

Deceuninck
A Public Limited Company at 8800 Roeselare
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Deceuninck shareholders are invited to attend the Ordinary General Meeting of Shareholders to be held at Hooglede – Gits, 164 Bruggesteeweg, on Tuesday 10 May 2005 at 11 am, with the following agenda and proposals for resolution:

AGENDA OF THE ORDINARY GENERAL MEETING

1. Perusal of the annual report of the Board of Directors including the statement regarding Corporate Governance and the Company Auditor's report on the financial year closed on 31 December 2004.
2. Discussion and approval of the annual accounts closed on 31 December 2004, profit appropriation.
Proposal for resolution: approval of the annual accounts of the 2004 financial year and of the profit appropriation and fixing of the gross dividend for each fully paid share at 0.236 euros (0.177 euros net).
3. Statement of the consolidated annual accounts and the consolidated report of the 2004 financial year.
4. Discharge to the members of the Board of Directors and to the Company Auditor
Proposal for resolution: to grant discharge to the Directors and the Company Auditor from all and any liability in respect of the tasks fulfilled by them during the 2004 financial year, by a separate vote.
5. Appointment of Director
Proposal for resolution:
On the recommendation of the Board of Directors, final appointment of Mr Pierre-Alain De Smedt to be an independent director within the meaning of section 524 of the Companies Code for a 4-year term, i.e. until the closure of the 2009 annual meeting. Mr Pierre-Alain De Smedt

meets the independence criteria set forth in Section 524 of the Companies Code.

6. Appointment of Company Auditor

Proposal for resolution: The appointment of Ernst & Young BCV, represented by Mr. Marc Van Hoecke and Mr. Ludo Swolfs for a 3-year term, i.e. until the closure of the 2008 annual meeting.

The emoluments amount up to 182.000 EUR.

The owners of registered shares must inform the Board of Directors in writing of their intention to attend the Meeting not later than five working days prior to the Meeting.

In order to be allowed to attend the meeting, the owners of bearer shares must deposit their shares at the Company's registered office or at Bank Degroof not later than five days prior to the Meeting, and they must provide proof of such deposit. Proxies must also be deposited at the Company's registered office not later than five working days prior to the Meeting. The annual report 2004 can be consulted on the website of the company (www.deceuninck.com).

The Board of Directors

