

FORACO INTERNATIONAL SA

INSTRUMENT OF PROXY INSTRUCTION FORM

Important: A shareholder who may not attend the Meeting in person may return this Form, using one of the following options:

- (i) give a proxy to the President of the Meeting for all resolutions: mark box 1a, date and sign without completing part 2 or 3
- (ii) give a proxy to the President of the Meeting for all resolutions except those the shareholder has voted on using the vote by mail form: mark box 1b and box 3, complete the resolutions of part 3 as desired and date and sign without completing part 2
- (iii) give proxy to a designated person: mark box 2, designate the person who will vote on your behalf and sign without completing part 3
- (iv) vote by mail: mark box 3, complete part 3 of the Form, date and sign without completing part 2

WHATEVER THE METHOD SELECTED TO VOTE, THE SIGNATURE OF THE SHAREHOLDER IN PART 4 IS MANDATORY

Signature*: - indicate or verify the accuracy of the last name, first name and address of the Shareholder

- for Shareholders who are corporate entities, indicate the last name, first name and capacity in which the signatory is acting

You have the right to appoint a person, who must be either a shareholder or your spouse, to represent you at the Meeting other than the person designated in this Form. To appoint another person to represent you at the Meeting, complete part 2

* If any information included in this form is used for a computer file, it is protected by the provisions of French Law 78-17 of January 6, 1978, especially those on the right of access and modification that can be exercised by interested parties.

PROXY IN FAVOR OF THE PRESIDENT 1 OR PROXY IN FAVOR OF A DESIGNATED PERSON 2	VOTE BY MAIL 3
<u>Extract of French Business Corporations Act:</u> <u>Article L 225-106 of the French Code of Commerce:</u> A shareholder may give a proxy to another shareholder or to his spouse. Shareholders may vote by proxy for other shareholders wishing to be represented at a shareholders' meeting, within the limits set by law or in the bylaws regarding the maximum number of voting rights which a shareholder may hold personally or on behalf of another person. Provisions providing otherwise are null and void. With regard to proxies given by a shareholder which do not indicate the person who is entitled to vote on his behalf, the President of the Shareholders' Meeting votes in favour of the resolutions submitted or approved by the Board of Directors or management, as the case may be, and against all other resolutions. To vote otherwise, the shareholder must give a proxy to a designated person who accepts to vote following his instructions.	<u>Extract of French Business Corporations Act:</u> <u>Article L 225-107 of the French Code of Commerce:</u> All shareholders may vote by mail, by means of a form the content of which is fixed by decree. Provisions of the bylaws providing otherwise are null and void. When calculating the quorum, only the forms returned to the Company before the Shareholders' Meeting within the time frame provided for by decree will be considered. The forms not giving voting instructions or instructions to abstain from voting are construed as negative votes. As for amendments and new resolutions submitted to the Meeting, mark the box of your choice in the relevant section.

ORDINARY MEETING OF SHAREHOLDERS (THE “MEETING”) OF FORACO INTERNATIONAL SA

to be held on May 7, 2020 at 10:00 a.m. (Marseille Time) at 26, Plage de l’Estaque 13016 Marseille, France

INSTRUMENT OF PROXY

THIS PROXY AND THE VOTE BY MAIL IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY

Important: Before choosing between the three options offered under 1, 2 or 3, please read the instructions on the back of this form and in the Management Proxy Circular attached hereto.

1 PROXY FORM IN FAVOR OF THE PRESIDENT

I hereby give a proxy to the President of the Meeting and authorize them to vote on my behalf

1a ☐ for all resolutions

1b ☐ for all resolutions except those on which I voted on the vote-by-mail form

2 PROXY FORM IN FAVOR OF A DESIGNATED PERSON

I hereby give a proxy to the sole benefit of _____ *
to represent me at the ordinary meeting of shareholders of Foraco International SA to be held on May 7, 2020 and, consequently, to attend the Meeting and any other shareholder meeting which, if the quorum is not reached, may be convened subsequently with the same agenda; to sign the attendance sheet, the minutes and any other documents; to take part in all discussions; and to vote on the matters on the agenda.

* pursuant to article L 225-106 of the French Code of Commerce, you may only designate your spouse or another shareholder of the Company.

3 FORM TO VOTE BY MAIL OR BY PROXY

VOTES BY MAIL NOT RETURNED TO: PROXY DEPARTMENT, COMPUTERSHARE INVESTOR SERVICES INC., 9TH FLOOR, 100 UNIVERSITY AVENUE, TORONTO, ONTARIO M5J 2Y1 BY 4:00 P.M. (TORONTO TIME) ON MAY 1, 2020 WILL NOT BE TAKEN INTO ACCOUNT.

	Vote (complete one box per resolution)	
	For	Against or Abstain
*Resolution 1		
*Resolution 2		
*Resolution 3		
*Resolution 4		
*Resolution 5		
*Resolution 6		
*Resolution 7		
*Resolution 8		
*Resolution 9		
*Resolution 10		
*Resolution 11		
*Resolution 12		
*Resolution 13		
*Resolution 14		

AMENDMENTS AND NEW RESOLUTIONS

If amendments or new resolutions are submitted to the Meeting (check one box)

☐ I give a proxy to the President of the Meeting to vote on my behalf

☐ I abstain from voting (which is equivalent to a vote against).

☐ I appoint to vote on my behalf Mr., Mrs. or Ms. (spouse or shareholder)

* The draft Resolutions are included in the Management Proxy Circular.

4 This same document duly signed will remain valid for any other shareholders' meeting called with the same agenda.

Signed at _____ on _____, 2020

SIGNATURE

(Corporate entities, legal administrators or guardians should read the signing instructions on the back of this form.)

Name

Address

Class of Shares

Number of Shares held