

A Public Limited Company at 8800 Roeselare
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RPR Kortrijk
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The shareholders are invited to attend the Ordinary General Meeting of Shareholders to be held at Hooglede - Gits, 164 Bruggesteenweg, on Tuesday 8th May 2007 at 11 am, with the following agenda and proposals for resolution:

AGENDA OF THE ORDINARY GENERAL MEETING

1. Perusal of the annual report of the Board of Directors including the statement regarding Corporate Governance and the Company Auditor's report on the financial year closed on 31 December 2006.
2. Discussion and approval of the annual accounts closed on 31 December 2006, profit appropriation.
Proposal for resolution: approval of the annual accounts of the 2006 financial year and of the profit appropriation and fixing of the gross dividend for each fully paid share at 0.245 euros (0.18375 euros net).
3. Statement of the consolidated annual accounts and the consolidated report of the 2006 financial year.
4. Discharge to the members of the Board of Directors and to the Company Auditor
Proposal for resolution: to grant discharge to the Directors and the Company Auditor from all and any liability in respect of the tasks fulfilled by them during the 2006 financial year, by a separate vote.
5. Reappointment of Directors
Proposal for resolution:
Reappointment by recommendation of the Board of Directors:
 - * RAM Comm VA, with fixed representative Mr. Arnold Deceuninck
 - * TRD Comm VA, with fixed representative Mr. Willy Deceuninck
 - * Mr. Clement De Meersmanas non-independent Directors for a period of 4 years, this means until the closure of the annual meeting of 2011.
Reappointment by recommendation of the Board of Directors:
 - * Mr. Gerhard Rooze
 - * HBM Consult BVBA with fixed representative Mr. Herwig Bamelisas independent Directors in the sense of article 524 of the Companies Code and the Corporate Governance Charter of the Company for a period of 4 years, this means until the closure of the annual meeting of 2011.
6. Miscellaneous

The owners of registered shares must inform the Board of Directors in writing of their intention to attend the Meeting not later than five working days prior to the Meeting. In order to be allowed to attend the meeting, the owners of bearer shares must deposit their shares at the Company's registered office or at Bank Degroof not later than five days prior to the Meeting, and they must provide proof of such deposit. Proxies must also be deposited at the Company's registered office not later than five working days prior to the Meeting. The annual report 2006 can be consulted on the website of the company (www.deceuninck.com).

The Board of Directors

