

REGULATED INFORMATION

CONVOCAATION NOTICE ORDINARY GENERAL MEETING

17 April 2015

**RESILUX**  
**Public limited company (NV)**  
**Damstraat 4, 9230 Wetteren - Overschelde**  
**Dendermonde Register of Legal Entities - VAT BE 0447.354.397**

**CONVOCAATION NOTICE TO THE ORDINARY GENERAL MEETING OF  
 SHAREHOLDERS THAT WILL BE HELD ON MONDAY 18 MAY 2015**

The board of directors of Resilux NV (the "Company") has the honour of inviting its shareholders and holders of registered warrants **to attend the ordinary general meeting that will be held on Monday 18 May 2015 at 3:00 pm**. The meeting will take place at the Company's registered office at Damstraat 4, 9230 Wetteren – Overschelde, with the following agenda and proposed resolutions:

- 1. Acknowledgement of the annual reports of the board of directors on the statutory and consolidated annual accounts** for the financial year that closed 31 December 2014.
- 2. Acknowledgement and discussion of the statutory and consolidated annual accounts** for the financial year that closed 31 December 2014.
- 3. Acknowledgement of the reports of the statutory auditor on the statutory and consolidated annual accounts** for the financial year that closed 31 December 2014.
- 4. Approval of the statutory annual accounts** for the financial year that closed 31 December 2014 and allocation of the profit.

PROPOSED RESOLUTION:

*"The ordinary general meeting, after acknowledgement of the annual report and the statutory auditor's report, approves the statutory annual accounts closed on 31 December 2014, including the following proposal by the board of directors concerning allocation of the profit:*

<i>Profit to be allocated for the financial year (in EUR)</i>	6,132,868.93
<i>Profit brought forward from previous financial year (in EUR)</i>	23,294,117.52
<i>Net profit to be allocated (in EUR)</i>	29,426,986.45
<i>Allocation to legal reserves</i>	-
<i>Gross dividend (*) coupon no. 13 (in EUR)</i>	3,762,779.00
<i>Profit to be carried over (in EUR)</i>	25,664,207.45

*(\*) A gross dividend of EUR 1.90 per share, which entitles each share to a net dividend (less Belgian withholding tax) of EUR 1.425 in the case of 25% Belgian withholding tax.*

*Dividend Ex-Date: 27 May 2015*

*Dividend Record Date: 28 May 2015*

*Dividend Payment Date (available for payment) coupon no. 13: 29 May 2015"*

## **5. Approval of remuneration report**

PROPOSED RESOLUTION:

*"The ordinary general meeting approves the remuneration report for the financial year closed on 31 December 2014, as explained by the Remuneration and Nomination committee."*

## **6. Discharge of the directors**

PROPOSED RESOLUTION:

*"The ordinary general meeting, by separate vote, grants discharge of liability to each of the directors for the exercise of their mandate during the financial year closed on 31 December 2014."*

## **7. Discharge of the statutory auditor**

PROPOSED RESOLUTION:

*"The ordinary general meeting grants discharge of liability to the statutory auditor for the exercise of his mandate during the financial year closed on 31 December 2014."*

## **8. Appointment directors**

- a) *Reappointment of the private limited company FVDH Beheer BVBA, resrepresented by its permanent representative Francis Vanderhoydonck , as non-executive director*

PROPOSED RESOLUTION:

*"The ordinary general meeting notes that the mandate of BVBA FVDH BEHEER, represented by its permanent representative Francis Vanderhoydonck, as non-executive director expires as from today, and resolves, at the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to reappoint BVBA FVDH BEHEER, represented by its permanent representative Francis Vanderhoydonck, as non-executive director for a period of four years, commencing today and ending at the ordinary general meeting of 2019, and to fix its annual fee at 15.000 EUR."*

- b) *Appointment of Chris Van Doorslaer, as non-executive independent director.*

PROPOSED RESOLUTION:

*"The ordinary general meeting notes that the mandate of BVBA CVD, represented by its permanent representative Chris Van Doorslaer, as non-executive independent director expires as from today, and resolves, on the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to appoint Chris Van Doorslaer, as non-executive independent director for a period of four years, commencing today and ending at the ordinary general meeting of 2019, and to fix its annual fee at 15.000 EUR."*

*On the basis of the information available to it and the statement made in this regard by Chris Van Doorslaer, the board of directors concludes that Chris Van Doorslaer, complies with the independence criteria as laid down in Article 526ter of the Belgian Companies Code."*

## 9. Question round

### I. REGISTRATION AND PARTICIPATION

In accordance with article 536 §2 of the Company Code and article 31 of the articles of association of the Company, shareholders may participate in the ordinary general meeting and exercise their voting rights if the following two conditions are met:

#### A. REGISTRATION

Based on the proof submitted in application of the registration procedure described below, the Company must be able to establish that on **Monday 4 May 2015 at 12 midnight (Belgian time)** (the “**Registration Date**”) the shareholder was in possession of the number of shares with which the shareholder intends to participate in the ordinary general meeting.

The registration procedure is as follows:

*a) For the holders of registered shares:*

These shareholders prove their shareholding in the Company on the Registration Date by registering the shares in the name of the shareholder in the Company's share register;

*b) For the holders of dematerialised shares:*

These shareholders prove their shareholding in the Company on the Registration Date by submitting the proof of registration in their name to the accounts of a certified account holder or a settlement institution (hereinafter referred to as “*Bank Agency*”) of the number of shares with which they intend to participate in the ordinary general meeting. To this end, they will instruct their *Bank Agency* to issue a certificate that indicates that the number of dematerialised shares with which they wish to participate in the general meeting were registered in their accounts on the Registration Date.

#### B. PARTICIPATION

The shareholders who intend to participate in the ordinary general meeting must indicate their intention to do so **no later than Tuesday 12 May 2015 at 12 midnight (Belgian time)**. This notification must take place as follows:

*a) For the holders of registered shares:*

The holders of registered shares notify the Company in writing that they wish to participate in the ordinary general meeting, and indicate the number of shares with which they wish to participate in the ordinary general meeting (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde - [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75).

*b) For the holders of dematerialised shares:*

The holders of dematerialised shares request their *Bank Agency* to instruct Bank Degroof NV in a timely manner to inform the Company **no later than Tuesday 12 May 2015 at 12 midnight (Belgian time)** that they wish to participate in the ordinary general meeting, and indicate the number of shares with which they wish to participate in the ordinary general meeting; and to submit to the Company the certificates required for this.

The printed bearer shares were converted into dematerialised securities and registered by the Company in a securities account in its name. The exercise of each right attached to a bearer share whose conversion was not requested in accordance with the stipulations of the relevant law is suspended until the person who is able to legitimately demonstrate his or her capacity as rightholder requests and is granted that his or her securities are registered in his or her name in a securities account held by a certified account holder or a settlement institution, or in the Company's share register.

If the rightholder registers the securities in his or her name on time, then the above-mentioned formalities for registration and participation must also be fulfilled on time. The rights attached to the printed bearer shares that were not registered on time in the name of the holder, remain suspended.

Only persons who were shareholders of the Company on the Registration Date and who confirmed on time that they intend to participate in the ordinary general meeting, shall have the right to participate in and vote at the ordinary general meeting.

The holders of registered warrants may attend the ordinary general meeting (no voting rights), subject to compliance with the conditions for admittance as foreseen above for the holders of registered shares.

## II. VOTING BY PROXY

Each shareholder may be represented at the ordinary general meeting by a proxy holder. Except for the cases for which the Company Code allows the appointment of multiple proxy holders, a shareholder may only appoint one person as proxy holder. When appointing a proxy holder, shareholders must make use of the proxy form drawn up by the Company. The appointment of a proxy holder takes place in writing and must be signed by the shareholder. Proxy forms can be obtained at the Company's registered office or at the Company's website ([www.resilux.com](http://www.resilux.com)). The signed proxies must reach the Company **no later than Tuesday 12 May 2015 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde; [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75). The original proxies must be submitted to the Company no later than before the start of the ordinary general meeting.

In any case, shareholders who wish to be represented must comply with the registration and participation procedure as described above in section I.

## III. RIGHT TO HAVE ITEMS PLACED ON THE AGENDA AND TO SUBMIT RESOLUTION PROPOSALS

In accordance with article 533ter of the Company Code, one or more shareholders, who together own at least 3% of the share capital of the Company, have the right to place new items on the agenda for the ordinary general meeting and to submit resolution proposals concerning existing or new agenda items.

Shareholders who wish to exercise this right must prove that they (together) actually own at least 3% of the Company's share capital on the date on which they submit their request, based either on a certificate of registration of the relevant shares in the Company's share register, or on a certificate drawn up by the shareholder(s) *Bank Agency* that indicates that the relevant number of dematerialised shares are registered in their name in an account.

The text with respect to proposals for placing new items on the agenda and/or submitting new resolution proposals must reach the Company in writing **no later than Sunday 26 April 2015 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren - Overschelde - [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75). A mail or e-mail address will be indicated to which the Company can send the proof of receipt of these requests. The Company confirms receipt within 48 hours of receipt.

If valid proposals for placing new items on the agenda and/or for new resolution proposals are submitted within the above stated period, the Company shall publish a modified agenda **no later than Thursday 30 April 2015**. Where applicable, the Company shall also make available to the shareholders a new proxy form that contains the new agenda items and/or resolution proposals.

The new items and/or the new resolution proposals to be placed on the agenda submitted in application of the above-mentioned article will only be discussed at the ordinary general meeting if the above mentioned share of the capital is still registered on the Registration Date as described above under section I and the Company receives proof of this.

#### IV. RIGHT TO PUT QUESTIONS

In accordance with article 540 of the Company Code, all shareholders have the right to submit written questions beforehand to the directors and the statutory auditor, as well as to ask questions orally during the ordinary general meeting concerning the reports or agenda items. Written questions must be submitted beforehand and will only be answered if the questioner has complied with the registration and participation procedure as described above under section I.

Written questions to the directors and/or the statutory auditor must reach the Company **no later than Tuesday 12 May 2015 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren - Overschelde - [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75).

#### V. ACCESS

Prior to the ordinary general meeting, the shareholders or their proxy holders and the holders of registered warrants must sign an attendance list, mentioning their surname, first name(s), place of residence or registered office, as well as the number of registered shares/warrants with which they wish to participate in the ordinary general meeting. Representatives of shareholders that are legal entities must submit the documents indicating their capacity as company body of this legal entity or proxy holder. Natural persons who participate in the ordinary general meeting in their capacity as shareholders, company bodies or proxy holders must submit proof of identity.

## VI. AVAILABILITY OF DOCUMENTS

In application of articles 535 and 553 of the Company Code, when the convocation notice to the ordinary general meeting is published, and therefore **from Friday 17 April 2015**, each shareholder and holder of registered warrants can take cognisance of the annual accounts and accompanying reports at the Company's registered office and, subject to submission of a certificate drawn up by his or her *Bank Agency* that confirms the number of dematerialised securities registered in the name of the shareholder, can obtain a copy of the documents free of charge.

The full draft version of the statutory annual accounts, with accompanying signed reports of the board of directors and the statutory auditor as well as the convocation notice and the proxy forms will also be published on the Company's website ([www.resilux.com](http://www.resilux.com)) **from Friday 17 April 2015**.

In accordance with articles 12, 35 and 36 of the Royal Decree of 14 November 2007 concerning the obligations of issuers of financial instruments that may be traded on an official market, and **no later than Thursday 30 April 2015**, everyone may take cognisance of the yearly financial report on the Company's website ([www.resilux.com](http://www.resilux.com)), and on request a printed copy can be obtained free of charge from the Company's registered office.

The Board of Directors