

A Public Limited Company
Inviting or having invited investment by the public
at 8800 Roeselare, 374 Brugsesteenweg
VAT BE 0405.548.486 – RPR Kortrijk
www.deceuninck.com

The shareholders are invited by the Board of Directors to attend the Ordinary General Meeting of Shareholders to be held at Hooglede – Gits, 164 Bruggesteeweg, on Tuesday May 11th 2010 at 11 am, with the following agenda and proposals for resolution:

AGENDA OF THE ORDINARY GENERAL MEETING

1. Communication of the annual report of the Board of Directors including the Corporate Governance Statement and the Auditor's report on the financial year closed on 31 December 2009.
2. Discussion and approval of the annual accounts closed on 31 December 2009, profit appropriation.
Proposal for resolution: approval of the annual accounts of the financial year 2009 and proposal not to pay any dividend for the financial year 2009.
3. Communication of the consolidated annual accounts and the consolidated report of the financial year 2009.
4. Discharge to the members of the Board of Directors and the Auditor.
Proposal for resolution: to grant discharge, by separate vote, to the Directors and the Auditor, for the exercise of their mandate during the financial year 2009.
5. Appointment Directors
Proposal for resolution: reappointment, by recommendation of the Board of Directors, of Mr. François Gillet as non-independent Director of the Company for a period of 4 years, ending at the close of the 2014 annual meeting.
Proposal for resolution: reappointment, by recommendation of the Board of Directors, of Mrs. Sophie Lecloux-Malarme as non-independent Director of the Company for a period of 4 years, ending at the close of the 2014 annual meeting.
Proposal for resolution: communication of the dismissal of the mandate of Mr. Marcel Klepfisch. Appointment, by recommendation of the Board of Directors, of Marcel Klepfisch SARL, with fixed representative, Mr. Marcel Klepfisch, as non-independent Director of the Company for a period of 4 years, ending at the close of the 2014 annual meeting.
6. Approval annual remuneration Directors
Proposal for resolution: fixation of the total annual remuneration of the non-Executive Directors at 720.000 EUR.

Conditions of admission

In order to be allowed to attend the meeting, the holders of bearer shares must deposit their shares at the Company's registered office or at any office of Bank Degroof no later than five full 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 dematerialized shares must deposit a certificate drawn up by the approved account holder or the liquidation institution, stating the unavailability of these shares until the date of the general meeting, at the Company's registered office or at any office of Bank Degroof no later than five full 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, no later than five full working days prior to the meeting.

Saturdays, Sundays and/or public holidays will not be considered 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 no later than five full working days prior to the meeting.

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

The annual report 2009 (Dutch version) and the CV of to be appointed Directors (Dutch version) can be consulted on the website of the Company (www.deceuninck.com).

The Board of Directors