

REGULATED INFORMATION

CONVOCAATION NOTICE ORDINARY AND EXTRAORDINARY GENERAL MEETING

20 April 2016

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

CONVOCAATION NOTICE TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS THAT WILL BE HELD ON FRIDAY 20 MAY 2016

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 Friday 20 May 2016 at 3:00 pm and to attend the extraordinary general meeting that will take place afterwards**. Both meetings will take place at the company's registered office at Damstraat 4, 9230 Wetteren – Overschelde, with the following agendas and proposed resolutions:

A. AGENDA AND PROPOSED RESOLUTIONS ORDINARY GENERAL MEETING

- 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 2015.
- 2. Acknowledgement and discussion of the statutory and consolidated annual accounts** for the financial year that closed 31 December 2015.
- 3. Acknowledgement of the reports of the statutory auditor on the statutory and consolidated annual accounts** for the financial year that closed 31 December 2015.
- 4. Approval of the statutory annual accounts** for the financial year that closed 31 December 2015 and allocation of the profit.

PROPOSED RESOLUTION:

"The general meeting, after acknowledgement of the annual report and the statutory auditor's report, approves the statutory annual accounts closed on 31 December 2015, 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>	<i>1,928,259.37</i>
<i>Profit brought forward from previous financial year (in EUR)</i>	<i>25,664,207.45</i>
<i>Net profit to be allocated (in EUR)</i>	<i>27,592,466.82</i>
<i>Allocation to legal reserves</i>	<i>-</i>
<i>Gross dividend (*) coupon no. 14 (in EUR)</i>	<i>3,960,820.00</i>
<i>Profit to be carried over (in EUR)</i>	<i>23,631,646.82</i>

(*) A gross dividend of EUR 2.00 per share, which entitles each share to a net dividend (less Belgian withholding tax) of EUR 1.46 in the case of 27% Belgian withholding tax.

Dividend Ex-Date: 27 May 2016

Dividend Record Date: 30 May 2016

Dividend Payment Date (available for payment) coupon no. 14: 31 May 2016”

5. Approval of remuneration report

PROPOSED RESOLUTION:

“The general meeting approves the remuneration report for the financial year closed on 31 December 2015, as explained by the remuneration and appointment committee.”

6. Discharge of the directors

PROPOSED RESOLUTION:

“The general meeting grants discharge of liability to each of the directors for the exercise of their mandate during the financial year closed on 31 December 2015.”

7. Discharge of the statutory auditor

PROPOSED RESOLUTION:

“The general meeting grants discharge of liability to the statutory auditor for the exercise of his mandate during the financial year closed on 31 December 2015.”

8. Appointment directors

a) Reappointment of Dirk De Cuyper, as executive director

PROPOSED RESOLUTION:

“The general meeting notes that the mandate of Dirk De Cuyper, as 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 Dirk De Cuyper, as executive director for a period of three years, commencing today and ending at the ordinary general meeting of 2019. The mandate of Dirk De Cuyper is unpaid.”

b) Reappointment of Peter De Cuyper, as executive director

PROPOSED RESOLUTION:

“The general meeting notes that the mandate of Peter De Cuyper, as 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 Peter De Cuyper, as executive director for a period of three years, commencing today and ending at the ordinary general meeting of 2019. The mandate of Peter De Cuyper is unpaid.”

c) Reappointment of Alex De Cuyper, as non-executive director

PROPOSED RESOLUTION:

“The general meeting notes that the mandate of Alex De Cuyper, 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 Alex De Cuyper, as non-executive director for a period of three years, commencing today and ending at the ordinary general meeting of 2019. Alex De Cuyper receives a payment in kind in the form of a car (incl. coverage of the costs related to the use thereof) and a mobile phone (incl. coverage of the costs related to the use thereof).”

- d) *Reappointment of the private limited company BVBA LVW INT., represented by its permanent representative Dirk Lannoo, as non-executive independent director*

PROPOSED RESOLUTION:

"The general meeting notes that the mandate of BVBA LVW INT., represented by its permanent representative Dirk Lannoo, 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 BVBA LVW INT., represented by its permanent representative Dirk Lannoo, as non-executive independent director, commencing today and ending on 7 March 2018, 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 BVBA LVW INT., represented by its permanent representative Dirk Lannoo, the board of directors concludes that Dirk Lannoo complies with the independence criteria as laid down in article 526ter of the Belgian Companies Code."

- e) *Reappointment of the private limited company BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, as non-executive independent director*

PROPOSED RESOLUTION:

"The general meeting notes that the mandate of BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, 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 BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, as non-executive independent director for a period of three 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 BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, the board of directors concludes that Guido Vanherpe complies with the independence criteria as laid down in article 526ter of the Belgian Companies Code."

9. Reappointment of BCVBA Ernst & Young as the statutory auditor

PROPOSED RESOLUTION:

"The general meeting resolves, on the nomination of the board of directors and the recommendation of the remuneration and nomination committee, to reappoint BCVBA Ernst & Young Company Auditors, Moutstraat 54, B-9000 Ghent, Belgium, represented by Mr. Paul Eelen, as auditor of the Company for the supervision of the financial years 2016, 2017 and 2018. The mandate is valid for a period of three years, commencing today and ending at the ordinary general meeting of 2019. The auditor executes the control of the statutory and consolidated annual accounts.

10. Determination of the auditor's annual fee

PROPOSED RESOLUTION:

"The general meeting resolves, after deliberation, to grant to the auditor, for the execution of his mandate, and commencing today, a fix annual fee of 71.500,- EUR (incl. related normal administration costs (the so-called 'out of pocket expenses') but excl. VAT and possible international travel expenses)."

11. Question round

B. AGENDA AND PROPOSED RESOLUTIONS EXTRAORDINARY GENERAL MEETING

1. A. Deletion of all provisions in the articles of association regarding the conversion procedure of bearer securities

PROPOSED RESOLUTION:

“The general meeting decides to delete all provisions regarding the conversion of bearer securities, taking into consideration that in the meanwhile all phases in the conversion procedure have been followed by the company and the funds of the public sale of the former bearer securities of which the holders did not report themselves to the company are blocked at the Deposit- and Consignment Office in accordance with the provisions by law.”

B. Amendment to the articles of association: deletion of article 8bis of the articles of association

PROPOSED RESOLUTION:

“The general meeting decides to delete article 8bis of the articles of association.”

2. A. Amendment of the reference to the Royal Decree of 8th October 1976 in the articles of association

PROPOSED RESOLUTION:

“The general meeting notes that in the articles of association regarding the right of nomination, a reference is made to Chapter III, Part I, IV.A of the Annexes to the Royal Decree of eight of October, nineteen seventy-six on the annual financial statements of enterprises with regard to entities directly or indirectly controlled by the trust office ‘TRIDEC’. This Royal Decree has been cancelled. The former definition of control was as follows: “control of an enterprise (is understood as) the competence de iure or de facto to have a decisive influence on the appointment of the majority of its directors or managers or on the orientation of its policy”. In order to make no substantive change to the articles of association and thus not altering the rights of the categories of shares, it was chosen to delete the reference but to explicitly add the definition into the articles of association, however without the term enterprise as this reference is applicable to entities and not solely enterprises.”

B. Amendment to the articles of association: replacement of the text of article 15 of the articles of association

PROPOSED RESOLUTION:

“The general meeting decides to replace the text of article 15 of the articles of association as follows:

Right of nomination

The company is managed by a board of directors of at least three and no more than seven members, shareholders or otherwise, who are appointed by the general meeting of shareholders, which may suspend and dismiss them at any time. Their term of office may not exceed four years. The directors are eligible for reappointment. At least three of the directors must be independent.

Four of the directors will be appointed from among the candidates nominated for that purpose by the trust office 'TRIDEC', insofar as it, as well as all entities that are directly or indirectly controlled by it (control is understood as the competence de iure or de facto to have a decisive influence on the appointment of the majority of its directors or managers or on the orientation of its policy), directly or indirectly hold at least thirty-five per cent of the company's shares at the time of both the nomination of the candidate directors and the appointment by the general meeting."

3. A. Acknowledgement of the report of the board of directors on renewing the authorisation to make use of the authorised share capital, among others in the framework of a public takeover bid

PROPOSED RESOLUTION:

"The general meeting takes cognisance of the report on the proposed renewal of the authorisation given to the board of directors to increase the capital in the framework of the authorised capital, among others after a notification from the FSMA concerning a public takeover bid in accordance with article 604 and article 607 of the Belgian Companies Code, as drawn up by the board of directors on 15 April 2016."

B. Renewal and reformulation of the authorisation to make use of the authorised share capital

PROPOSED RESOLUTION:

"The general meeting decides concerning the authorisation contained in Section VIII, 1, authorised share capital, paragraph 1 of the articles of association, under the same conditions, except as stated below, to prolong for a period of five (5) years, starting on the day of the publication of this authorization decision in the Belgian Official Journal. The board of directors can decide, within the limitations set in the aforementioned first paragraph, to increase the capital either by means of monetary contributions, or, notwithstanding the limitations set by law, by non-monetary contributions, or by conversion of reserves of any nature and/or issue premiums."

C. Renewal during the term of the present authorisation to make use of the authorised share capital in the framework of a public takeover bid

PROPOSED RESOLUTION:

"The general meeting decides to prolong, for a period of three (3) years from the date of publication of this authorisation decision in the Belgian Official Journal, the authorisation given to the board of directors to, in the context of the authorised capital, increase the share capital after a notification from the FSMA concerning a public takeover bid, contained in Section VIII, 1, authorised share capital, paragraph 6, of the articles of association."

D. Amendment to the articles of association: Section VIII, 1. Authorised share capital, paragraph 1, paragraph 2 and paragraph 6

PROPOSED RESOLUTION:

"The general meeting resolves to replace the text of Section VIII, 1, paragraph 1. Authorised share capital, as follows:

"For a period of five years from the publication of the extraordinary general meeting's resolution of 20 May 2016 in the Annexes to the Belgian Official Journal, the board of directors is authorised to increase the registered capital on one or more occasions to the

amount of €17,183,856.00 (seventeen million, one hundred and eighty-three thousand, eight hundred and fifty-six euros).”

The general meeting resolves to replace the text of Section VIII, 1, paragraph 2. Authorised share capital, as follows:

“The board of directors can decide, within the abovementioned limitations, to increase the capital either by means of monetary contributions, or, notwithstanding the limitations set by law, by non-monetary contributions, or by conversion of reserves of any nature and/or issue premiums.”

The general meeting resolves to replace the text of Section VIII, 1, paragraph 6. Authorised share capital, as follows:

“The general meeting has expressly granted the board of directors the authority to increase the subscribed capital on one or more occasions as from the date of the notice from the Financial Services and Markets Authority (FSMA) to the company of a public takeover bid for the securities of the company, by means of monetary contributions with the cancellation or limitation of the existing shareholders’ pre-emptive right or by means of non-monetary contributions in accordance with article 607 of the Belgian Companies Code. This authorisation is valid for a period of three (3) years to be calculated from the publication of the resolution of the extraordinary general meeting of 20 May 2016 in the Annexes to the Belgian Official Journal.”

4. A. Renewal during the term of the present authorisation regarding the buyback of own shares, with respect to the authority given to the board of directors to buy back own shares or profit-sharing certificates to prevent imminent, serious damage to the company

PROPOSED RESOLUTION:

“The general meeting decides concerning the authorisation contained in Section VIII, 2. Buyback of own shares, paragraph 1 of the articles of association, which grants the board of directors the authority to decide to buy back own shares or profit-sharing certificates to prevent the Company from suffering imminent, serious damage, to renew for a period of three (3) years, starting on the day of the announcement of the authorisation in question.”

B. Amendment to the articles of association: Section VIII, 2. Buyback of own shares, paragraph 1

PROPOSED RESOLUTION:

“The general meeting resolves to replace the text of Section VIII, 2. Buyback of own shares, paragraph 1 of the articles of association, as follows:

“The board of directors is authorised, in accordance with article 620 and following of the Belgian Companies Code, to acquire shares, profit-sharing certificates or associated certificates of the company at the expense of the latter, if this acquisition is necessary to prevent the company from suffering imminent, serious damage. This authorisation is valid for a period of three (3) years to be calculated from the publication of the resolution of the extraordinary general meeting of 20 May 2016 in the Annexes to the Belgian Official Journal. This authorisation can be prolonged for periods of three (3) years. Insofar as allowed by law (among others article 622 of the Belgian Companies Code), the authorisation to transfer ownership is valid without limitation in time.”

5. A. Renewal and reformulation of the content of the authorisation contained in Section VIII, 2. Buyback of own shares, paragraph 2 of the articles of association,

with respect to the authority given to the board of directors to acquire own shares or profit-sharing certificates

PROPOSED RESOLUTION:

“The general meeting decides concerning the authorisation contained in Section VIII, 2. Buyback of own shares, paragraph 2 of the articles of association, which grants the board of directors the authority to decide to buy back own shares, to renew for a period of five (5) years, starting on the day of publication of the authorisation in question, and also to reformulate the content of the authorisation contained in Section VIII, 2. Buyback of own shares, paragraph 2 of the articles of association by adding that the unit price may be no lower than the accounting par value and no higher than 20 percent (20%) above the highest closing quote of the share of the last twenty (20) stock exchange trading days preceding the transaction.

B. Amendment to the articles of association: Section VIII, 2. Buyback of own shares, paragraph 2

PROPOSED RESOLUTION:

“The general meeting resolves to replace the text of Section VIII, 2. Buyback of own shares, paragraph 2 of the articles of association, as follows:

In accordance with article 620 and following of the Belgian Companies Code, the board of directors is authorised to acquire shares, profit-sharing certificates or associated certificates of the company at the expense of the latter, by purchase or exchange, for the maximum amount of twenty percent (20%) of the issued capital, at a unit price no lower than the accounting par value and no higher than twenty percent (20%) above the highest closing quote of the most recent twenty (20) stock exchange trading days preceding the transaction. The authorisation to acquire is valid for a period of five (5) years to be calculated from the publication of the resolution of the extraordinary general meeting of 20 May 2016 in the Annexes to the Belgian Official Journal. This authorisation can be renewed for periods of five (5) years. Insofar as allowed by law (among others article 622 of the Belgian Companies Code), the authorisation to transfer ownership is valid without limitation in time.”

6. A. Authorisation to transfer ownership of own shares in accordance to article 622 §2 of the Belgian Companies Code

PROPOSED RESOLUTION:

“The general meeting decides to authorise the board of directors, in accordance to article 622 §2 of the Belgian Companies Code, to transfer ownership of own shares, as follows:
(i) in the framework of transactions, such as takeovers or acquisition of tangible or intangible assets, opportune for the strategic development of the company, and at a price at least equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the transaction, decreased with ten percent (10%) and at most equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the transaction, increased with ten percent (10%);

(ii) in the framework of exercising stock options granted to the personnel of the company or its subsidiaries or self-employed service providers with a high management position within the company or its subsidiaries, and at a price of the option at least equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the granting of the options, decreased with ten percent (10%) and at most equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the granting of the options, increased with ten percent (10%);

(iii) in the framework of article 3, paragraph 2 of the warrant plan of 28 January 2013 and for the price of the warrants.”

B. Amendment to the articles of association: Section VIII, 2. Buyback of own shares, paragraph 2

PROPOSED RESOLUTION:

“The general meeting resolves to add a new paragraph 3 after the text of Section VIII, 2. Buyback of own shares of the articles of association, paragraph 2, as follows:

“The board of directors is authorised, in accordance with article 622 §2 of the Belgian Companies Code, to transfer ownership of own shares

(i) in the framework of transactions, such as takeovers or acquisition of tangible or intangible assets, opportune for the strategic development of the company, and at a price at least equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the transaction, decreased with ten percent (10%) and at most equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the transaction, increased with ten percent (10%);

(ii) in the framework of exercising stock options granted to the personnel of the company or its subsidiaries or self-employed service providers with a high management position within the company or its subsidiaries, and at a price of the option at least equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the granting of the options, decreased with ten percent (10%) and at most equal to the average closing quote of the share of the most recent thirty (30) calendar days preceding the granting of the options, increased with ten percent (10%);

(iii) in the framework of article 3, paragraph 2 of the warrant plan of 28 January 2013 and for the price of the warrants.”

4. Coordination of the articles of association

PROPOSED RESOLUTION:

“The general meeting resolves to entrust the coordination of the articles of association to the undersigning civil-law notary.”

FORMALITIES

I. REGISTRATION AND PARTICIPATION

In accordance with article 536 §2 of the Belgian Companies Code and article 31 of the articles of association of the Company, shareholders may participate in the ordinary and/or extraordinary 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 **Friday 6 May 2016 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 and/or the extraordinary 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:

The 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 and/or extraordinary general meeting. To this end, they will instruct their *Bank Agency* to issue a certificate that indicates the foregoing.

B. PARTICIPATION

The shareholders who intend to participate in the ordinary and/or extraordinary general meeting must indicate their intention to do so **no later than Saturday 14 May 2016 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 of the number of shares with which they wish to participate in the ordinary and/or extraordinary general meeting (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde - 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 Saturday 14 May 2016 at 12 midnight (Belgian time)** that they wish to participate in the ordinary and/or extraordinary general meeting, and indicate the number of shares with which they wish to participate; and to submit to the Company the certificates required for this. Since the final date falls on a Saturday, the shareholder must take this into account and contact his or her *Bank Agency* on time.

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 and/or extraordinary general meeting, shall have the right to participate in and vote at the ordinary and/or the extraordinary general meeting.

The holders of registered warrants may attend the ordinary and/or extraordinary general meeting (without 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 and/or extraordinary general meeting by a proxy holder. Except for the cases for which the Belgian Companies 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). The signed proxies must reach the Company **no later than Saturday 14 May 2016 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde; 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 and extraordinary 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 Belgian Companies 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 and extraordinary 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 Thursday 28 April 2016 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren - Overschelde - general.meeting@resilux.com – fax: + 32 9 365 74 75). Shareholders must indicate a mail or e-mail address to which the Company can send the proof of receipt of these requests. The Company confirms receipt within a period of 48 hours after 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 Wednesday 4 May 2016**. Where applicable, the Company shall also make a new proxy form available to the shareholders 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 or extraordinary 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 Belgian Companies Code, all shareholders have the right to submit written questions preliminary to the meetings to the directors and the statutory auditor, as well as to ask questions orally during meetings 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 Saturday 14 May 2016 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren - Overschelde - general.meeting@resilux.com – fax: + 32 9 365 74 75).

V. ACCESS

Prior to the ordinary and extraordinary 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 and/or extraordinary 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 and/or extraordinary 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 Belgian Companies Code, when the convocation notice to the ordinary and the extraordinary general meeting is published, and therefore **from Wednesday 20 April 2016**, each shareholder and holder of registered warrants can take cognisance of the annual accounts and accompanying reports as well as the report of the board of directors pursuant to article 604 and 607 Belgian Companies Code at the Company's registered office and can obtain a copy of the documents free of charge. Proof of shareholdership for dematerialised shares is subject to submission of the certificate drawn up for this purpose by the *Bank Agency* of the shareholder.

The full draft version of the statutory annual accounts, with accompanying signed reports of the board of directors and the statutory auditor, the report of the board of directors pursuant to article 604 and article 607 Belgian Companies Code as well as the convocation notice and the proxy forms will also be published on the Company's website (www.resilux.com) **as from Wednesday 20 April 2016**.

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 Wednesday 20 April 2016**, everyone may take cognisance of the yearly financial report on the Company's website (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