

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: 0405.548.486  
[www.deceuninck.com](http://www.deceuninck.com)

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Pursuant to article 533ter, § 3 of the Belgian Code on Companies, the Company hereby publishes the agenda of the Ordinary General Meeting to be held in 8830 Hooglede-Gits, 164 Bruggesteeweg, on Tuesday 14 May 2013 at 11 am, supplemented by a proposal for resolution on agenda item 2 at the request of one shareholder holding at least 3% of the company capital pursuant to article 533ter of the Belgian Code on Companies:

#### 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 2012.
2. Discussion and approval of the annual accounts closed on 31 December 2012, profit or loss appropriation.  
*Proposal for resolution of the Board of Directors: The General Meeting approves the annual accounts with regard to financial year ended 31 December 2012 and decides not to pay any dividend.*  
*Proposal for resolution at the request of one shareholder holding at least 3% of the company capital pursuant to article 533ter of the Belgian Code on Companies: The General Meeting orders the restatement of the annual report of the Board of Directors and of the annual accounts for the financial year closed on 31 December 2012 with respect to the granting and payment of a dividend of EUR 0.04 per share; the General Meeting approves the restated annual accounts for the financial year closed on 31 December 2012 and resolves to grant and pay a dividend of EUR 0.04 per share.*
3. Communication of the consolidated annual accounts and consolidated report of financial year 2012.
4. 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 2012.*
5. 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 2012.*

6. Reappointment Directors

*Proposal for resolution: On the recommendation of the Board of Directors, the General Meeting appoints Tom Debusschere Comm. V, with fixed representative Mr Tom Debusschere as Director of the Company for a period of 4 years, i.e. until the closure of the 2017 Ordinary General Meeting.*

*On the recommendation of the Board of Directors, the General Meeting appoints Mr Pierre Alain De Smedt as independent Director of the Company in the sense of article 526ter of the Belgian Code on Companies for a period of 4 years, i.e. until the closure of the 2017 Ordinary General Meeting.*

7. Approval annual remuneration Directors

*Proposal for resolution: the General Meeting fixes the total annual maximum remuneration of Non- Executive Directors at 305,000 euro.*

Pursuant to article 533ter, § 3, subsection two of the Belgian Code on Companies, the shareholders can find an adapted proxy form on the website <http://www.deceuninck.com/en/shareholder-meetings.aspx>.

The proxies made known to the company prior to this notice will remain valid for the items of the initial agenda to be dealt with. The proxy holder may, however, not follow the proxy grantor's instructions, if any, regarding agenda item 2, if the performance of such instructions might harm the proxy grantor's interests. The proxy holder must inform the proxy grantor about it.

For the rest, the shareholders are referred to the convening notice for the Ordinary General Meeting on the website <http://www.deceuninck.com/en/shareholder-meetings.aspx>.

The Board of Directors