



FREE TRANSLATION

ONTEX GROUP NV

**Statutory auditor's report by virtue of article 559 of
the Companies' Code in the context of the proposal of
the modification of the corporate purpose of the
company Ontex Group NV**

29 March 2016

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STATUTORY AUDITOR'S REPORT BY VIRTUE OF ARTICLE 559 OF THE COMPANIES' CODE IN THE CONTEXT OF THE PROPOSAL OF MODIFICATION OF THE CORPORATE PURPOSE OF ONTEX GROUP NV

I. Assignment

Ontex Group NV (hereafter "the Company"), having its registered office at Korte Keppestraat 21, 9320 Erembodegem, has entrusted its statutory auditor PwC Réviseurs d'Entreprises scrl/Bedrijfsrevisoren bcvba, represented by Peter Opsomer BVBA, in its turn represented by its fixed representative Mr Peter Opsomer, registered auditor, to issue a report by virtue of article 559 of the Companies' Code.

Article 559 of the Companies' Code provides, in the event of the modification of the corporate purpose of the company, as follows:

"If an amendment of the articles of association relates to the corporate purpose of the company, the board of directors must give a detailed justification for the proposed amendment in a report mentioned in the agenda. To the report a statement of assets and liabilities, which may not be adopted more than 3 months before, shall be attached. The statutory auditor will issue a separate report in respect of such statement.

A copy of these reports must be available in accordance with article 535. The lack of these reports results in the nullity of the decision of the general shareholders' meeting.

The general shareholders' meeting can only deliberate and validly resolve in respect of an amendment to the corporate purpose of the company, if the persons in attendance represent not only one half of the company's share capital but also one half of the total number of such profit sharing certificates, if such securities exist.

If this condition has not been satisfied, a new convening notice shall be required. In order for such new meeting to be able to validly deliberate and resolve, it shall be sufficient that any part of the share capital is represented.

An amendment will only be adopted if it has obtained not less than four-fifths of the votes.

One vote may be cast for each profit sharing certificate, notwithstanding any provision to the contrary in the articles of association. In aggregate, no more votes may be cast for such securities than one half of the number vested in the joint shares representing the share capital. If the votes subject to this restriction are cast in a different manner, then the reduction shall be made pro rata, fractions of votes will be disregarded."

This report has been prepared in accordance with the statutory provisions for the purpose of informing the general shareholders' meeting with a view to their decision in respect of modifying the corporate purpose of the company. We have based our work on the General auditing standards and the Standard complementary to the ISAs applicable in Belgium, as issued by the Institute of Registered Auditors (IBR-IRE)

II. Description of the intended operation

We have taken cognizance of (i) the company's intention to proceed, during the extraordinary general shareholders' meeting of 25 May 2016, to a modification of the articles of association and of the corporate purpose and (ii) of the board of directors' draft report drawn up in accordance with the provisions of article 559 of the Companies' Code.

The board of directors proposes to amend the Company's corporate purpose to clarify and better align the description of the purpose with the present and future activities of the Company. More specifically, as a result of certain transactions whereby the Company absorbed (through merger by absorption) a number of its affiliates, and hence became responsible to perform the operational and other activities of these affiliates, it is recommended to provide for a clearer and more comprehensive description of the activities to be performed by the Company.

In this context, the board of directors proposes to amend the corporate purpose as follows:

“Article 4

The company is a company which has as its purpose the research, development, manufacture, purchase, sale, import, export, treatment, processing and representation of hygiene articles, rubber, plastic, paper and metal articles, bandaging materials, cotton wadding products, medical instruments, cosmetic articles and sterile and non-sterile medical equipment, as well as the direct and indirect ownership and management of shareholdings and interests in companies or entities in Belgium and abroad involved in the same or related activities, in its own name or in the name of third parties, for its own account or for the account of third parties.

In particular, the foregoing includes, without limitation:

(a) investing in any companies or entities, whether with a commercial purpose or not, by subscribing, acquiring, placing, buying, selling and transferring shares, certificates or other securities or by any other means;

(b) managing investments and participations in any companies or entities, exercising management and director mandates, acting as liquidator, providing technical, legal, accounting, financial, commercial, administrative or management assistance or other support services as well as all information technology services;

(c) acquiring, hiring, leasing, maintaining and operating resources, and making these resources available to companies or entities in which it directly or indirectly owns shares, or third parties; and

(d) granting of loans irrespective of form or term, to companies or entities in which it directly or indirectly owns shares or interests as well as granting guarantees and other securities to third parties for the obligations of such companies or entities.

The company may engage in any commercial, industrial and financial activities and perform all transactions with real estate or movable property which are directly or indirectly related to its purpose or which purport to contribute to the achievement of its purpose”

III. Responsibility of the Board of Directors

The Board of Directors of the Company is responsible of preparing a summarising statement of assets and liabilities of the Company as at 29 February 2016, showing a balance sheet total of EUR 3,214,809,774 and an equity of EUR 1,903,522,675. The date at which the summarising statements is prepared is not earlier than three months before the date of the extraordinary general meeting that will deliberate on the proposed modification of the corporate purpose.

This statement is in line with the trial balance dated 29 February 2016 and has been prepared in accordance with the provisions of the Royal Decree of 30 January 2001 carrying out the Companies' Code. The applied valuation rules are consistent with the valuation rules applied as at 31 December 2015 for the preparation of the statutory financial statements.

IV. Responsibility of the statutory auditor

Our responsibility consists of expressing a conclusion over the summarising statements of assets and liabilities on the basis of the review we performed. In our capacity as statutory auditor, we have conducted a review on the statement of assets and liabilities of the Company as at 29 February 2016 in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" as issued by the International Auditing and Assurance Standards Board (IAASB).

Those standards and recommendation require that our review is organised and conducted in order to obtain limited assurance that the statement of assets and liabilities is free from material misstatement, consistent with the accounting records, and has been prepared on the basis of the accounting policies applied when preparing the financial statement as of 31 December 2015.

Such a review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

V. Conclusion

In conclusion, we declare that we have conducted a review of the statement of assets and liabilities of the Company as at 29 February 2016, showing a balance sheet total of EUR 3,214,809,774 and an equity of EUR 1,903,522,675. We conducted our assignment within the framework of a modification of the corporate purpose of the Company. Based on the review performed, nothing has come to our attention that causes us to believe that material modifications have to be made to the statement of assets and liabilities as at 29 February 2016.

This report concerns only the requirements set out in article 559 of the Companies' Code and may not be used in any other context.

Ghent, 29 March 2016

The Statutory Auditor
PwC Reviseurs d'Entreprises scrl / Bedrijfsrevisoren bcvba
Represented by

Peter Opsomer*
Bedrijfsrevisor/Réviser d'Entreprises

*Peter Opsomer BVBA
Board Member, represented by its fixed representative,
Peter Opsomer

Enclosure: Statement of assets and liabilities of Ontex Group NV as at 29 February 2016

ONTEX GROUP NV
SUMMARISING STATEMENT OF ASSETS AND LIABILITIES
29 FEBRUARY 2016 (IN EURO)

TOTAL ASSETS	3,214,809,774
FIXED ASSETS	2,900,025,907
Formation expenses	3,928,020
Intangible fixed assets	120,115,635
Tangible fixed assets	2,019,478
Financial fixed assets	2,773,962,774
<i>Participating interests / affiliated entities</i>	1,907,965,289
<i>Amounts receivable</i>	865,852,697
<i>Other financial fixed assets</i>	144,788
CURRENT ASSETS	314,783,867
Amounts receivable within one year	53,459,874
Own-shares	13,108,539
Cash at bank and in hand	241,460,152
Deferred charges and accrued income	6,755,302
TOTAL LIABILITIES AND EQUITY	3,214,809,774
EQUITY	1,903,522,675
PROVISIONS and DEFERRED TAXES	5,081,435
AMOUNTS PAYABLE	1,306,205,664
Amounts payable after more than one year	725,289,702
<i>Financial debt</i>	725,289,702
Amounts payable within one year	573,780,503
<i>Financial debt</i>	324,507,458
<i>Trade debts</i>	4,428,571
<i>Taxes, remunerations and social security</i>	3,185,742
<i>Other amounts payable</i>	241,658,732
Accruals and deferred income	7,135,459