



**Informal English translation.**  
**This informal English translation is provided for informational purposes only. The legally binding text is the Dutch language proxy form. Voting instructions should be given by means of the Dutch language proxy form and only this form will be considered as valid.**

**LOTUS BAKERIES NV  
PROXY FORM  
ORDINARY SHAREHOLDERS' MEETING OF 12 MAY 2017**

Please read and comply with the following instructions:

- Only 1 proxy holder can be appointed;
- CLEARLY INDICATE YOUR VOTING INSTRUCTIONS to ensure that your proxy holder can vote on your behalf;
- Date, sign and insert the required information.

The undersigned:

(full name of the shareholder) *XX*

Full address of the shareholder: *XX*

Owner of *XXXXXXXXXXXXXXXXXXXX* nominative shares – dematerialized shares (*strike through what does not apply*)

of Lotus Bakeries NV, with registered office at 9971 Lembeke, Gentstraat 1, herewith appoints as his/her special proxy holder:

Mr / Mrs *XX* (*fill out full name*)

to whom the shareholder grants all powers to:

- **represent the shareholder at the Ordinary Shareholders' Meeting of Lotus Bakeries NV, to be held on Friday 12 May 2017 at 4.30 PM at Hostellerie Ter Heide, Tragelstraat 2, 9971 Lembeke**
- **participate in all deliberations in connection with the following agenda items and proposed resolutions:**
  1. Examination and discussion of the statutory annual report and consolidated annual report of the Board of Directors concerning the statutory financial statements and the consolidated financial statements of the company for the financial year ending on 31 December 2016.

2. Examination and discussion of the statutory auditor's report and consolidated auditor's report of the statutory auditor concerning the statutory financial statements and the consolidated financial statements of the company for the financial year ending on 31 December 2016.
3. Examination and discussion of the statutory financial statements of the company for the financial year ending on 31 December 2016, including the approval of the gross dividend of EUR 16.20 per share and the appropriation of profits.  
Motion:  
*"The Ordinary General Meeting resolves to adopt the statutory financial statements of the company for the financial year ending on 31 December 2016, including the approval of the gross dividend of EUR 16.20 per share and the appropriation of profits."*
4. Examination and discussion of the consolidated financial statements of the company for the financial year ending on 31 December 2016.
5. Discharge of the directors.  
Motion:  
*"The Ordinary General Meeting resolves to grant discharge to the directors for duties performed by them during the financial year ending on 31 December 2016."*
6. Discharge of the statutory auditor.  
Motion:  
*"The Ordinary General Meeting resolves to grant discharge to the statutory auditor for duties performed by him during the financial year ending on 31 December 2016."*
7. Examination and discussion of the remuneration report relating to the financial year ending on 31 December 2016.  
Motion:  
*"The Ordinary General Meeting resolves to adopt the remuneration report relating to the financial year ending on 31 December 2016."*
8. Noting of the end of the current term of office and approval of the renewal of the term of office as non-executive director of the company of Vasticom BVBA, represented by its permanent representative, Mr Jan Vander Stichele.  
Motion:  
*"The Ordinary General Meeting notes the end of the term of office as as non-executive director of the company of Vasticom BVBA, represented by its permanent representative, Mr Jan Vander Stichele, and resolves to reappoint them for a term of four years, ending immediately after the 2021 Ordinary General Meeting."*
9. Noting of the end of the current term of office and approval of the renewal of the term of office as executive director of the company of Mercur Consult BVBA, represented by its permanent representative, Mr Jan Boone.  
Motion:  
*"The Ordinary General Meeting notes the end of the term of office as executive director of the company of Mercur Consult BVBA, represented by its permanent representative, Mr Jan Boone, and resolves to reappoint them for a term of four years, ending immediately after the 2021 Ordinary General Meeting."*
10. Noting of the end of the current term of office and approval of the renewal of the term of office as non-executive director of the company of PMF NV, represented by its permanent representative, Mr Johannes Boone.  
Motion:  
*"The Ordinary General Meeting notes the end of the term of office as as non-executive director of the company of PMF NV, represented by its permanent representative, Mr Johannes Boone, and resolves to reappoint them for a term of four years, ending immediately after the 2021 Ordinary General Meeting."*

11. Noting of the end of the current term of office and approval of the renewal of the term of office as non-executive director of the company of Mr Anton Stevens.

Motion:

*“The Ordinary General Meeting notes the end of the term of office as non-executive director of the company of Mr Anton Stevens and resolves to reappoint him for a term of four years, ending immediately after the 2021 Ordinary General Meeting.”*

12. Noting of the end of the term of office as independent director of the company of Herman Van de Velde NV, represented by its permanent representative, Mr Herman Van de Velde.

Motion:

*“The Ordinary General Meeting notes the resignation as director of the company of Herman Van de Velde NV, represented by its permanent representative, Mr Herman Van de Velde, due to the expiry of the maximum term of office as independent director stipulated by law, and resolves to accept their resignation, to take effect immediately after this Ordinary General Meeting.”*

13. Appointment of Peter Bossaert as independent director of the company in view of the end of the term of office as director of Herman Van de Velde NV.

Motion:

*“The Ordinary General Meeting resolves to appoint Peter Bossaert as independent director of the company, for a term of office of four years, ending immediately after the 2021 Ordinary General Meeting, to replace Herman Van de Velde NV, represented by its permanent representative, Mr Herman Van de Velde.” Peter Bossaert will receive an annual remuneration for this in accordance with the current remuneration policy, approved by the Ordinary General Meeting on 13 May 2011.”*

14. Noting of the end of the current term of office and approval of the renewal of the term of office as independent director of the company of Benoit Graulich BVBA, represented by its permanent representative, Mr Benoit Graulich.

Motion:

*“The Ordinary General Meeting notes the end of the term of office as independent director of the company of Benoit Graulich BVBA, represented by its permanent representative, Mr Benoit Graulich, and resolves to reappoint them for a term of four years, ending immediately after the 2021 Ordinary General Meeting.”*

15. Noting of the end of the current term of office and approval of the renewal of the term of office as independent director of the company of Ms Dominique Leroy.

Motion:

*“The Ordinary General Meeting notes the end of the term of office as independent director of the company of Ms Dominique Leroy and resolves to reappoint her for a term of four years, ending immediately after the 2021 Ordinary General Meeting.”*

- **participate in all other shareholders’ meetings that could be held on a later date with the same agenda, to cast all votes, to adopt or reject all amendments, to sign all deeds, minutes and attendance lists, to make all statements, to subrogate and in general to do everything that is useful or necessary even if not expressly mentioned herein.**



