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Since there was no legal quorum at the first Extraordinary General Meeting of 23rd of May 2006 the Board of Directors has the honour of inviting the shareholders to attend the second Extraordinary General Meeting, which will be held at Brugsesteenweg 164, 8830 Hooglede-Gits, on Monday 12th June 2006 at 9am.

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

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

### **1. Resolution to purchase own shares**

*Proposal for resolution: The General Meeting authorizes the Board of Directors under section 620 et seq. of the Companies Code to acquire shares by purchase or exchange to the extent of the maximum number of shares that is allowed and at a price ranging from EUR 6 to 40 per share. Such authorization will be in force for a period of 18 months from the date of this meeting and can be renewed under section 620 et seq. of the Companies Code.*

### **2. Resolution to alienate the Company's own shares acquired by purchase**

*Proposal for resolution: The General Meeting authorizes the Board of Directors to alienate the Company's own shares thus purchased, without any time limited, either directly, or through the intervention of a person acting in his own name but for the account of the Company, either:*

- a) at a price of not less than 6 euros, i.e. the minimum price fixed in the fork determined for the authorization to purchase own shares, or*
- b) if the shares are alienated within the framework of the share option plans of November 1999, December 2000, 2001, 2002, 2003, 2004 and 2005, at the option exercise price. In the latter case the Board of Directors will be authorized to alienate the shares over the counter with the permission of the beneficiaries of the share option plans.*

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.