



A Public Limited Company
inviting or having invited investment by the public
at 8800 Roeselare, 374 Brugsesteenweg
VAT registration number BE405.548.486 – Kortrijk Register of Bodies Corporate
www.deceuninck.com

Since there was no legal quorum at the first Extraordinary General Meeting of 13th of May 2008 the Board of Directors has the honour of inviting the shareholders to attend the second Extraordinary General Meeting, which will be held on Monday 16th of June 2008 at 11.00 am, at Bruggesteenweg 164, 8830 Hooglede-Gits, in front of Mr. Vanhaesebrouck, Notary Public at Aalbeke.

Agenda

I. Extension of authorized capital – Authorization to use the authorized capital in the event of a public takeover bid for the Company’s securities – Adaptation of Article 37 of the Articles of Association

1.1. Reading of the report of the Board of Directors drawn up in accordance with Section 604 of the Companies Code.

1.2. Extension of the authorization of the Board of Directors, for a term 5 years counting from the date of the publication of the resolution in the supplements to the Belgian Official Gazette *Belgisch Staatsblad – Moniteur belge* to increase the issued capital in one or several times, in the way and on the conditions determined by the Board, by an amount not exceeding eight million four hundred and ninety-nine thousand euros (€ 8,499,000.00). These powers include the right to increase the capital by cash subscription, by contribution in kind with the limits set by law or by the incorporation of reserves or issue premiums, with or without the issue of shares. Extension of the powers of the plenary Board of Directors to restrict or abolish the preferential right of the existing shareholders by unanimous vote, in the interest of the Company, even in favour of one or more specific persons other than staff members of the Company or its subsidiaries.

The aforesaid authorization includes the powers to issue convertible debentures, registered or dematerialised, within the limits of the authorized capital. The preferential right may be abolished or restricted upon the issue of convertible debentures or warrants only as specified hereinbefore in the event of a capital increase in cash.

Authorization of the Board of Directors for a period of 3 years to use the authorized capital, under the conditions and within the limits of Section 607 of the Companies Code, in the event of notification by the Banking, Finance and Insurance Commission of a public takeover bid for the Company’s shares.

Extension of the powers of the Board of Directors to adapt the Articles of Association referring to the coordination of the Articles of Association as soon as the authorized capital or a part thereof has been converted into issued capital.

1.3. Adaptation of Article 37 of the Articles of Association

Proposal for resolution: Approval of the resolutions to authorize the Board of Directors and, therefore, adaptation of Article 37 of the Articles of Association.

II. Coordination of the Articles of Association

Instruction to the Notary Public to coordinate the Articles of Association.

Proposal for resolution: Approval of the proposed instruction.

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 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.

On behalf of the Board of Directors.