

**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 15 Boulevard F.W Raiffeisen 2411 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 Extraordinary General Meeting of the shareholders of the Company, to be held in Luxembourg at the registered office of the Company **on April 12, 2019 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. Approval of the cancellation of 13'445 Shares each of a par value of 1.25 USD presently held by the Company and repurchased from shareholders upon cancellation of their bearer share certificates and reduction of the share capital of the amount of USD 16'806.25	√	
2. Transfer of the registered office of the Company to Clarendon House, 2 Church Street, Hamilton, HM CX, Bermuda, and in view of such transfer of the registered office, the adoption of new articles of association (*) that are in conformity with Bermudian law to become effective upon the registration of the Company in the Company registry of Bermuda.	√	
3. Approval of the delegation to the Chairman of the Board of Directors of the powers to represent the Company and conduct all the affairs to execute the above two resolutions.	√	
4. Miscellaneous.		

**(\*) The new articles of association are available on the Company website [www.gefinor.com](http://www.gefinor.com)**

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 :(\*\*) \_\_\_\_\_, 2019

Accepted By  
NE VARIETUR

(\*\*) *Please complete*