



A Public Limited Company
making or having made a public appeal on savings
at 8830 Hooglede-Gits, Bruggesteeweg 360
VAT BE 0405.548.486 – Register of Legal Entities Kortrijk: 0405.548.486
www.deceuninck.com

The shareholders and holders of subscription rights are invited by the Board of Directors to attend the Ordinary General Meeting to be held at 8830 Hooglede-Gits, Bruggesteeweg 360, on Tuesday 10 May 2016 at 11 a.m., with the following agenda and proposals for resolution:

AGENDA

1. Communication of the annual report of the Board of Directors including the Corporate Governance Statement and the Auditor's report on financial year ended 31 December 2015.
Communication of the consolidated annual accounts and consolidated report of financial year 2015.
2. Discussion and approval of the annual accounts closed on 31 December 2015, profit or loss appropriation
Proposal for resolution: The General Meeting approves the annual accounts with regard to financial year 2015 as well as the appropriation of profit and sets the gross dividend per fully paid share at 0,025 euro.
3. Discussion and approval of the remuneration report
Proposal for resolution: The General Meeting approves the remuneration report with regard to financial year ended 31 December 2015.
4. Discharge to the members of the Board of Directors and the Auditor
Proposal for resolution: The General Meeting grants discharge, by separate vote, to the members of the Board of Directors and to the Auditor for exercising their mandate during the financial year ended 31 December 2015.
5. Appointment Director
Proposal for resolution: On the recommendation of the Board of Directors and on advice of the Nomination and Remuneration Committee, the General Meeting appoints Beneconsult BVBA, with fixed representative Mr Francis Van Eeckhout, in permanent way as independent Director and this replacing Holve NV, with fixed representative Francis Van Eeckhout. The mandate of Beneconsult BVBA with fixed representative Mr Francis Van Eeckhout will end at the close of the Annual General Meeting 2019.
6. Approval annual remuneration Directors
Proposal for resolution: the General Meeting fixes the total annual maximum remuneration of Non-Executive Directors at 326.500 euro.
7. Approval of change of control provisions for the purposes of Article 556 of the Companies Code
*Proposed resolution:
The general meeting of shareholders takes note of, approves and ratifies, for the purposes of Article 556 of the Companies Code, those provisions of the conditions of the Bonds contained in the Prospectus dated 8 December 2015 relating to the public offering in Belgium of EUR 100,000,000 3.75% fixed rate bonds due 8 December 2022 and of any related*

agreements the Company has entered into in connection thereto which grant rights to third parties that either have an influence on the assets of the Company or create a debt or obligation for the Company if the exercise of these rights is dependent on a change of the control exercised over it, including, but not limited to, Condition 6.3 of the Bonds which, in essence, grants a right to any bondholder to request Deceuninck NV to redeem all or part of its Bonds upon the occurrence of a Change of Control (Controlewijziging) (as defined in the Prospectus).

ATTENDANCE FORMALITIES

In order to exercise their rights at this General Meeting the shareholders and holders of subscription rights must observe the following provisions:

Registration Procedure

Only persons that are shareholder on the Registration Date, i.e. on **Tuesday 26 April 2016 at midnight (Belgian time - GMT +1)**, are authorized to participate to and cast a vote at the General Meeting.

For the holders of registered shares

Holders of registered shares must be registered on the Registration Date in the register of registered shares of Deceuninck NV for the number of shares they intend to attend the General Meeting with.

For the holders of dematerialised shares

The dematerialised shares with which the shareholders wish to attend the General Meeting, need to be registered on the Registration Date on their accounts of an approved account holder or clearing institution. The property of the number of dematerialised shares on the Registration Date will be fixed on basis of the confirmation given from the approved account holder or clearing institution to Degroof Petercam, at the latest on **Wednesday 4 May 2016**. The property can also be fixed on basis of the certificate which the shareholder has obtained by the approved account holder or clearing institution and which he/she remits to Degroof Petercam at the latest on **Wednesday 4 May 2016**.

Notification

In addition to the above registration, the shareholders and holders of subscription rights whose securities are registered on the Registration Date must notify the Company on **Wednesday 4 May 2016** at the latest, that they intend to attend the General Meeting (Deceuninck NV – Attn. Legal Department – Bruggesteeweg 360 – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com). The holders of dematerialised shares may, if they wish, request the approved account holder or clearing institution to notify the confirmation of their attendance together with the confirmation of their registration.

Only persons who are shareholders or holders of subscription rights on the Registration Date and have confirmed their attendance to the General Meeting within the subscribed term to the Company, have the right to attend the General Meeting and vote, provided that holders of subscription rights only have an advisory vote at the General Meeting.

Proxies

Each shareholder that has the right to vote can participate in the General Meeting in his own name or can be represented by a proxy holder, subject to compliance with the Articles of Association and the legal applicable conditions. Shareholders who wish to be represented at the General Meeting must complete and deliver the proxy form (available at the registered office of the Company, at Degroof Petercam or on <http://www.deceuninck.com/en/shareholder-meetings.aspx>) to the Company (Deceuninck NV – Attn. Legal Department –Bruggesteeweg 360 – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com) on **Wednesday 4 May 2016** at the latest.

Each appointment of a proxy holder is to take place in conformity with the applicable Belgian legislation, i.e. concerning conflicts of interest and the keeping of a register of the vote instructions.

Right to add agenda items and to submit proposals for resolution

One or more shareholders who together possess at least 3% of the capital of the Company may, not later than on **18 April 2016** request to have items listed on the agenda of the General Meeting and submit proposals for resolution regarding items listed or to be listed on the agenda.

Shareholders who exercise this right are to fulfil the following two conditions:

- They have to be able to demonstrate that they possess above-mentioned percentage at the date of request; and
- They have to be able to demonstrate that they are still shareholders representing at least 3% of the capital of the Company.

(whether by means of a registration certificate of the shares in the register of registered shares of Deceuninck NV, or by means of a certificate drawn up by an approved account holder or clearing institution showing that the number of dematerialised shares concerned has been registered in account in their names. Questions or proposals for resolution may be sent in writing (Deceuninck NV – Attn. Legal Department – Bruggesteeweg 360 – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com).

The Company will confirm the receipt of requests per e-mail or per letter within a timeframe of 48 hours. Should the case arise, the Company will publish a completed agenda on **25 April 2016** at the latest.

Nevertheless, proxies that the Company was provided with before the disclosure of an additional agenda remain valid for the agenda items that are to be discussed and for which the proxies apply. Exceptionally, during the General Meeting, the proxy holder can deviate from the possible instructions of the shareholder regarding the agenda items that are to be discussed and for which new proposals for resolution were presented, in case the obedience of these instructions could harm the shareholder's interests. The proxy holder is to notify the shareholder thereof. The proxy form is to state whether the proxy holder is authorised to vote on the new agenda items that are to be discussed, or whether he is to abstain.

Right to ask questions

Shareholders who comply with the formalities to be admitted to the General Meeting can both orally (during the meeting) and in writing (before the meeting) ask questions to the Directors and/or the Auditor.

Written questions can be asked as from the publication of the convening notice and must be delivered to the Company (Deceuninck NV – Attn. Legal Department –Bruggesteeweg 360 – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com) on **Wednesday 4 May 2016** at the latest.

Only written questions asked by shareholders who comply with the formalities that must be fulfilled in order to be admitted to the meeting, and who thus have proved to have the status of shareholder on the Registration Date and have confirmed their attendance to the General Meeting within the subscribed term to the Company, will be answered during the meeting.

Availability of documents

All documents relating to this General Meeting and to be made available in accordance with the law, can be consulted on the website of Deceuninck (www.deceuninck.com).

During office hours, the shareholders and holders of subscription rights may obtain a copy of these documents free of charge at the registered office (Bruggesteeweg 360, 8830 Hooglede).

Each deadline mentioned in this convening notice means the final date on which the concerned notification must be received by the Company.

The Board of Directors