

Public Limited Company at  
8800 Roeselare, Brugsesteenweg 374  
RPR Kortrijk – BE405.548.486  
[www.deceuninck.com](http://www.deceuninck.com)

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The Board of Directors has the honour of inviting the shareholders to attend the Extraordinary General Meeting, which will be held at Bruggesteenweg 164, 8830 Hooglede-Gits, on Thursday the 5<sup>th</sup> of October 2006 at 9 am. Should the above Meeting be unable to resolve validly since no legal quorum is present, a second Extraordinary General Meeting will be convened on Tuesday the 24<sup>rd</sup> of October 2006 at 9 am.

The Extraordinary General meeting is convened with the following agenda and proposals for resolution:

## **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

### **I. Extension of authorisation to acquire and alienate own shares – Adaptation of article 38 of Articles of Association**

- 1. Proposal to extend the authorisation of the Board of Directors to acquire or alienate own shares, profit-sharing certificates or certificates related thereto, during a period of three years counting from the publication of such authorisation in the Supplements to the Belgian Official Gazette Belgisch Staatsblad – Moniteur belge, if such acquisition or alienation is necessary to avoid an imminent serious disadvantage to the company.*
- 2. Proposal to adapt article 38 of the Articles of Association*

### **II. Coordination of Articles of Association**

*Proposal to instruct the notary public to coordinate the Articles of Association.*

### **III. Appointment of Two additional Directors**

- 1. Proposal to appoint Mr. François Gillet as non-independent director with respect to the Corporate Governance Charter and article 524 of the Companies' Code.*
- 2. Proposal to appoint Ms. Sophie Malarme as non-independent director with respect to the Corporate Governance Charter and article 524 of the Companies' Code.*

*Their terms of office will end upon the closure of the annual meeting of the year 2010.*

### **IV. Option Plan – Resolution to Issue Options – Approval of Option Agreement**

*Proposal to (1) to approve an option plan (hereinafter referred to as the "Plan") for the issue by the Board of Directors of a maximum of seventy-five thousand (75,000) options annually on existing shares of which the exercise price of the option is equal to the lowest of (i) the average quotation of the share at the stock change for thirty days preceding the offer, or (ii) the last closing quotation preceding the day of the offer and (2) approve an option agreement in which the conditions on which options can be offered, accepted and exercised, are laid down.*

The registered owners of shares must give written notification to the Board of Directors of their intention to take part in the Meeting no later than five working days before the meeting. To be able to attend the meeting the owners of bearer shares must deposit their shares no later than

five working days before the meeting at company headquarters, or at a branch of bank Degroof, and must provide proof of deposit. In addition, powers of attorney will be deposited at the company headquarters no later than five working days before the meeting.

The Board of Directors