



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 Ghent, division Kortrijk: 0405.548.486
www.deceuninck.com

The shareholders, holders of subscription rights, bondholders, directors and the statutory auditor are invited by the board of directors to attend the extraordinary general meeting to be held at 8830 Hooglede-Gits, Bruggesteeweg 360, on Wednesday 21 December 2016 at 4 p.m., with the agenda and proposed resolutions mentioned below.

Given the fact that the agenda contains amendments to the company's articles of association, at least half of the company's share capital must be present or represented at the extraordinary general meeting in order to validly deliberate and decide. In case that prerequisite is not met, the company will convene a second extraordinary general meeting on Monday 9 January 2017, who will validly deliberate and decide, irrespective of the amount of share capital being present or represented.

AGENDA

1. Amendment of Article 20 of the articles of association regarding the legal representation of the company

Amendment of Article 20 of the articles of association regarding the legal representation of the company with respect to the company's daily management.

Proposed resolution: Approval of the decision to amend Article 20 of the articles of association, by adding a new third paragraph, as follows:

"Within the limits of the daily management, the company is legally represented towards third parties by the managing director (also known as the CEO), acting solely."

2. Amendment of Article 23 of the articles of association regarding the date of the annual general meeting

Amendment of Article 23 of the articles of association in order to change the date and time of the annual general meeting.

Proposed resolution: Approval of the decision to amend Article 23 of the articles of association, by replacing the third paragraph as follows:

"Each year on the fourth Tuesday of the month of April at four o'clock, the ordinary general meeting takes place at the registered office of the company or at any other place indicated in the convening notice."

3. Renewal of the Authorized Capital – Authorization to use the Authorized Capital in the event of a public takeover bid for the Company's securities

1. Examination and discussion of the special report of the Board of Directors, in accordance to Article 604, paragraph 2 CoC, regarding the renewal of the authorization of the Board of Directors to increase the issued capital (Authorized Capital).

2. Renewal, within the limits of the existing authorization of the Board of Directors as described in Article 38 of the Articles of Association, to increase the company's issued capital in one time or in several times with a maximum amount of € 53,324,946.55, within a term of five (5) years starting from the date of the publication of this resolution in the Attachments to the Belgian Official Gazette

3. Authorization to the Board of Directors for a period of three (3) years, within the limits of Article 607 CoC, to use the authorized capital in case of notification by the Financial Services and Markets Authority (FSMA) of a public takeover bid for the Company's securities – Extension of the authorization of the Board of Directors, with the aim of drafting the coordinated text of the Articles of Association, from the moment the authorized capital or a part of it is transformed into capital, to amend the related articles of the Articles of Association.

4. Modification of Article 38 of the Articles of Association.

Proposed resolution: Approval of the resolutions regarding the Board of Directors' authorizations and as a result, modification of Article 38 of the Articles of Association.

4. Extension of the authorization regarding acquisition and alienation of treasury shares and authorization to acquire and alienate treasury shares necessary to avoid a threatening serious disadvantage for the Company

1. Extension of the authorization of the Board of Directors, to acquire, within a term of five (5) years starting from the date of the authorization, treasury shares, certificates of profit or certificates related to certificates of profit, through purchase or exchange, directly or through a person acting in his own name but on behalf of the Company, at a minimum price of one euro (€ 1.00) and a maximum price of ten euros (€ 10.00) and in such a way that the Company will never acquire treasury shares with a fraction value higher than twenty percent (20%) of the Company's issued capital – Renewal of the authorization of the Board of Directors to alienate these shares without having to abide by the above mentioned price and time limits

2. Extension of the authorization of the Board of Directors, to acquire or alienate, during a period of three (3) years starting from the publication of the authorization in the Attachments to the Belgian Official Gazette, treasury shares, certificates of profit or certificates related to certificates of profit, in case the acquisition or alienation is necessary to avoid a threatening serious disadvantage for the Company – Decision that these authorizations may also be used to acquire or alienate treasury shares through direct subsidiaries as described in Article 627 CoC.

3. Modification of Article 39 of the Articles of Association.

Proposed resolution: Approval of the resolution regarding the Board of Directors' authorization and as a result, modification of Article 39 of the Articles of Association.

5. Powers

Proposed resolution: *The general meeting confers all powers*

- *to the Notary Public, to make the coordinated text of the Articles of Association, to sign and to file it with the clerk's office of the competent commercial court, in accordance with the relevant legal provisions;*
- *to Mrs. Ann BATAILLIE and Mrs. Eline DUJARDIN, for this cause choosing residence at the company's registered seat, both individually and with the possibility of substitution, to fulfill all formalities for the amendment of company data in the Crossroads Bank for Enterprises.*

ATTENDANCE FORMALITIES

In order to exercise their rights at this general meeting the shareholders must observe the following provisions:

Registration Procedure

Only persons that are shareholder on the Registration Date, i.e. on **Wednesday 7 December 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 **Thursday 15 December 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 **Thursday 15 December 2016**.

Notification

In addition to the above registration, the shareholders whose securities are registered on the Registration Date must notify the Company on **Thursday 15 December 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 on the Registration Date and who confirmed their attendance to the general meeting within the subscribed term to the Company, have the right to attend the general meeting and to vote. The holders of subscription rights and the bondholders can attend the general meeting, but they only have an advisory vote.

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 **Thursday 15 December 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 **Tuesday 29 November 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 **Tuesday 6 December 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 statutory 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 **Thursday 15 December 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) as of today.

During office hours, the shareholders, the holders of subscription rights and the bondholders, 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