

**RESILUX**  
**Public Limited Company**  
**Damstraat 4 – 9230 Wetteren**  
**RPR Dendermonde – BTW BE 0447.354.397**

<b>ANNUAL INFORMATION</b>
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This document contains the information according to Title X (articles 65 and 66) of the Law of June 16, 2006 relating to public offers of investment instruments and admission of investment instruments to trading on regulated markets (hereinafter: the 'Prospectus law'), being **all information that Resilux has published or made available to the public** in accordance with its obligations in consideration of community or national legislation related to the regulation on securities, company law, issuing institutions and securities markets **in de period from June 1, 2010 up to May 26, 2011 inclusive** (hereinafter: the 'Period').

Pursuant to the articles 21 and 66, § 4 of the Prospectus law, this document is published on the website of the company ([www.resilux.com](http://www.resilux.com)).

All information referred to in this document is available on the website of the company ([www.resilux.com](http://www.resilux.com)), under the heading 'Investor relations'. Upon request, printed copies of this information can be obtained on the registered seat of the company.

The company warns that (part of) the information is possible out of date. Therefore, their contents and accuracy should be interpreted as of their date of publication or availability.

## **1. PROSPECTUSES (AND SUPPLEMENTS HERETO)**

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During the Period, the company has not published any prospectuses.

## **2. INFORMATION TO THE SHAREHOLDERS**

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### *2.1. Shareholders' Meetings*

- minutes of the ordinary general meeting of shareholders of May 21, 2010
- convocation to the ordinary general meeting of shareholders of May 20, 2011
- convocation to the extraordinary general meeting of shareholders of May 20, 2011

<http://www.resilux.com/index.php?page=Financial/Generalmeeting.php>

### *2.2. Financial calendar*

The financial calendar is updated on a regular basis.

<http://www.resilux.com/index.php?page=Financial/General.php>

### *2.3. Articles of association*

The most recent amendment to the articles of association is dated May 20, 2011 (to be published in the annexes to the Belgian Bulletin).

The draft of this amendment to the articles of association is included in the proposals for decision, as described in the convocation to the extraordinary general meeting of shareholders of May 20, 2011 (see above, 2.1).

The new coordination of the articles of associations will promptly be made available on the company website.

<http://www.resilux.com/index.php?page=Financial/Corporate.php>

#### 2.4. *Financial service*

The financial services to the shareholders of Resilux NV is provided by Bank Degroof NV.

<http://www.resilux.com/index.php?page=Financial/General.php>

#### 2.5. *Denominator – shareholders' structure*

The share capital of Resilux NV is set at 17.183.856,00 EUR, represented by 1.980.410 shares without nominal value, each representing 1/1.980.410<sup>th</sup> of the share capital. As a result of the issuing of a warrant plan for the staff by the company at the end of 2002, warrants were allocated to the company staff, of which an amount of 11.289 warrants was still circulating, with an exercise price of 65,41 EUR per warrant. This plan expired in October 2010. There were no warrants exercised.

The most recent changes to the shareholders' structure of Resilux NV (status per May 6, 2010) has been adjusted and published on the company website.

<http://www.resilux.com/index.php?page=Financial/General.php>

#### 2.6. *Changes of the rights related to shares*

The extraordinary general meeting of shareholders of May 15, 2009 adopted the proposal of the Board of Directors to reduce the period for the conversion of bearer shares into dematerialized shares or nominal shares from December 31, 2013 to December 31, 2010.

Consequently, on January 1, 2011, all rights connected with bearer shares, that were not converted upon their holder's request within the reduced conversion period (December 31, 2010), were suspended until the rightful claimant has converted the concerned bearer shares into dematerialized shares or nominal shares.

#### 2.7. *New issuance of loans*

Not applicable in the Period.

#### 2.8. *Information concerning powers of attorney*

- power of attorney for attending the ordinary general meeting of shareholders of May 20, 2011
- power of attorney for attending the extraordinary general meeting of shareholders of May 20, 2011

<http://www.resilux.com/index.php?page=Financial/Generalmeeting.php>

### **3. SPECIAL REPORTS OF THE BOARD OF DIRECTORS AND DRAFTS OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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#### 3.1. *Special reports of the Board of Directors*

The report of the Board of Directors of April 20, 2011 in application of article 604 of the Companies Code regarding authorized capital was drafted and made available on the company website.

<http://www.resilux.com/index.php?page=Financial/Statutory.php>

### 3.2. Drafts of amendments of the articles of association

The most recent amendment to the articles of association is dated May 20, 2011 (to be published in the annexes to the Belgian Bulletin).

The draft of this amendment to the articles of association is included in the proposals for decision, as described in the convocation to the extraordinary general meeting of shareholders of May 20, 2011 (see above, 2.1).

<http://www.resilux.com/index.php?page=Financial/Generalmeeting.php>

## 4. PRESS RELEASES

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- July 8, 2010 Resilux and IPS jointly establish Air0-Lux AG
- August 26, 2010 Results 1st half 2010
- November 30, 2010 Dematerialization of bearer shares and reduction of conversion period until December 31, 2010
- March 17, 2011 Year results 2010
- April 26, 2011 Re-appointment of non executive independent directors
- May 24, 2011 Dividend payment 2010

<http://www.resilux.com/index.php?page=Financial/Pressreleases.php>

## 5. PERIODICAL FINANCIAL INFORMATION

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### 5.1. Annual financial report

- Annual report 2010 (including int.al. the consolidated annual accounts 2010, the Board of Directors' 2010 consolidated report, the Auditor's 2010 consolidated report and the abridged statutory annuals accounts 2010 of Resilux NV)

<http://www.resilux.com/index.php?page=Financial/Annualreports.php>

### 5.2. Half-yearly financial report

- Half-yearly financial report 2010

<http://www.resilux.com/index.php?page=Financial/Halfyearlyreports.php>

### 5.3. Intermediate statements

- Intermediate statement of November 10, 2010
- Intermediate statement of May 12, 2011

<http://www.resilux.com/index.php?page=Financial/Intermediate.php>

### 5.4. Statutory annual accounts and related reports

- Statutory accounts 2010
- Board of Directors' annual report 2010
- Auditor's report 2010

<http://www.resilux.com/index.php?page=Financial/Statutory.php>

## **6. DECLARATIONS OF TRANSPARENCY**

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The company did not receive any new declarations of transparency during the Period.

## **7. CORPORATE GOVERNANCE**

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The Corporate Governance Charter of Resilux NV was updated and made available on the company website on April 1, 2011.

<http://www.resilux.com/index.php?page=Financial/Corporate.php>

## **8. MISCELLANEOUS**

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### *8.1. Declarations according to article 74, § 7 of the Act of April 1st 2007 on Takeover Bids*

- The company did not receive any new declarations during the Period.

### *8.2. Publications of transactions according to the Law of August 2, 2002 on the supervision of the financial sector and on financial services*

Regarding transactions with Resilux shares according to the terms of the Law of August 2, 2002, Resilux NV refers to the publication on the website of the CBFA.

<http://www.resilux.com/index.php?page=Financial/General.php>  
<http://www.cbfa.be/nl/fm/mm/ist/dBeginFrmInsTrans.asp>

### *8.3. Publications in the Annexes to the Belgian Bulletin*

- Extract from the minutes of the ordinary general meeting of shareholders of May 21, 2010 (Annexes to the Belgian Bulletin of June 11, 2010)
- Extract from the minutes of the extraordinary general meeting of shareholders of May 21, 2010 (Annexes to the Belgian Bulletin of June 11, 2010)
- Extract from the press release of November 30, 2010 (Annexes to the Belgian Bulletin of December 14, 2010)

[http://www.ejustice.just.fgov.be/tsv\\_pub/tsv\\_sum\\_a\\_n.htm](http://www.ejustice.just.fgov.be/tsv_pub/tsv_sum_a_n.htm)