

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 EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS THAT WILL BE HELD ON WEDNESDAY JUNE 28 2017**

The board of directors of Resilux NV (the "Company") has the honour of inviting its shareholders **to attend the extraordinary general meeting that will be held on Wednesday 28 June 2017 at 10:00 am**. The meetings will take place at the Company's registered office at Damstraat 4, 9230 Wetteren – Overschelde, with the below agenda and proposed resolutions.

The Extraordinary General Meeting will be able to validly deliberate and decide on the agenda items only if the attendees represent at least one half of the share capital. In the event this legally required quorum is not attained at this meeting, a new extraordinary general meeting with the same agenda shall be convened at the registered office of the Company on Monday 24 July 2017 at 10.00 am, pursuant to articles 533 §2 and 558 of the Belgian Companies Code, which meeting will validly deliberate and decide on the agenda items irrespective of the portion of the share capital represented by the shareholders attending the meeting.

1. Capital reduction

A. Reduction in cash of the Company's share capital and share premiums

PROPOSED RESOLUTION:

"The general meeting decides

- a) *to reduce the Company's share capital by an amount of thirteen million nine hundred sixty nine thousand two hundred fifty three euro (€ 13.969.253), bringing it from seven million five hundred sixty nine thousand six hundred eighty two euro (€ 17.569.682) to three million six hundred thousand four hundred twenty nine euro (€ 3.600.429); and*
- b) *to reduce the Company's share premiums, that constitute a guarantee to third parties to the same extent as the share capital, by an amount of nine million thirty five thousand nine hundred sixty five euro (€ 19.035.965), bringing it from nine million thirty five thousand nine hundred sixty five euro (€19.035.965) to zero euro (€0);*

The purpose of this capital reduction in cash, under the conditions of articles 612 and 613 of the Belgian Companies Code, is (i) to align the Company's capital structure with the economic needs of the Company, without negatively affecting in any way the business and the target setting of the Company and taking into account the financial capabilities of the Company and (ii) to pay back in cash part of the share capital and share premiums credited to the non-distributable "share premium account", in the sum of sixteen euro thirty

eurocent (€ 16,30) per share, in the interest of a long term value creation in the benefit of the Company's shareholders.

The capital reduction does not involve the annulment of existing shares in the Company, shall be borne equally by each share and, following the capital reduction, each share in the Company shall represent the same proportion in the new share capital of the Company.

In fiscal terms, the capital reduction shall only be imposed on paid-up share capital and on share premiums that were credited to the non-distributable "share premium account" and that constitute a guarantee to third parties to the same extent as the share capital.

The board of directors is authorised to determine the procedure, the formalities and the payment date related to the capital reduction in cash in accordance to the applicable terms and regulations. The procedure, the formalities and the payment date related to the capital reduction in cash shall be communicated by the Company in accordance to the applicable terms and regulations.

The right to pay out the capital reduction in cash shall be represented by coupon number 16, in application of the corresponding arrangement for dematerialised securities and registered securities."

B. Amendment to article 5 of the articles of association

PROPOSED RESOLUTION:

"The general meeting decides to replace the text of article 5 of the articles of association as follows:

The registered capital is fixed at € 3.600.429 (three million six hundred thousand four hundred twenty nine euro), represented by 2,024,860 (two million twenty four thousand eight hundred sixty shares) no par-value shares, which each represent a 1/ 2,024,860th (one/ two million twenty four thousand eight hundred sixtieth) share of the registered capital."

2. 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 and to sign and file these with the clerk's office of the competent court in accordance with the relevant statutory provisions."

3. Delegation of powers

PROPOSED RESOLUTION:

"The general meeting resolves to grant special power to each member of the board of directors and to miss Goos Annelies, with office elected at 9230 Wetteren, Damstraat 4, each acting alone and with the power of subrogation, to perform all necessary or expedient formalities and to enter into any agreements or arrangements with private or public bodies, such as competent courts, the Crossroads Bank for Enterprises, public enterprise counters, the VAT administration and other competent tax authorities, in order to sign documents on behalf of the Company required or needed as a result of the present deed or future conditions or review thereof."

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 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 **Wednesday 14 June 2017 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 extraordinary general meeting.

The registration procedure is as follows:

a) For the holders of registered shares:

These shareholders prove their shareholdership 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 shareholdership 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 (“**Bank Agency**”) of the number of shares with which they intend to participate in the 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 extraordinary general meeting must indicate their intention to do so **no later than Thursday 22 June 2017 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 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 Petercam NV in a timely manner to inform the Company **no later than Thursday 22 June 2017 at 12 midnight (Belgian time)** that they wish to participate in the extraordinary general meeting, and indicate the number of shares with which they wish to participate; and to submit to the Company the certificate providing proof of shareholding in the Company's share capital on the Registration Date.

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

II. VOTING BY PROXY

Each shareholder may be represented at the 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 on the Company's website (www.resilux.com). The signed proxies must reach the Company **no later than Thursday 22 June 2017 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 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 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 Tuesday 6 June 2017 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 Tuesday 13 June 2017**. 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 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 hereof.

IV. RIGHT TO SUBMIT QUESTIONS

In accordance with article 540 of the Belgian Companies Code, all shareholders have the right to submit, preliminary to the meeting, written questions to the directors, as well as to ask orally during the meeting questions concerning the 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 must reach the Company **no later than Thursday 22 June 2017 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 extraordinary general meeting, the shareholders or their proxy holders 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 with which they wish to participate in the 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 extraordinary general meeting in their capacity of shareholders, company bodies or proxy holders must submit proof of identity.

VI. AVAILABILITY OF DOCUMENTS

As **from Monday 29 May 2017**, each shareholder can take cognisance of all documents and information required for the purpose of this extraordinary general meeting at the at the Company's registered office and can obtain a copy of the documents free of charge or consult them on the Company's website:

- a) This convocation;
- b) The proxy form;
- c) When applicable a copy of the documents that will be submitted to the extraordinary general meeting;
- d) The information that is to be made available pursuant to article 533bis §3 of the Belgian Companies Code.

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.

Each of the deadlines mentioned in the present convocation means the latest date on which the pertinent notification must be received by the Company.

The Board of Directors