renew and extend, with a term of 5 years starting on the day of publication of the amendment of the articles of association in the Annexes to the Belgian State Gazette as approved by the extraordinary general meeting of 10 May 2021, the authorization of the board of directors to increase the capital of the Company as meant in article 5bis of the articles of association of 5 May 2017. The meeting resolves to replace the words of article 5bis of the articles of association of 8 May 2017.*

☐ For    ☐ Against    ☐ Abstain

3. Authorization to the board of directors for the execution of the resolutions. Granting of powers concerning the coordination of the articles of association. Granting of powers for the formalities.

*Motion to vote: The extraordinary general shareholders' meeting decides to grant (i) powers to the board of directors to execute the approved resolutions, (ii) to the civil law notary and/or his employees or associates, choosing residence at the address of the offices of civil law notary Stijn Raes, Kortrijksesteenweg 1147, 9051 Gent, Belgium, all powers to draft the coordinated text of the articles of association, to sign and to file at the registry of the competent commercial court in accordance with the applicable law and (iii) to Helena De Groof, legal counsel, choosing residence at the address of the registered office of the Company, with the power of delegation, all powers for*

*the execution of the approved resolutions in order to fulfill the formalities at the Crossroadbank for Enterprises and, if applicable, with the administration of the VAT.*

☐ For    ☐ Against    ☐ Abstain

***If you do not include any instructions, you are deemed to vote in favour of the proposed motions.  
During the audio/video conference there will be no possibility to vote.***

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)