

A Public Limited Company at 8800 Roeselare  
inviting or having invited investment by the public  
374 Brugsesteenweg  
RPR Kortrijk – BE405.548.486  
[www.deceuninck.com](http://www.deceuninck.com)

The shareholders are invited to attend the Ordinary General Meeting of Shareholders to be held at Hooglede – Gits, 164 Bruggesteenweg, on Tuesday 13th May 2008 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 2007.
2. Discussion and approval of the annual accounts closed on 31 December 2007, profit appropriation.  
Proposal for resolution: approval of the annual accounts of the 2007 financial year and of the profit appropriation and fixing of the gross dividend for each fully paid share at 0.2450 euros (0.18375 euros net).
3. Statement of the consolidated annual accounts and the consolidated report of the 2007 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 2007 financial year, by a separate vote.
5. Appointment of Company Auditor  
Proposal for resolution: The appointment of Ernst & Young BCVBA, represented by Mr. Marc Van Hoecke for a 3-year term, i.e. until the closure of the 2011 annual meeting. The emoluments amount up to 190.000 EUR.

### **Conditions of Admission**

In order to be allowed to attend the meeting, the holders of bearer shares must deposit their securities at the Company's registered office or at an office of Bank Degroof not later than five clear working days prior to the meeting. They will be admitted only on presentation of a certificate showing that their shares have been deposited.

The owners of dematerialised shares must deposit a certificate drawn up by the approved account holder or the liquidation institution stating the unavailability of the such shares until the general meetings, at the Company's registered office or at an office of Bank Degroof not later than five clear working days prior to the meeting.

The owners of registered shares must inform the Board of Directors, in writing, of their intention to attend the meeting not later than five clear working days prior to the meeting.

Saturdays, Sundays and/or public holidays will not be regarded as working days.

#### Proxies

Shareholders who wish to be represented must make use of the proxy drawn up by the Board of Directors in accordance with Article 23 of the Articles of Association, and whereof a copy can be obtained at the Company's registered office. The proxy form will also be available on the Company's website. Other proxies will not be accepted. This proxy must be deposited at the Company's registered office not later than five clear working days prior to the meeting.

Saturdays, Sundays and/or public holidays will not be regarded as working days.

The annual report 2007 can be consulted on the website of the company ([www.deceuninck.com](http://www.deceuninck.com)).

The Board of Directors

