

A Public Limited Company
making or having made a public appeal on savings
at 8800 Roeselare, 374 Brugsesteenweg
VAT BE 0405.548.486 – Register of Legal Entities Kortrijk
www.deceuninck.com

The shareholders, holders of subscription rights and note holders are invited by the Board of Directors to attend the Ordinary General Meeting to be held at 8830 Hooglede-Gits, 164 Bruggesteenweg, on Tuesday 8 May 2012 at 11 am, 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 the financial year ended 31 December 2011.
2. Discussion and approval of the annual accounts closed on 31 December 2011, profit or loss appropriation.
Proposal for resolution: approval of the annual accounts for financial year 2011 and approval of the proposal not to pay any dividend.
3. Communication of the consolidated annual accounts and consolidated report of financial year 2011.
4. Discussion and approval of the remuneration report.
Proposal for resolution: Approval of the remuneration report.
5. Discharge to the members of the Board of Directors and the Auditor.
Proposal for resolution: to grant discharge, by separate vote, to the members of the Board of Directors and to the Auditor for the exercise of their mandate during the financial year 2011.
6. Resignation/Appointment Director
Proposal for resolution: As a result of the resignation of Mrs Sophie Malarne-Lecloux as Director and on the recommendation of the Board of Directors, after receiving the Nomination and Remuneration Committee's advice, appointment of Mrs Giulia Van Waeyenberge as non - independent Director of the Company for a period of 4 years, *i.e.* until the closure of the 2016 Ordinary General Meeting.
7. Approval annual remuneration Directors
Proposal for resolution: fixation of the total annual maximum remuneration of Non-Executive Directors at 400,000 euros.

ATTENDANCE FORMALITIES

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

1. **Registration Procedure**

For the holders of registered shares

On the registration date, *i.e.* on **Tuesday 24 April 2012 at midnight (Belgian time)**, the holders of registered shares must be registered in the register of registered shares of Deceuninck NV for the number of shares they intend to be registered for on the registration date and with which they intend to attend the General Meeting.

For the holders of printed bearer shares (Deceuninck shares ISIN BE0003789063–Deceuninck strips ISIN BE0005632063)

The holders of printed bearer shares must physically deposit the number of shares they intend to be registered for on the registration date and with which they intend to attend the General Meeting, at Bank Degroof on **Tuesday 24 April 2012** at the latest before closing time. The possession of the shares on the registration date will be established on the basis of the confirmation of such deposit by Bank Degroof to be transmitted to Deceuninck.

We draw your attention to the fact that since 1 January 2008, under the Belgian legislation on the abolition of bearer shares, the deposit of printed bearer shares at a financial institution with a view to the shareholders' attendance of a general meeting *ipso jure* entails the dematerialisation of such shares and their entry in a dematerialised securities account with such financial institution. The physical return of the deposited printed bearer shares is therefore no longer possible. Upon the entry of dematerialised shares in a securities account, the multiplication by 10 resolved by the Extraordinary General Meeting of 10 August 2000 will be taken into account.

For the holders of dematerialised shares

The holders of dematerialised shares must inform Bank Degroof how many shares they intend to be registered for on the registration date and with which they intend to attend the General Meeting, on **Tuesday 24 April 2012 at midnight (Belgian time)** at the latest. The possession of the number of dematerialised shares on the registration date will be established on the basis of its confirmation by Bank Degroof who will notify Deceuninck thereof.

2. **Notification**

In addition to the above registration the shareholders, holders of subscription rights and note holders whose securities are registered on the registration date of Tuesday 24 April 2012, must notify the Company on **2 May 2012** at the latest that they intend to attend the General Meeting (Deceuninck NV – Attn. Legal Department – 164 Bruggesteeweg – 8830 Hooglede or by email: generalmeeting@deceuninck.com).

The holders of printed bearer shares or dematerialised shares may, if they wish, request Bank Degroof to notify the confirmation of their attendance together with the confirmation of their registration.

Only persons who are shareholders on the registration date have the right to attend the General Meeting and vote.

3. **Proxies**

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 Bank Degroof or on <http://www.deceuninck.com/en/shareholder-meetings.aspx>) to the Company (Deceuninck NV – Attn. Legal Department – 164 Bruggesteeweg – 8830 Hooglede or by email: generalmeeting@deceuninck.com) on **2 May 2012** at the latest.

4. **The 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 **16 April 2012 at midnight (Belgian time)**, 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 if they prove to be shareholders on the date they submit an agenda item or a proposal for resolution. Questions or proposals for resolution may be sent in writing (Deceuninck NV – Attn. Legal Department – 164 Bruggesteeweg – 8830 Hooglede or by email: generalmeeting@deceuninck.com).

Should the case arise, the Company will publish a completed agenda on **23 April 2012** at the latest.

5. **The 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) as questions to the Directors and/or the Auditor. Written questions must be delivered to the Company (Deceuninck NV – Attn. Legal Department – 164 Bruggesteeweg – 8830 Hooglede or by email: generalmeeting@deceuninck.com) on **2 May 2012 at midnight (Belgian time)** 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, will be answered during the meeting.

5. **Availability of documents**

All documents relating to this General Meeting and, in accordance with the law, to be made available to the shareholders, can be consulted on the website of Deceuninck (www.deceuninck.com) since Friday 30 March 2012. During office hours the shareholders may take note of these documents and/or ask a copy free of charge at the principal place of business (164 Bruggesteeweg, 8830 Hooglede). Copies free of charge can also be requested in writing (Deceuninck NV – Attn. Legal Department – 164 Bruggesteeweg – 8830 Hooglede or by email: generalmeeting@deceuninck.com).

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