

DECEUNINCK
A Public Limited Company
making or having made a public appeal on savings
8800 Roeselare, 374 Brugsesteenweg
VAT Registration Number BE 0405.548.486 Courtrai Register of Legal Entities

The Board of Directors has the honour of inviting the shareholders to attend the extraordinary general meeting to be held on Tuesday 19 April 2011 at 10:00 am at the place of business of the Company (the "Company") in 8830 Hooglede-Gits, 164 Brugsesteenweg, before Dirk Van Haesebrouck, associated notary public in Courtrai, and if at such meeting the quorum required by law to deliberate and resolve validly is not reached, to attend a second extraordinary general meeting to be held on Tuesday 10 May 2011 at 10:00 am at the same place and before the same notary public, with the following agenda, containing the following motions for resolution:

RESOLUTION TO ISSUE WARRANTS

1. Taking note of the special report of the Board of Directors in accordance with articles 583, 596 and 598 of the Code on Companies regarding the issue of 3,000,000 warrants each them granting the right to subscribe for one share of the Company (the "Warrants") cancelling the preferential right in favour of specific staff members and executives of the Company or its subsidiaries and of specific persons other than staff members of the Company or its subsidiaries, the terms and conditions of the allotment thereof as set forth in the 2011 Warrant Plan being attached thereto.

2. Taking note of the auditor's special report in accordance with articles 596 and 598 of the Code on Companies regarding the issue of the Warrants cancelling the preferential right in favour of specific staff members and executives of the Company or its subsidiaries and of specific persons other than staff members of the Company or its subsidiaries.

3. Issue of 3,000,000 Warrants, and determination of the terms and conditions of issue of the Warrants

Motion for resolution: The General Meeting resolves to issue 3,000,000 warrants and to determine the terms and conditions of issue of the Warrants in accordance with the 2011 Warrant Plan attached to the deed. The Warrants will have a maturity of maximum ten (10) years and will be allotted free of charge as set forth in the 2011 Warrant Plan. In accordance with the 2011 Warrant Plan, the Warrants will be offered to specific staff members, executives, executive director(s) of the Company or its subsidiaries (all of them as defined in the 2011 Warrant Plan). The exercise price will be equal to the lowest of (i) the average share price on the stock exchange during the thirty-day period preceding the offer or (ii) the latest closing price preceding the day of the offer on the understanding that the exercise price of the Warrants allotted to specific persons other than staff members of the Company or its subsidiaries, in accordance with article 598 of the Code on Companies, will not be lower than the average of the closing price of the share during the thirty-day period preceding the day on which the issue started. Upon the exercise of the Warrants the Board of Directors may decide to issue new shares or to distribute acquired treasury shares.

4. Decision to increase the Company's capital under the condition precedent that the Warrants are exercised and such exercise is recorded in a notarial deed (insofar as the Board of Directors does not decide to distribute acquired treasury shares) and by the issue of a number of ordinary shares of the Company with the same rights as the existing shares.

Motion for resolution: The General Meeting resolves to increase the Company's capital under the condition precedent that the Warrants are offered, accepted and exercised and that the capital increase is recorded in a notarial deed, (insofar as the Board of Directors does not decide to distribute acquired treasury shares) by an amount equal to the multiplication of (i) the number of shares issued upon the exercise of the Warrants by (ii) the accounting par value of the Company's existing ordinary shares at the time of the exercise, and by the issue of a number of ordinary shares of the Company, with the same rights as the Company's existing ordinary shares and which will share in the profits, if any, of the financial year in which they are issued and all subsequent financial years; the positive difference, if any, between the exercise price of the Warrants and the amount of the capital increase will be booked as an issue premium.

5. Cancellation of the existing shareholders' preferential right in favour of specific staff members and executives of the Company or its subsidiaries and of specific persons other than staff members of the Company or its subsidiaries, within the framework of the issue of Warrants set forth under 3.

Motion for resolution: The General Meeting resolves, within the framework of the issue of Warrants set forth under 3, to cancel the existing shareholders' preferential right in favour of (i) mainly staff members of the Company or its subsidiaries and other executives and (ii) the following specific person who is not a staff member of the Company or its subsidiaries: Tom Debusschere Comm.V.

6. Subscription Warrants

Motion for resolution: The General Meeting resolves to allot 3,000,000 Warrants to the Company in view of

offering and allotting the same to specific staff members, executives of the Company or its subsidiaries and Tom Debusschere Comm.V on the basis of the recommendations of the Remuneration and Nomination Committee within the framework of the 2011 Warrant Plan. The Company cannot exercise the Warrants herself.

7. Power of attorney to the Board of Directors.

Motion for resolution: The General Meeting resolves to authorize each member of the Board of Directors, acting alone, to establish the exercise of the Warrants, the realisation of any capital increases resulting thereof (including the incorporation of the issue premium booked as a result thereof), and the issue of the shares, to execute the notarial deeds recording the capital increases as a result of the exercise of the Warrants, to alter the articles of association in order to adapt the same to the new amount of the capital and the new number of shares as a result of the exercise, as well as to proceed to the practical arrangement of the implementation modalities, should the case arise to register the newly issued shares in the shareholders' register in the name of such persons which subscribed to the capital increase as set forth under 4 and have exercised Warrants.

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.

In this respect, it is pointed out that the proxies deposited for the extraordinary general meeting of 19 April 2011 will remain valid for the second extraordinary general meeting of 10 May 2011.

The reports mentioned in the agenda are available on the Company's website www.deceuninck.com

The Board of Directors.