

NEWBELCO SA/NV

PLEDGE CONSENT REQUEST FORM

This Pledge Consent Request form (the **Form**) constitutes the form referred to in paragraph 2.1 of Newbelco's Pledging Policy (as adopted by the Board of Directors on 8 October 2016) (the **Pledging Policy**). Restricted Shareholders are required to complete this Form in order to obtain a Pledge Consent from the Board of Directors in respect of any of their Restricted Shares or interests therein.

Before completing this Form you should read the Pledging Policy, which sets out in full the basis on which the Board of Directors will consider and respond to a Pledge Consent Request. Capitalised terms not defined in this Form shall have the meaning given to them in the Pledging Policy.

Unless otherwise specified by the Company (by giving reasonable written notice), this Form may only be submitted to the Company during the following periods:

- (i) between 10 October 2016 and 10 November 2016; or
- (ii) during January, May or September of each calendar year.

A Restricted Shareholder (and its Affiliates) may not submit more than two Pledge Consent Requests to the Company in aggregate in any 12 month period.

Please complete all sections of this Form unless instructed otherwise.

1. Please provide the name and registered address of the relevant Restricted Shareholder.

Name of Restricted Shareholder	.....
Registered address/primary residential address of Restricted Shareholder	
<i>Address line 1</i>	.....
<i>Address line 2</i>	.....
<i>City</i>	.....
<i>Postcode</i>	.....
<i>Country</i>	.....

2. Is the Restricted Shareholder also the beneficial owner of the Restricted Shares (i.e. it does not hold title in the Restricted Shares on behalf of another person)?

Please tick (✓) the relevant box.

YES

► *Please move on to Section 3.*

NO

► *Please complete the rest of this Section 2.*

Name of beneficial owner of Restricted Shares	<i>(if different from the name of the Restricted Shareholder)</i>
Registered address/primary residential address of beneficial owner of Restricted Shares	<i>(if different from the registered address of the Restricted Shareholder)</i>
<i>Address line 1</i>	.....
<i>Address line 2</i>	.....
<i>City</i>	.....
<i>Postcode</i>	.....
<i>Country</i>	.....

3. How many Restricted Shares are held by the Restricted Shareholder and its Affiliates?

Please state the total number of Restricted Shares in figures.

.....

4. How many Restricted Shares do you intend to create a Pledge over?

Please state the total number of Restricted Shares in figures.

.....

5. Please provide the name and registered addresses of all parties (e.g. the lenders, security trustee, agent etc.) involved in the Pledge arrangements and the Relevant Financing Arrangements.

5.1 Name and Role	.....
Registered address/primary residential address	
<i>Address line 1</i>	.....
<i>Address line 2</i>	.....
<i>City</i>	.....
<i>Postcode</i>	.....
<i>Country</i>	.....

<p>5.2 Name</p> <p>Registered address/primary residential address</p> <p><i>Address line 1</i></p> <p><i>Address line 2</i></p> <p><i>City</i></p> <p><i>Postcode</i></p> <p><i>Country</i></p>	<p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>
<p>5.3 Name</p> <p>Registered address/primary residential address</p> <p><i>Address line 1</i></p> <p><i>Address line 2</i></p> <p><i>City</i></p> <p><i>Postcode</i></p> <p><i>Country</i></p>	<p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>

6. How much credit is to be provided under the Relevant Financing Arrangements?

Please state the full Euro amount in figures and the exchange rate applied if arrangement is in a different currency

<p>€.....</p>	<p>Exchange rate (if applicable):</p>
---------------	---

7. Please provide the following information related to the proposed Pledge and Relevant Financing Arrangements (to the extent information is incorporated by reference, please summarise the relevant provisions below)

<p>Terms on which the proposed Pledge may be enforced</p>	<p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>
--	---

Other material terms of the proposed Pledge and Relevant Financing Arrangements	

8. Representations and warranties

Under the terms of the Pledging Policy, the Restricted Shareholder (and, if different, the beneficial owner of the Restricted Shares to which the proposed Pledge relates) is required to give certain representations and warranties in favour of the Company and the Board of Directors, as set out in this Section 8.

Please tick (✓) the relevant boxes beneath each of the statements below. By ticking the boxes below, the Restricted Shareholder (and, if different, the beneficial owner of the Restricted Shares to which the proposed Pledge relates) confirms that the relevant statement is true, accurate and complete in all material respects.

8.1 The proposed Pledge and Relevant Financing Arrangements are being entered into for *bona fide* commercial reasons and not for the purpose (whether sole or collateral) of avoiding the restrictions on transfer of the Restricted Shares or to bring about an early conversion of Restricted Shares into Ordinary Shares each as set out in the Articles of Association.

Confirmed by the Restricted Shareholder

Confirmed by the beneficial owner of the Restricted Shares

(if different from the Restricted Shareholder)

8.2 The Restricted Shareholder (and, if different, the beneficial owner of the Restricted Shares to which the proposed Pledge relates) does not, acting reasonably, expect the proposed Pledge to be enforced prior to 10 October 2021.

Confirmed by the Restricted Shareholder

Confirmed by the beneficial owner of the Restricted Shares

(if different from the Restricted Shareholder)

8.3 The Restricted Shareholder (and, if different, the beneficial owner of the Restricted Shares to which the proposed Pledge relates) does not, acting reasonably, expect the Pledgee under the proposed Pledge to be or become entitled to exercise any right to enforce the Pledge prior to 10 October 2021.

Confirmed by the Restricted Shareholder

Confirmed by the beneficial owner of the Restricted Shares

(if different from the Restricted Shareholder)

8.4 The Restricted Shareholder (and, if different, the beneficial owner of the Restricted Shares to which the proposed Pledge relates) is solvent and not subject to any insolvency proceedings, or winding-up procedure, or similar events in any other jurisdiction.

Confirmed by the Restricted Shareholder

Confirmed by the beneficial owner of the Restricted Shares

(if different from the Restricted Shareholder)

8.5 There has not been, and is not at the time of this Pledge Consent Request, an enforcement event or enforcement action under any of the Restricted Shareholder's (and, if different, the beneficial owners of the Restricted Shares to which the proposed Pledge relates) financing arrangements which could reasonably be expected to result in the Pledge being enforced.

Confirmed by the Restricted Shareholder

Confirmed by the beneficial owner of the Restricted Shares

(if different from the Restricted Shareholder)

8.6 The information provided in this Pledge Consent Request is true, accurate and complete in all material respects and does not omit any information which is likely to result in the information that has been provided being misleading in any material respect.

Confirmed by the Restricted Shareholder

Confirmed by the beneficial owner of the Restricted Shares

(if different from the Restricted Shareholder)

9. Please read the following statement and sign and date this Form as instructed below.

<p>By signing below you confirm that:</p> <ul style="list-style-type: none"> • the information provided in this Form is true, accurate and complete in all material respects; and • you have read and accept in full the terms of the Pledging Policy. 	
<p>Signed by the Restricted Shareholder:</p> <p>Title/capacity:</p>	<p>.....</p> <p>.....</p>
<p>Date (DD / MM / YYYY):</p>	<p>.....</p>
<p>Signed by the beneficial owner of the Restricted Shares <i>(if different from the Restricted Shareholder):</i></p> <p>Title/capacity:</p>	<p>.....</p> <p>.....</p>
<p>Date (DD / MM / YYYY):</p>	<p>.....</p>