

TRONICS MICROSYSTEMS

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

24TH MAY 2017

PROXY FORM TRANSLATION

Disclaimer

This document is a free translation in English of the form issued in French for the purpose of participating to the General Meeting. It is provided solely for the convenience of English speaking users. This document includes information specifically required by French Law. It should be read and construed in accordance with the same document issued in French language, and as per French Law. The document in French language shall prevail in case of any discrepancy.

TRONICS MICROSYSTEMS

JOINT STOCK COMPANY WITH BOARD OF DIRECTORS AND SUPERVISORY BOARD WITH A SHARE
 CAPITAL OF € 3 685 608
 HEADQUARTERS: 98 RUE DU PRE L'HORME – ZI – 38920 CROLLES
 412 152 019 RCS GRENOBLE

ORDINARY AND EXTRAORDINARY GENERAL MEETING 24th MAY 2017
 SINGLE POSTAL VOTING OR PROXY FORM
 Art. R.225-76 to R.225-78 of Commercial Code

To be received no later than: 20th May 2017
 To be valid the form must be received by the company no later than the date above.

For official use
 Number of shares:.....
 Number of votes:.....

A – PROXY VOTE ON ALL RESOLUTIONS

I hereby appoint the Chairman of the meeting to vote on my behalf

I hereby appoint, without possibility of substitution,..... to vote on my behalf

If a proxy form is returned without providing the name of the proxy, a vote shall be cast in favour of adopting all draft resolutions submitted or approved by the Board of Directors and against any other draft resolution.

B – POSTAL VOTE AND, IF NEEDED, PROXY VOTE

Check the boxes	Vote on resolutions included in the agenda			
	For	Against	Absention	I appoint..... as my proxy
1 st resolution				
2 nd resolution				
3 rd resolution				
4 th resolution				
5 th resolution				
6 th resolution				
7 th resolution				
8 th resolution				
9 th resolution				
10 th resolution				
11 th resolution				
12 th resolution				
13 th resolution				

Any abstention marked on this form or as a result of no indication on how the proxy should vote shall be counted as a vote against the adoption of the resolution. If a proxy form is returned without providing the name of the proxy, a vote shall be cast (i) in favour of the resolution if such resolution has been submitted or approved by the Board of Directors and (ii) against any other resolution.

In the instance of amendments or new draft resolutions presented to the Meeting:

- I hereby appoint the Chairman to vote on my behalf
- I hereby appointto vote on my behalf
- I hereby abstain, which shall be counted as a vote against the resolutions or amendments



C – SIGNATURE – PERSONAL INFORMATION

Surname/Corporate body:.....

First name/Authorized signatory:.....

Address, telephone number, e-mail:.....

Signature / Stamp

.....

Registration of shares*:.....

*** do not complete if your shares are registered in a nominative account held with the custodian appointed by the company for nominative share accounts.**

NB: If the information contained herewith is used for a nominative electronic register, it is subject to the requirements of Law 78-17 of 6th January 1978, particularly with regards to the right of access, consultation and correction of personal data that may be exercised by the individual.

INSTRUCTIONS FOR VOTING BY PROXY OR BY POST

- Should a shareholder not be able to attend the Meeting personally, he may choose one of the following three options: he may either appoint another shareholder, or his/her spouse, or the person with whom a *PACS - pacte civil de solidarité* has been executed, or any person he or her choose to represent him (Part A), or choose to vote by post (Part B) or send a proxy form without indicating the appointee (Part A).
- Details of the resolutions are set out in the convocation document attached to the present form. **Do not complete both Part A and Part B of the form.**

PART (A) – PROXY ONLY

- Abstract of the Commercial Code – Article L 225-106 “I. A shareholder may be represented by another shareholder or by his/her spouse or by the person with whom a *PACS - pacte civil de solidarité* has been executed. [.....].It may also be represented by any other person or company of his/her choice:
 1. When the shares of the company are admitted to trading on a regulated market;
 2. When the shares of the company are admitted to trading on a multilateral trading system that abides by Article L. 433-3 of the French Monetary and Financial Code and respects the conditions specified by the General Regulations of the AMF, appearing on a list drawn up by the authority under conditions laid down by its general regulations, and provided by the by-laws of the company.II. The proxy and, if necessary, its revocation are written and communicated to the company. The conditions of application of this subparagraph are specified by decree issued by the Conseil d’Etat.
III (...)
Any clauses that conflict with the provisions of the preceding paragraphs shall be deemed non-existent. In the case of any proxy given by a shareholder without naming the proxy, the Chairman of the General Meeting shall issue a vote in favour of the adoption of the draft resolutions submitted or approved by the Board of Directors or the Management Board (Directoire), as the case may be, and a vote against adopting any other draft resolutions. To issue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal”.
- Abstract of the Commercial Code - Article L. 225-106-1 “If, in the cases provided for in the third and fourth paragraphs of I of Article L. 225-106, the shareholder is represented by a person who is not his/her spouse or partner with whom he entered into a civil partnership, he is informed by his agent of any fact enabling him to evaluate the risk that this agent pursues an interest other than his own.
This information shall include the fact that the agent or, where applicable, the person on whose behalf he acts:
 - 1 Control, within the meaning of Article L. 233-3, the company which the meeting is called to meet;
 2. Is a member of the management body of administration or supervision of that company or of an entity which controls that company within the meaning of Article L. 233-3;
 3. Is employed by that company or by an entity which controls that company within the meaning of Article L. 233-3;
 4. Is controlled or performs one of the functions mentioned in 2 ° or 3 ° within an entity controlled by another entity which controls the company within the meaning of Article L. 233-3.This information is also issued when there is a family relationship between the agent or, where applicable, the person on whose behalf he acts, and an individual placed in one of the situations listed in 1 ° to 4 °.
If during the mandate, one of the events described in the preceding paragraphs occurs, the proxy shall immediately inform his principal. In case of no positive confirmation of the mandate by the principal, the mandate is obsolete. The caducity of the mandate shall be promptly notified by the agent to the company.
The conditions of application of this Article shall be specified by a decree to be issued by the Conseil d’Etat. ”
- Extract of the Commercial Code - Article L. 225-106-2 "Anyone who conducts an active proxy solicitation, offering directly or indirectly to one or more shareholders in any form or by any means whatsoever, to be enabled to represent them at the meeting of a company listed in the third and fourth paragraphs of Article L. 225-106, shall publish its voting policy.
He can also publish its voting intentions on the draft resolutions presented at the Meeting. He then applies, concerning any proxy received without voting instructions, a vote corresponding to the published vote intentions.
The conditions of application of this Article shall be specified by a decree to be issued by the Conseil d’Etat. ”

- Extract of the Commercial Code - Article L. 225-106-3 *"The commercial court in whose jurisdiction the company is registered may, at the request of the principal and for a period not exceeding three years, depriving the agent of the right to participate as an agent in all meetings of the concerned company in the event of non-compliance with the requirement to give notice described by the third to seventh paragraphs of Article L. 225-106-1 or by Article L. 225-106-2. The court may decide to attribute the expenses of publication of the decision to the agent. The court may impose the same sanctions against the agent at the request of the company in case of non-compliance with the provisions of Article L. 225-106-2."*
- The mandate is valid for one meeting only. It can however be granted for two meetings, where one is ordinary and the other extraordinary, held on the same day or within fifteen days of each other. The mandate granted for one meeting is valid for successive meetings called to act upon the same agenda. The company may consider a revocation of mandate only if it has received notification of it.

PART (B) – POSTAL AND POTENTIALLY PROXY VOTING

- Abstract of the Commercial Code – Article L.225-107 I. *"Any shareholder may vote by post, using a form the content of which shall be fixed by a Decree issued by the Conseil d'Etat. Any provisions to the contrary contained in the by-laws shall be deemed non-existent. When calculating the quorum, only the forms received by the company before the meeting shall be taken into consideration, as per conditions laid down by a Decree issued by the Conseil d'Etat. Forms not indicating any vote or expressing an abstention shall be considered as negative votes"*.
- With regards to this single form, we inform you (Abstract of Article R.225-78) [...] 1. *That it may be used for each resolution either for a postal vote or for a proxy vote; 2. That it may be used as a proxy by the signatory to appoint an agent to vote on his/her behalf in accordance with the terms of Article L225-106 of the commercial code, the provisions of which are reproduced in this document. 3. That, if new resolutions are submitted to the meeting, the signatory has the option of either indicating in this document his choice to abstain or to give his/her proxy to the Chairman of the General Meeting or to a representative appointed in accordance with the provisions of the aforementioned Article L225-106"*.
- If this document were returned with the formulas 1 and 2 simultaneously fulfilled, in violation of Articles R.225-76, R.225-78 and R. 225-81 of the Commercial Code, the proxy form would be considered, subject to the votes expressed in the postal voting form.
- **A vote withheld or an abstention in the present form, or no indication of vote, shall be considered as a vote against the adoption of the resolution.** In accordance with the Law and to be taken into account, the company must receive the present form at the latest 3 days prior to the meeting, i.e at the latest on the 20th May 2017. Regarding the calculation of the quorum, only forms received by the company before the date set for the meeting shall be taken into consideration.
- Abstract of Article R225-77 of Commercial code *"Postal vote forms received by the company include:*
 1. *The shareholder's surname, usual forename and address;*
 2. *A statement of the form of the shares, whether nominative or bearer, under which the shares are held and the number of shares, along with a statement indicating the registration of the shares either in the Company's nominative register or in a bearer register held by financial intermediary mentioned by article 211-3 of Financial and Monetary Code. The Participation certificate mentioned under the article R.225-85 is attached to the form.*
 3. *The signature, either electronic, of the shareholder or his/her legal or judicial representative. The electronic signatures can be a secured electronic signature as per Decree N°2001-272 dated 30th March 2001 promulgated in application of Article 1316-4 of Civil Code regarding electronic signature. Depending on the provisions of the by-laws of the company, it also can be another signature process compliant with Article 1316-4 of Civil Code para 2, first phrase.*
The postal voting form sent to the company for a meeting shall be valid for successive meetings called to act upon the same agenda".

PART (C) – IDENTIFICATION AND PROOF OF SHAREHOLDING

- Holders of nominative shares are not required to complete any details regarding the registration.
- **Holders of bearer shares: please provide the contact details of the financial institution in charge of the custody of your shares and attach a participation certificate drawn up by the latter specifying the number of shares registered in your name. In any case, a new participation certificate drawn up by your custodian financial institution certifying the number of shares registered under your name and justifying the quality of shareholder though such registration of shares under the name of the shareholder as on the second working day immediately preceding the meeting, that is 22th May 2017 at 0:00 AM Paris time, must be delivered to the company before the General Meeting.**

Contact and information available at the following e-mail address: investors@tronicsgroup.com.

TRONICS MICROSYSTEMS

JOINT STOCK COMPANY WITH BOARD OF DIRECTORS AND SUPERVISORY BOARD WITH A
SHARE CAPITAL OF € 3 685 608

HEADQUARTERS: 98 RUE DU PRE L'HORME – ZI – 38920 CROLLES
412 152 019 RCS GRENOBLE

DOCUMENTS REQUEST FORM
Art. R.225-81, R-225-83 and R225-88 of Commercial Code

ORDINARY AND EXTRAORDINARY GENERAL MEETING, 24th MAY 2017

1 – Contact details (cross off useless mentions)

- First name :
- Last name :
- Company :
- Powers of the signatory :
- Full Address :
- Email :
- Phone :

2 - Shareholder (cross off useless mentions)

- Owner of [.....] nominative shares of TRONICS MICROSYSTEMS,
- Owner of [.....] bearer shares of TRONICS MICROSYSTEMS,

Request the documents and information as referred to in Articles R.255-81 and R.255-81 of Commercial Code and related to the General Meeting convened the 24th of May 2017 being addressed to me.

Being owner of shares which are all bearer shares, I hereby state that these shares are held in account by [.....], authorized financial intermediary/custodian, and I enclose the Participation Certificate issued by him, justifying the status of shareholder by the registration of the shares under the name and the contact details mentioned in the present form.

3 – Electronic communication (tick the box if you want to receive by email the documents as provided by the regulation – Art. R.225-63 of Commercial Code)

I agree to receive by electronic mail, in place of courier, the documents as provided for by applicable regulations, at the address mentioned hereinafter.

Email address:

Made at, the

Signature

* As per Article R.225-88 of Commercial code, the shareholders holding nominative shares can, by a single and unique request, have from the company all the documents and information as referred to Articles R.225-81 and R.225-83 of the aforementioned code sent to them, for each general meeting. In case the shareholder intends to benefit from this possibility, a mention will have to be stated in the present form.