



**Braas Monier Building Group S.A.**  
*Société anonyme*

**Siège social : 4, rue Lou Hemmer**

**L-1748 Senningerberg**

**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 11 May 2016 at 10.00 a.m. (Central European Summer Time, "CEST") (Annual General Meeting).**

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

- you can attend the AGM 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 AGM in person and if you want to exercise your right to vote at the AGM 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 AGM, these instructions shall be read together with the information set out in the convening notice to the AGM published on 6 April 2016.**

### **1. Execution of voting rights by a third party**

If you want to authorise a person in your trust as your representative at the AGM, 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 4 May 2016 – 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 AGM, 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 Annual General Meeting, 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@haubrok-ce.de) by 11:59 p.m. (CEST) on 4 May 2016 - 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 AGM 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@haubrok-ce.de) by 11:59 p.m. (CEST) on 4 May 2016 - 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 AGM ("**Record Date**"), i.e. on 27 April 2016 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 4 May 2016 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 Annual General Meeting, as applicable.



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***Société anonyme***

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**FORM FOR THE**  
**ANNUAL GENERAL MEETING**  
**TO BE HELD AT**  
**THE CHAMBRE DE COMMERCE, 7, RUE ALCIDE DE GASPERI, L-2981 LUXEMBOURG**  
**ON 11 MAY 2016 AT 10.00 A.M. (CEST) (AGM)**

**1. Authorisation to a third party**

**By ticking this box for the Annual General Meeting**

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 AGM and to execute my/our voting rights in my/our name and on my/our behalf.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Shareholder) (if applicable Signature 2<sup>nd</sup> 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 AGM and to execute the voting rights in the name and on behalf of this shareholder.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Proxy holder) (if applicable Signature 2<sup>nd</sup> Proxy holder)



**2. Authorisation and instructions to the proxy of Braas Monier Building Group S.A.**

**By ticking this box for the Annual General Meeting**

I/We, herewith grant authorisation to the proxy representative of Braas Monier Building Group S.A., Markus Laue, employee of HCE Haubrok AG, Munich, to hold the power of attorney, together with the right to delegate her authority to another person, to represent me/us at the AGM, as applicable, of Braas Monier Building Group S.A. on 11 May 2016 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).

\_\_\_\_\_  
Name(s)                                  Admission card number (if available)                                  number. of shares on admission card (if available)

\_\_\_\_\_, \_\_\_\_\_  
(City)                                  (Date)                                  (Signature 1<sup>st</sup> Shareholder)                                  (if applicable Signature 2<sup>nd</sup> Shareholder)

**3. Vote by correspondence**

**By ticking this box for the Annual General Meeting**

I/We hereby state that :

- I/We will not attend the AGM, as applicable, in person or be represented by a proxy attending the AGM in person;
- I/We wish to cast my/our vote at the AGM on the proposed resolutions made by the Board of Directors of Braas Monier Building Group S.A on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 4 below; and
- I am/We are fully aware of the contents of the convening notices to the AGM and that I/we have taken into account the contents of the convening notice in order to cast my/our vote on the proposed resolution made by the Board of Directors of Braas Monier Building Group S.A. on the agenda items in the present Form when casting my/our votes by correspondence.

\_\_\_\_\_  
Name(s)                                  Admission card number (if available)                                  number. of shares on admission card (if available)

\_\_\_\_\_, \_\_\_\_\_  
(City)                                  (Date)                                  (Signature 1<sup>st</sup> Shareholder)                                  (if applicable Signature 2<sup>nd</sup> Shareholder)



#### **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 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 2016**

**AGENDA ITEM 1.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
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 2015.			No resolution

**AGENDA ITEM 2.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
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 2015 in their entirety, showing a loss of EUR 2,451,408.23.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 3.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
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 2015 in their entirety showing a consolidated total profit of TEUR 55,145.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 4.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting noted and acknowledged the total loss of EUR 15,731,091.76 for the financial year ended on 31 December 2015 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 2015 amounts to EUR 498,926,177.00. The General Meeting then resolved to approve the payment of a dividend of EUR 0.40 per share of the Company for a total amount of EUR 15,666,666.80 to be drawn from the share premium reserve of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 5.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to grant discharge to all the Directors of the Company who were in office during the financial year ended on 31 December 2015 for the proper performance of their duties for the financial year ended on 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 6.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to elect Mr. Christopher Davies as Director of the Company with immediate effect and for a term ending on the date of the annual general meeting of shareholders of the Company called to approve the Company's accounts for the financial year ending on 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to elect Ms. Emmanuelle Picard as Director of the Company with immediate effect and for a term ending on the date of the annual general meeting of shareholders of the Company called to approve the Company's accounts for the financial year ending on 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 7.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to determine for Mr. Christopher Davies an annual gross remuneration but excluding any VAT for his service as Director of the Company of EUR 85,000, including EUR 10,000 for his service as a member of the Audit Committee of the Company, effective as of the date of the AGM and for the duration of these offices and services.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to determine for Ms. Emmanuelle Picard an annual gross remuneration but excluding any VAT for her service as Director of the Company of EUR 75,000, effective as of the date of the AGM and for the duration of her office and service.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to determine for Mr. Francis Carpenter an annual gross remuneration but excluding any VAT of EUR 140,000 for his service as Director of the Company, including EUR 65,000 for his service as chairman of the Nomination and Remuneration Committee of the Company, effective as of 1 January 2016 and for the duration of these offices and services.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to determine for Mr. Jean-Pierre Clavel an annual gross remuneration but excluding any VAT of EUR 100,000 for his service as Director of the Company, including EUR 25,000 for his service as a delegatee of the Board of Directors of the Company responsible for environment, health and safety matters, effective as of 1 January 2016 and for the duration of these offices and services.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
The General Meeting resolved to determine for Mr. Pierre-Marie De Leener an annual gross remuneration but excluding any VAT of EUR 175,000 for his service as Director of the Company, including EUR 25,000 for his service as a member of the Nomination and Remuneration Committee of the Company, effective as of 1 January 2016 and for the duration of these offices and services.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>





