



Braas Monier Building Group S.A.
Société anonyme

Siège social : 5, rue Guillaume Kroll

L-1882 Luxembourg

R.C.S. Luxembourg : B148558

Important instructions regarding the exercise of your voting rights at the Annual General Meeting (AGM) of the shareholders of Braas Monier Building Group S.A. to be held at the Chambre de Commerce, 7, Rue Alcide de Gasperi, L-2981 Luxembourg, on 13th May 2015 at 10.00 a.m. (Central European Summer Time, "CEST") (Annual General Meeting) and the Extraordinary General Meeting (EGM) of the shareholders of Braas Monier Building Group S.A. to be held at the same location immediately following the AGM (together the "Meetings").

You may exercise your voting rights at the Meetings, as applicable, in one of the following manners, as further described below:

- you can attend the Meetings in person.
- You can appoint a proxy of your choice.
- You can appoint a proxy representative nominated by Braas Monier Building Group S.A.
- You can vote by correspondence.

In the event that you do not wish to participate at the Meetings in person and if you want to exercise your right to vote at the Meetings by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the "**Form**"). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the Meetings, these instructions shall be read together with the information set out in the convening notice to the Meetings published on 2 April 2015.

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the Meetings, please **fill out** section 1. of the Form and **sign** it (signature block at the bottom of section 1. of the Form).

To benefit from this service, please return the completed and duly signed Form to Braas Monier Building Group S.A., c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (registration@hce.de) by 11:59 p.m. (CEST) on 6 May 2015 – receipt by Braas Monier Building Group S.A. – at the latest, followed by the original by regular mail.

2. Authorisation and instructions for the proxy nominated by Braas Monier Building Group S.A.

If you do not authorise a third party to take part personally at the Meetings, we offer the option of appointing a proxy voting representative nominated by Braas Monier Building Group S.A.

Braas Monier Building Group S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, Markus Laue, employee of HCE Haubrok AG, Munich.



The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the Board of Directors of Braas Monier Building Group S.A. on the agenda items of the Meetings, as applicable.

The assignment of Braas Monier Building Group S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.

If you want to benefit from this service, please **tick the box** in section 2. of the Form, **sign** the Form (signature block at the bottom of section 2. of the Form) and **fill out** and sign section 4. of the Form.

To benefit from this service, please return the completed and duly signed Form to Braas Monier Building Group S.A., c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (registration@hce.de) by 11:59 p.m. (CEST) on 6 May 2015 - receipt by Braas Monier Building Group S.A. - at the latest, followed by the original by regular mail.

3. Vote by correspondence

Should you not be able to attend the Meetings in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence.

If you want to cast your votes by correspondence, please **tick the box** in section 3. of the Form and **sign** the Form (signature block at the bottom of section 3. of the Form) and **fill out** and sign section 4. of the Form.

If you want to cast your votes by correspondence, please return the completed and duly signed Form to Braas Monier Building Group S.A., c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-289) or e-mail (registration@hce.de) by 11:59 p.m. (CEST) on 6 May 2015 - receipt by Braas Monier Building Group S.A. - at the latest, followed by the original by regular mail.

4. Attestation

In all instances, you must request and **obtain an attestation** from your depository bank which is safe-keeping your shares in Braas Monier Building Group S.A. stating the number of shares held by you as shareholder 14 calendar days before the date of the Meetings ("**Record Date**"), i.e. on 29.04.2015 at midnight (24:00 hours CEST).

You may wish to provide your depository bank with the enclosed form of attestation, which has to **be filled out and signed by your depository bank**.

Alternatively, your depository bank may use its own form, provided that the number of shares held by you as shareholder at the Record Date is indicated in such form. Please note that the attestation must be provided in text form in the German or English language.

Attestations must be received by Braas Monier Building Group S.A. by fax **on 6 May 2015 at 11:59 p.m. (CEST)** at the latest, followed by the original by mail to:

Braas Monier Building Group S.A.
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
fax: +49 (0)89 210 27-289

Please note that exercise of voting rights of shares in connection with late attestations, and/or Forms will not be possible at the Meetings, as applicable.



Braas Monier Building Group S.A.
Société anonyme

Siège social : 5, rue Guillaume Kroll

L-1882 Luxembourg

R.C.S. Luxembourg : B148558

**FORM FOR THE
ANNUAL GENERAL MEETING / EXTRAORDINARY GENERAL MEETING
TO BE HELD AT
THE CHAMBRE DE COMMERCE, 7, RUE ALCIDE DE GASPERI, L-2981 LUXEMBOURG
ON 13th MAY 2015 AT 10.00 A.M. (CEST) (AGM) AND THE EXTRAORDINARY GENERAL MEETING (EGM) TO BE
HELD AT THE SAME LOCATION IMMEDIATELY FOLLOWING THE AGM (THE "MEETINGS")**

1. Authorisation to a third party

By ticking this box for the Meetings

I/We authorise herewith Mr/Mrs _____
<Surname, First Name, Postal Code/City, Country>

with the right of delegating the authority to another person to be my/our proxy during the Meetings and to execute my/our voting rights in my/our name and on my/our behalf.

_____, _____, _____, _____
(City) (Date) (Signature 1st Shareholder) (if applicable Signature 2nd Shareholder)

Delegated Authorisation

I/We herewith grant Mr/Mrs _____
(Surname, First Name, Postal Code/City)

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the Meetings and to execute the voting rights in the name and on behalf of this shareholder.

_____, _____, _____, _____
(City) (Date) (Signature 1st Proxy holder) (if applicable Signature 2nd Proxy holder)



4. Individual instructions/vote by correspondence

Individual instructions for the proxy of Braas Monier Building Group S.A.

Please issue an instruction for each proposed resolution made by the Board of Directors of Braas Monier Building Group S.A. on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of Braas Monier Building Group S.A. will abstain from voting for these items.

Please tick only within the small box

Voting by correspondence

Please cast your votes for each proposed resolution made by the Board of Directors of Braas Monier Building Group S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please tick only within the small box.



VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE

ANNUAL GENERAL MEETING 2015

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the management report by the Board of Directors and the reports of the independent auditor of the Company in relation to the stand-alone annual accounts and the consolidated financial statements of the Company for the financial year ended on 31 December 2014.			No resolution

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approved the stand-alone annual accounts of the Company for the financial year ended on 31 December 2014 in their entirety, showing a loss of EUR 13,280,605.06.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approved the consolidated financial statements of the Company for the financial year ended on 31 December 2014 in their entirety showing a consolidated total profit of TEUR 39,791.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
The General Meeting noted and acknowledged the loss of EUR 13,280,605.06 for the financial year ended on 31 December 2014 and resolved to carry it forward to the next financial year.			
The General Meeting further noted and acknowledged that the share premium reserve of the Company as of 31 December 2014 amounts to EUR 510,676,177.10. The General Meeting then resolved to approve the payment of a dividend of EUR 0.30 per share of the Company for a total amount of EUR 11,750,000.10 to be drawn from the share premium reserve of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
The General Meeting resolved to grant discharge to all Directors of the Company who have been in office during the financial year ended on 31 December 2014 for the proper performance of their duties for the financial year ended on 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

