



**Miko N.V.**  
**Steenweg op Mol 177**  
**2300 Turnhout**  
**KBO N° 0404.175.739**  
**RPR Turnhout**  
**(the "Company")**

**POWER OF ATTORNEY**

<b>Name Shareholder</b>	
<b>Address Shareholder</b>	
<b>In the event the shareholder is a legal entity: name of the physical person duly representing the Shareholder</b>	
<b>Name Proxy Holder</b> <i>Please note that, in order to avoid any possible conflicts of interest, the members of the Board of Directors and/or employees of the Company, or other companies of the Miko – Group, shall not function as proxy holders</i>	
<b>Number of Shares</b>	

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 8<sup>th</sup> 2018 at 24h00**, by depositing the respective shares in an account held by a certified account holder on the name of the respective shareholder.

The shareholder hereby grants power of attorney to the proxy holder, in order to represent the shareholder at the ordinary annual meeting of the Company and the Company's subsequent extraordinary general meeting, which shall be held at the registered offices of the Company on Tuesday May 22<sup>nd</sup> 2018 at 15h00.

**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 31<sup>st</sup> 2017;
2. Discussion of the annual report and the report of the external auditor of the Company for the financial year ending on December 31<sup>st</sup> 2017;
3. Discussion and approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2017 and the allocation of the results;

***Proposed Resolution:***



*Approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2017 and of the proposed allocation of the results*

4. Discharge to the directors;

**Proposed Resolution:**

*Discharge is granted to Frans Michielsens, Frans Van Tilborg, Kristof Michielsens, Karl Hermans, Patrick Michielsens, Bart Wauters, Flor Joosen, Mark Stulens, Chris Van Doorslaer, Sabine Sagaert B.V.B.A. (permanently represented by Ms. Sabine Sagaert) and Cynthia Van Hulle for their activities as director during the financial year ending on December 31<sup>st</sup> 2017.*

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 2017.*

6. Corporate Governance Report;

7. Remuneration Report;

**Proposed Resolution:**

*Approval of the Remuneration Report of the Company.*

8. Miscellaneous

The shareholder hereby provides the proxy holder with the power of attorney to participate in all deliberations and to vote as follows (*strike out as appropriate*):

**Proposed Resolution – agenda topic 3:** approval / abstention / rejection

**Proposed Resolution – agenda topic 4:**

- |                                     |                                    |
|-------------------------------------|------------------------------------|
| - Discharge for Frans Michielsens   | approval / abstention / rejection; |
| - 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 Chris Van Doorslaer | approval / abstention / rejection; |
| - Discharge for Sabine Sagaert BVBA | approval / abstention / rejection; |
| - Discharge for Cynthia Van Hulle   | approval / abstention / rejection. |

**Proposed Resolution – agenda topic 5:**

- |                             |                                    |
|-----------------------------|------------------------------------|
| - Discharge for the auditor | approval / abstention / rejection; |
|-----------------------------|------------------------------------|

**Proposed Resolution – agenda topic 7:** approval / abstention / rejection

**The Company's extraordinary general meeting has the following agenda:**

1. Authorization granted to the Board of Directors to increase the Company's registered capital within the framework of article 607 of the Belgian Companies Code

**Proposed Resolution:**

*Extension of the authorization to the board of directors for a period of three years starting as from today, in the event of a public take-over bid on the company's securities, in deviation from section 607 of the Belgian Companies Code, to (i)*



*increase the share capital by way of contribution in kind or in cash, with limitation of or derogation from the preferential right of the shareholders, and (ii) to issue securities conferring the right to vote, whether or not they represent the capital, or securities giving the right to underwrite or acquire such securities, even if such securities or rights are not offered preferentially to the shareholders in proportion to the capital represented by their shares, on the condition however that (i) the shares issued through the capital increase are fully paid-up from the issue date, (ii) the issue price of the shares issued through the capital increase is not lower than the price of the bid, and (iii) the number of shares issued through the capital increase is not higher than one-tenth of the shares representing the capital issued before the capital increase.*

The shareholder hereby provides the proxy holder with the power of attorney to participate in all deliberations and to vote as follows (strike out as appropriate).

**Proposed Resolution – agenda topic 1:**

1. Renewal of the authorization as granted to the Board of Directors in order to increase the Company's registered capital within the framework of article 607 of the Belgian Companies Code

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 \_\_\_\_\_ 2018

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

**This document has to be received by the Company ultimately on Wednesday May 17<sup>th</sup> 2017, either by regular mail or by e-mail at [av@miko.be](mailto:av@miko.be).**

For more information, please contact Mr. Philip Wouters, Group Legal Counsel, by telephone (0032) 014/40.85.18 or via [av@miko.be](mailto:av@miko.be).