

**ETEX NV**  
PassPort Building  
Luchthaven Brussel Nationaal, Gebouw 1K  
1930 Zaventem  
Register of legal entities RPR 0400.454.404 (Brussels)  
[www.etexgroup.com](http://www.etexgroup.com)

(the "Company")

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**Proxy Form**  
**Special General Shareholders' Meeting**  
to be held on Thursday 22 October 2020 at 15:00 CEST

At Etex, we value and respect your privacy. The personal information you provide is necessary for Etex to confirm that each shareholder satisfies the conditions of admission for the shareholders' meeting and will not be used for any other purpose. Your personal information is handled in strict confidentiality and in compliance with applicable data protection laws.

The undersigned (the "Undersigned"),

First name: .....

Surname: .....

Address: .....

OR

Name: .....

Legal form: .....

Registered office: .....

Represented by .....

(first name, surname, and  
capacity): .....

E-mail: .....

is (please select)<sup>1</sup>

<input type="checkbox"/> Full owner
<input type="checkbox"/> Bare owner
<input type="checkbox"/> Usufruct holder

of the following number of shares issued by Etex NV with company number 0400.454.404 and registered office at PassPort Building, Luchthaven Brussel Nationaal, Gebouw 1K 1930 Zaventem and wishes to exercise the voting rights attached to these shares:

Number of registered shares:	.....
Number of dematerialized shares <sup>2</sup> :	.....

appoints hereby as his/her special proxy holder:

<input type="checkbox"/> Mr. / Mrs. .... (complete full name) <sup>3</sup>
OR
<input type="checkbox"/> Mr. Jean-Louis de Cartier de Marchienne (Chairman of the Company) with the possibility to subdelegate and/or substitute <sup>4</sup>

who agrees to be so appointed, and whom the Undersigned grants full powers to:

- I. represent the shareholder at the special general shareholders' meeting of Etex NV to be held on 22 October 2020 at 15:00 CEST at the offices of the Company or at such other place indicated at that place at that time, with the following agenda:

## AGENDA

### 1. Approval of intermediate dividend of EUR 0.29 (gross) per share

*Proposed resolution:* The special general shareholders' meeting approves the distribution of a gross intermediate dividend of EUR 0.29 per share\*, payable as from 13 November 2020, by deduction of an amount equal to EUR 24,022,967.51 from the available reserves (EUR 1,092,604,219.51) of the Company.

<sup>1</sup> Pursuant to Article 27 of the Bylaws the owners of a share must ensure that they are represented by one and the same person if a share is owned by several persons (e.g. undivided owners, usufruct holders, bare owners).

<sup>2</sup> Holders of dematerialised shares must at the latest on Thursday 15 October 2020 (24:00 CEST, GMT+2) send a certificate confirming the unavailability of their shares until the date of the meeting.

<sup>3</sup> The specific proxy holder shall exercise the voting rights in order to vote on all items mentioned in the agenda as follows: in accordance with the specific voting instructions below, if they have been completed or at the discretion of the specific proxy holder on any agenda item for which no specific voting instructions have been completed or for which voting instructions lack clarity.

<sup>4</sup> The Chairman of the Company is a director of Etex NV and therefore has a potential conflict of interest. He will only vote in execution of the proxy in accordance with the specific voting instructions set out in the proxy. In the absence of specific voting instruction, or if, for whatever reason, there is a lack of clarity with regards to the voting instructions given, he will vote "For" the proposed resolutions supported by the Board of Directors.

\* For information purposes only, the net dividend will be EUR 0.203 per share in case of 30% Belgian withholding tax.

Voting (instruction)	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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*(please tick the box of your choice)*

## 2. Delegation of powers

*Proposed resolution:* The special general shareholders meeting delegates all further powers with regards to the payment of the intermediate dividend to the Board of Directors.

Voting (instruction)	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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*(please tick the box of your choice)*

- II. In case the aforementioned special general shareholders' meeting would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at the general meeting that would be held having the same agenda, as relevant:

<input type="checkbox"/> Yes
<input type="checkbox"/> No

*(Please tick the appropriate box. In the absence of an instruction, or if, for whatever reason, there is a lack of clarity with regard to the instruction given, the Undersigned shall be deemed to have selected "Yes". Please note that in order to apply for such subsequent meeting, shareholders must again register for such meeting.)*

- III. In the name of and on behalf of the Undersigned, to sign all attendance lists and minutes, to participate in all deliberations, to vote with respect to all decisions or items that can, pursuant to this agenda, be presented to said meeting.
- IV. In general, to do all that appears necessary and/or useful for the exercise of this power of attorney.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxy holder. The special proxy holder will vote on behalf of the Undersigned in accordance with the instructions given above.

In *(complete place)* ....., on.....2020 *(complete date)*

..... *(Signature)*

- In order to be valid, the form must be (fully completed and signed by the shareholder) returned to the Company by e-mail (preference) to [shareholders@etexgroup.com](mailto:shareholders@etexgroup.com) (this should be in the form of a clearly readable scan or picture) or by mail for the attention of Etex NV, Chief Legal Officer, PassPort Building, Luchthaven Brussel Nationaal, Gebouw 1K, 1930 Zaventem, Belgium, at the latest on Thursday 15 October 2020 (24:00 CEST, GMT+2).
- The Company will organize a broadcast of the meeting. You will be able to access the broadcast, should you wish to do so please tick the box below:
  - Yes, I agree to receive by email (sent to the e-mail provided above) the Company's invitation for the broadcast of the special general shareholders' meeting that will take place on Thursday 22 October 2020 at 3 pm CET.
- The Company wishes to enhance the use of electronic communication with its shareholders (including but not limited to dividend payment letters). If not already done so, please indicate:
  - Yes, I agree to receive all shareholders' correspondence by e-mail to the e-mail address indicated above and do no longer wish to receive shareholders' correspondence by mail
  - No, I wish to continue to receive all shareholders' correspondence by mail

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