

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

The Board of Directors has the honor of inviting the shareholders to attend the Extraordinary General Meeting to be held on **Monday 25 February 2013** at 8h30 a.m. at the Company's place of business (the "Company") in 8830 Hooglede-Gits, 164 Bruggesteeweg, before Dirk Van Haesebrouck, associated notary public in Kortrijk, 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 Friday **15 March 2013** at 8h30 a.m. at the same place and before the same notary public, with the following agenda, containing the following proposed resolutions:

I. Addition to the Articles of Association of the possibility to appoint a Management Committee.

1. Provision in the Articles of Association stating that the Board of Directors can devolve its powers with regard to daily and operational management, fully or partially, to a Management Committee, as described in Article 524bis CoC.

2. Addition of a new Article 16bis to the Articles of Association.

Proposed resolution: Approval of the resolution of the provision in the Articles of Association that the Board of Directors can devolve its powers with regard to daily and operational management, fully or partially, to a Management Committee, as described in Article 524bis CoC – Addition of a new Article 16bis to the Articles of Association, which reads as follows:

NEW: Article 16bis: Management Committee – Powers

In conformity with Article 524bis CoC, the Board of Directors can devolve its powers with regard to daily and operational management, fully or partially, to a Management Committee, without applying to the general policy of the Company or to actions that are reserved to the Board of Directors according to other provisions of the law.

The Board of Directors determines the powers of the Management Committee in the corporate governance charter.

When a Management Committee is appointed, the Board of Directors is to monitor this Committee.

The Management Committee consists of several persons, whether or not Directors themselves. Together they constitute a Collegial Body.

The conditions of the appointment of members of the Management Committee, their dismissal, their remuneration, the duration of their assignment and their method of working are determined by the Board of Directors.

Any member of the Management Committee that, directly or indirectly, has an interest concerning the right of property, conflicting with any decision or performance within the competence of the Committee, is to inform all other members thereof before the Committee deliberates.

Furthermore, all applicable regulations of the CoC are to be respected.

II. Enactment in the Articles of Association of the way in which the Company is represented within the limitations of the powers devolved to the Management Committee.

1. Provision in the Articles of Association that, within the limitations of powers devolved to the Management Committee, the Company is lawfully represented by either the Management Committee acting as Collegial Body or by two members of the Management Committee, acting jointly.

2. Modification of the second paragraph of Article 19 of the Articles of Association.

Proposed resolution: Approval of the resolution of the provision in the Articles of Association that, within the limitations of powers devolved to the Management Committee, the Company is lawfully represented by either the Management Committee acting as Collegial Body or by two members of the Management Committee acting jointly – Following modification of the second paragraph of Article 19 of the Articles of Association:

Article 19: representation of the Company when performing actions as well as judicial representation

The Company is represented when performing actions and is judicially represented by either the Management Committee acting as Collegial Body, or by two Directors acting jointly.

When a Management Committee is appointed within the limitations of powers of the Management Committee, the Company is, in relation to third persons, as well as judicially, lawfully represented and connected by the Management Committee acting as a Collegial Body, or by two members of the Management Committee acting jointly.

Moreover, they are lawfully represented by the special representatives within the limitations of their mandate.

III. Coordination of the Articles of Association.

Assignment to the Notary public to make the coordinated text of the Articles of Association.

Proposed resolution: Approval of the proposed assignment.

ATTENDANCE FORMALITIES

In order to exercise their rights at this Extraordinary 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 **Monday 11 February 2013 at midnight (Belgian time – GMT +1)**, are authorized to participate to and cast a vote at the Extraordinary 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 Extraordinary General Meeting with.

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 Extraordinary General Meeting, at Bank Degroof at the latest on Monday 11 February before closing time.

Bank Degroof will provide Deceuninck with a certificate stating the number of shares respectively deposited on the Registration Date, with which the shareholder has declared to attend the Extraordinary General Meeting.

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 at 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 for how many shares they intend to be registered for on the Registration Date and with which they intend to attend the Extraordinary General Meeting, at the latest on Monday 11 February 2013 before closing time.

Bank Degroof will provide Deceuninck with a certificate stating the number of dematerialised shares respectively registered in the name of the shareholder in the accounts of Bank Degroof, of an approved account holder or clearing institution on the Registration Date, with which the shareholder has declared to attend the Extraordinary General Meeting.

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 **19 February 2013** at the latest that they intend to attend the Extraordinary General Meeting (Deceuninck NV - Attn. Legal Department - 164 Bruggesteenweg – 8830 Hooglede or by e-mail: 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 or holders of subscription rights on the Registration Date have the right to attend the Extraordinary General Meeting and vote.

Proxies

Shareholders who wish to be represented at the Extraordinary 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 e-mail: generalmeeting@deceuninck.com) on **19 February 2013** at the latest.

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 **3 February 2013** request to have items listed on the agenda of the Extraordinary 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 (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 of Bank Degroof showing that they have registered the number of bearer shares concerned, or by means of a certificate drawn up by Bank Degroof 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 - 164 Bruggesteeweg – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com).

Should the case arise, the Company will publish a completed agenda on **10 February 2013** at the latest.

Right to ask questions

Shareholders who comply with the formalities to be admitted to the Extraordinary 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 – 164 Bruggesteeweg – 8830 Hooglede or by e-mail: generalmeeting@deceuninck.com) on **19 February 2013** 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.

Availability of documents

All documents relating to this Extraordinary General Meeting and to be made available in accordance with the law, can be consulted on the website of Deceuninck (www.deceuninck.com) as from Friday **25 January 2013**.

During office hours the shareholders and holders of subscription rights may obtain a copy of these documents free of charge at the principal place of business (164 Bruggesteeweg, 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