

VIOHALCO

VIOHALCO SA/NV
30 Avenue Marnix, 1000 Brussels, Belgium
0534.941.439 RPM (Brussels)

CONVENING NOTICE TO ATTEND THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING TO BE HELD ON 3 JUNE 2014

The Board of Directors of Viohalco SA/NV (the *Company*) invites the shareholders to attend an annual and extraordinary shareholders' meeting (the *Meeting*) to be held on Tuesday 3 June 2014 at 12.00 noon (CET) at the Stanhope Hotel, rue du Commerce, 9 at 1000 Brussels, to discuss and vote on the following agenda:

1. *Annual meeting*

- (a) Presentation of the management report of the board of directors on the annual accounts of the Company for the financial year ended 31 December 2013
- (b) Presentation of the report of the statutory auditors for the financial year ended 31 December 2013
- (c) Presentation of the consolidated accounts and the management report on the consolidated accounts
- (d) Approval of the statutory accounts for the financial year ended 31 December 2013 (including allocation of the results)

Proposed resolution: approve the statutory accounts for the financial year ended 31 December 2013, including the allocation of results contained therein

- (e) Discharge of liability of the directors

Proposed resolution: granting discharge to the directors for the performance of their duties during the financial year ended on 31 December 2013

- (f) Discharge of liability of the statutory auditors

Proposed resolution: granting discharge to the auditors for the performance of their duties during the financial year ended on 31 December 2013

- (g) Renewal of the mandates of directors and appointment of a director

Proposed resolution: renew the appointment of Mr. **Nicholaos Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

Proposed resolution: renew the appointment of Mr. **Jacques Moulaert** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

Proposed resolution: renew the appointment of Mr. **Evangelos Moustakas** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

Proposed resolution: renew the appointment of Mr. **Michail Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

Proposed resolution: renew the appointment of Mr. **Ioannis Stassinopoulos** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

Proposed resolution: renew the appointment of Mr. **Jean-Charles Faulx** as director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015

Proposed resolution: renew the appointment of Mr. **Xavier Bedoret** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr. Bedoret complies with the criteria of independence set forth in article 526ter of the Companies Code

Proposed resolution: renew the appointment of Mr. **Efthimios Christodoulou** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr. Christodoulou complies with the criteria of independence set forth in article 526ter of the Companies Code

Proposed resolution: renew the appointment of Mr. **Jean-Pierre de Launoit** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr. de Launoit complies with the criteria of independence set forth in article 526ter of the Companies Code

Proposed resolution: renew the appointment of M. **Francis Mer** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr. Mer complies with the criteria of independence set forth in article 526ter of the Companies Code

Proposed resolution: renew the appointment of Mr. **Rudolf Wiedenmann** as independent director, for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr. Wiedenmann complies with the criteria of independence set forth in article 526ter of the Companies Code

Proposed resolution: appoint Mr. **Athanassios Molokotos** as independent director of the Company for a term of one year expiring at the end of the annual shareholders' meeting to be held in 2015; Mr. Molokotos holds a master degree in mechanical engineering and a master degree in marine engineering and naval architecture from the Massachusetts Institute of Technology (Cambridge, MA) and a master degree in mechanical engineering from Tuft University (Medford, MA); he is president and chief executive officer of Assa Abloy Americas; in the past, he served as general manager of Molokotos Textile Corporation and design specialist at Rangine Corporation; Mr. Molokotos complies with the criteria of independence set forth in article 526ter of the Companies Code

- (h) Approval of the remuneration report (including the remuneration policy)

Proposed resolution: approve the remuneration report for the financial year 2013 as set out in the 2013 annual report, including the remuneration policy

- (i) Approval of the remuneration of the directors

Proposed resolution: : grant to each director a gross fixed compensation of euro 25,000; in addition, (i) grant to each member of the audit committee a gross fixed compensation of euro 25,000, and (ii) grant to each member of the remuneration and nomination committee a gross fixed compensation of euro 25,000; these compensations will remunerate the performance of their mandate during the period between 3 June 2014 and the annual shareholders' meeting of 2015

- (j) Legal formalities

Proposed resolution: grant powers to the notary for the legal publications

2. **Extraordinary meeting**

- (k) Amendment to article 5.1 of the articles of association

Proposed resolution: replace article 5.1 by the following text:

"The share capital of the Company is set at 104,996,194.19 Euros, divided into 219,611,308 shares without nominal value."

- (l) Amendment to article 16.1 of the articles of association

Proposed resolution: replace article 16.1 by the following text:

“The Company is in all circumstances validly represented towards third parties by its board of directors acting collectively or by special proxyholders within the limits of their mandate.”

- (m) Amendment to article 19.3 of the articles of association

Proposed resolution: replace article 19.3 by the following text:

“The annual ordinary general meeting of shareholders must be convened in Brussels at the registered office of the Company or in any other location referred in the convening notice to such meeting, on the last Tuesday of May every year, at noon, unless this day is a public holiday in Belgium in which case the general meeting is held the previous business day at the same time.”

- (n) Deletion of article 6 of the articles of association

Proposed resolution: delete article 6 of the articles of association relating to the authorised capital and proceed to the renumbering of the articles of association following such deletion

- (o) Coordination of the articles of association

Proposed resolution: grant powers to the notary for the coordination and renumbering of the articles of associations and the filing of the consolidated version with the commercial registry

Persons attending the Meeting are invited to arrive 30 minutes before the time set for the Meeting in order to complete the registration formalities.

QUESTIONS ON THE AGENDA

In accordance with article 540 of the Companies Code, shareholders who have completed the formalities for admission to the Meeting may submit written questions, as from the publication of this notice, concerning the items on the agenda to the directors and/or the statutory auditors. Questions should be addressed to the Company by letter or e-mail by 28 May 2014, 5.00 pm (CET) at the latest.

Questions validly addressed to the Company will be raised during the question time. Questions of a shareholder will only be considered if the latter has complied with all admission formalities to attend the Meetings.

AMENDMENT TO THE AGENDA

In accordance with article 533ter of the Companies Code and article 19.7 of the articles of association of the Company, one or more shareholders holding together at least 3% of the share capital of the Company may add new items to the agenda of the Meeting or new proposed resolutions concerning items put or to be put on the agenda.

Such request will only be valid if, at the date the Company receives it, it is accompanied by a document establishing the above-mentioned shareholding. For registered shares this document must be a certificate establishing that the corresponding shares are registered in the register of registered shares of the Company. For dematerialised shares this document must be a certificate established by an authorised account holder or a clearing organisation, certifying the registration of the shares in one or more accounts held by such account holder or clearing organisation.

The Company must receive the text of the new items or new proposed resolutions to be put on the agenda on a signed original paper form by 12 May 2014, 5.00 pm (CET) at the latest. The text can also be communicated to the Company within the same period by electronic means, provided the communication is signed by means of an electronic signature in accordance with the applicable Belgian legislation.

The Company will publish a revised agenda by 19 May 2014 at the latest if it has validly received within the above-mentioned period one or more requests to add new items or new proposed resolutions to the agenda. In this case the Company will also provide to the shareholders new proxy forms and forms to vote by mail including the new items or proposed resolutions.

The Meeting will only examine new items or proposed resolutions to be put on the agenda upon the request of one or more shareholders if the latter have complied with all admission formalities to attend the Meeting.

FORMALITIES FOR ADMISSION

In accordance with article 536, §2 of the Companies Code and article 20.1 of the articles of association of the Company, the right of a shareholder to vote at a Meeting in person, by proxy or by mail is subject to the compliance with all formalities described below:

1. the registration of the ownership of the shares in the name of the shareholder by 20 May 2014, 12.00 midnight (CET) (the **Record Date**), in the following way:
 - for **registered shares**, by the registration of these shares in the name of the shareholder in the register of registered shares of the Company; or
 - for **dematerialised shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorised account holder or clearing organisation. Owners of dematerialised shares must request their financial institution to issue a certificate stating the number of dematerialised shares registered in the name of the shareholder in its books on the Record Date;
2. the notification in writing by the shareholder of his/her intention to participate to the Meeting as well as the number of shares for which he/she intends to vote. The Company must receive such notification by 28 May 2014, 5.00 pm (CET) at the latest, using the form prepared by the Company which is available on the Company's website (www.viohalco.com).

Only persons who are shareholders of the Company on the Record Date are entitled to participate in and vote at the Meeting.

VOTE BY MAIL

In accordance with Article 21.3 of the articles of association of the Company, any shareholder may vote by mail prior to the Meeting. Such vote must be submitted on the form prepared by the Company. The Company must receive the signed original paper form by 28 May 2014, 5.00 pm (CET) at the latest. With regard to owners of dematerialised shares, the Company must receive on the same date a certificate of an authorised account holder or clearing institution certificate stating the number of dematerialised shares registered in the name of such shareholders in its books on the Record Date.

The form to vote by mail is available on the Company's website (www.viohalco.com).

DESIGNATION OF PROXYHOLDERS

In accordance with article 547bis of the Companies Code and article 20.1 of the articles of association of the Company, any shareholder may be represented at the Meeting by a proxyholder. A shareholder may designate only one person as proxyholder, except in circumstances where Belgian law allows the designation of multiple proxyholders. The proxyholder must be designated using the form prepared by the Company. The Company must receive the signed original paper form by 28 May 2014, 5.00 pm (CET) at the latest. The form can also

be communicated to the Company within the same period by electronic means, provided the communication is signed by means of an electronic signature in accordance with the applicable Belgian legislation.

The proxy form is also available on the Company's website (www.viohalco.com).

Any appointment of a proxyholder must comply with the applicable Belgian legislation, notably in terms of conflicting interests and record keeping.

IDENTIFICATION AND REPRESENTATION POWERS

The natural persons who intend to attend the Meeting in their capacity of owners of securities, proxyholders or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the Meeting. The representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact. These documents will be verified immediately before the start of the Meeting.

RIGHTS OF HOLDERS OF BONDS, SUBSCRIPTION RIGHTS OR CERTIFICATES

In accordance with Article 537 of the Belgian Companies Code, the holders of bonds, subscription rights or certificates issued with the cooperation of the Company, may attend the Meeting in an advisory capacity. In order to do so, they must comply with the same formalities for admission mentioned above as apply to the owners of shares.

AVAILABILITY OF DOCUMENTS

The annual report and the documents which the law requires to be made available to the shareholders together with the present convening notice are available at the Company's website (www.viohalco.com), including the form to vote by mail and the proxy form.

The shareholders, bondholders, holders of subscription rights or certificates issued with the cooperation of the Company may also inspect all documents which the law requires to make available to them on business days and during normal office hours, at the registered office of the Company (30, avenue Marnix, 1000 Brussels).

COMMUNICATIONS TO THE COMPANY

Prior written questions concerning items on the agenda, requests to amend the agenda of the Meeting, forms to vote by mail, forms to appoint proxyholders, all certificates and other documents which must be communicated to the Company pursuant to the present convening notice must be exclusively addressed to Catherine Massion, deputy director, Viohalco SA/NV, 30 avenue Marnix, 1000 Brussels, Belgium (tel: + 32 (0)2 224 09 11 / e-mail: info@viohalco.com) in accordance with the modalities specified in the present convening notice.

The Board of Directors