

## PROXY

The undersigned,  
being the beneficial owner of \*                    \* shares, with a par-value of **USD 1.25,-** each of **GEFINOR S.A.** ("the Company"),  
Luxembourg, having its registered office at 5 rue Guillaume Kroll, L-1882 Luxembourg, represented hereby in conformity  
with the statutes, by

---

hereby confers this proxy to \_\_\_\_\_ or such persons he/she/they may substitute  
with full authority to represent me/us at the Ordinary General Meeting of the shareholders of the Company, to be held in  
Luxembourg at the registered office of the Company **on June 28, 2018 at 10.30 am** and at any adjournment thereof for the  
purpose of deliberating and voting upon the following agenda:

AGENDA	VOTE	
	YES	NO
1. Submission and approval of the following documents: <ul style="list-style-type: none"><li>- Reports of the Board of Directors, the Independent External Auditor on the unconsolidated financial statements for the year ended December 31, 2017;</li><li>- Unconsolidated financial statements for the year ended December 31, 2017 ;</li><li>- Reports of the Board of Directors and of the Independent External Auditor on the consolidated financial statements for the year ended December 31, 2017;</li><li>- Consolidated financial statements for the year ended December 31, 2017.</li></ul>		
2. Allocation of the results.		
3. Discharge of the Board of Directors for the accounting year ended December 31, 2017.		
4. Statutory election. <ul style="list-style-type: none"><li>- The Board proposes to re-elect Mr. Damien Wigny, Mr. Yves Prussen and Mr. Mohamed Ousseimi as Directors.</li><li>- The Board proposes to re-elect Deloitte S.A. as Independent External Auditor (Réviseur d'entreprises) for both statutory and consolidated accounts.</li><li>-</li></ul>		
5. Reduction of capital by cancellation of 13'445 shares according the Luxembourg law July 23, 2014 (Loi d'immobilisation des actions et parts au porteur).		
6. Authorisation to the Board to buy and sell the shares of the Company on the following conditions: <ul style="list-style-type: none"><li>- Quantity: up to 10% of the outstanding shares,</li><li>- Price per share: minimum USD 2.5,- and maximum USD 5,-</li><li>- Duration: 12 months</li><li>- A board resolution should be passed before each time such a repurchase is implemented and a circular to be sent to each shareholder specifying conditions for share repurchase.</li><li>-</li></ul>		
7. Approval of the delegation to the Chairman of the powers to represent the Company and conduct its daily management and affairs.		

The Proxy may in particular:

- Attend all other meetings having the same agenda in the event that the first meeting cannot validly deliberate.
- Participate in all discussions and approve, modify or reject in the name of the undersigned all decisions in connection with the agenda.
- In connection with the above, accept and sign all documents, minutes and in general take whatever action is necessary.

Place (\*\*) .....

Date :(\*\*) \_\_\_\_\_, 2018

Accepted By  
NE VARIETUR

(\*\*) *Please complete*