

REGULATED INFORMATION

CONVOCAATION NOTICE SPECIAL GENERAL MEETING

20 March 2018

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 SPECIAL GENERAL MEETING OF SHAREHOLDERS
THAT WILL BE HELD ON TUESDAY MARCH 20 2018**

The board of directors of Resilux NV (the "Company") has the honour of inviting its shareholders **to attend the special general meeting that will be held on Tuesday 20 March 2018 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.

1. Appointment of Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director

Considering the early termination on 16 December 2017 of the mandate of Mr. Chris Van Doorslaer, non-executive independent director of the Company, the board of directors decided on the 5th of February 2018 to appoint by co-optation, in accordance with article 519 of the Belgian Companies Code, Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director, for the remaining duration of the mandate of Mr. Chris Van Doorslaer (i.e. until and including the ordinary general meeting of shareholders to be held in 2019). In view hereof, and taking into consideration the advice of the remuneration and nomination committee, the board of directors recommends to confirm the appointment of Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director of the Company.

PROPOSED RESOLUTION:

"The general meeting ascertains that Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director, has been appointed by co-optation, in accordance with article 519 of the Belgian Companies Code, by the board of directors on the 5th of February 2018. On proposal of the board of directors, the general meeting decides to approve the final appointment of Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2019 and to fix its annual fee at 15.000 EUR (excluding VAT) pro rate the actual duration of the mandate.

On the basis of the information available to it and the statement made in this regard by Intal BVBA, represented by its permanent representative Mr. Johan Vanovenberghe, the board of directors concluded that both Intal BVBA and Mr. Johan Vanovenberghe comply with the independence criteria as laid down in article 526ter of the Belgian Companies Code."

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In the event of any discrepancy between the English translation and the original Dutch version, the latter shall prevail

2. Appointment as non-executive independent director of the candidate who will be proposed by the board of directors no later than the 12th of March 2018

Considering the fact that (a) the mandate of LVW INT. BVBA, represented by its permanent representative Dirk Lannoo, non-executive independent director of the Company expires on the 7th of March 2018, and (b) article 15 of the Company's articles of association requires the board of directors to have at least three independent directors, the board of directors recommends to have the candidate who will be proposed by the board of directors no later than the 12th of March 2018 appointed as non-executive independent director of the Company for a period until and including the ordinary general meeting to be held in 2019.

The board of directors will announce, taking into account the advice of the remuneration and nomination committee, the proposal of the candidate non-executive independent director no later than the 12th of March 2018 on the website of the Company (www.resilux.com).

PROPOSED RESOLUTION:

"On proposal of the board of directors, the general meeting decides to appoint [name of the proposed candidate] as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2019, and to fix its annual fee at [amount of the proposed fee] pro rate the actual duration of the mandate.

On the basis of the information available to it and the statement made in this regard by [name of the proposed candidate], the board of directors concluded that [name of the proposed candidate] complies with the independence criteria as laid down in article 526ter of the Belgian Companies Code."

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 special 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 **Tuesday 6 March 2018 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 special 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;

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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 special 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 special general meeting must indicate their intention to do so **no later than Wednesday 14 March 2018 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 special 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 Wednesday 14 March 2018 at 12 midnight (Belgian time)** that they wish to participate in the special 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 shareholdership 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 special general meeting, shall have the right to participate in and vote at the special general meeting.

II. VOTING BY PROXY

Each shareholder may be represented at the special 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 Wednesday 14 March 2018 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 special 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.

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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 special 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 Monday 26 February 2018 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 Monday 5 March 2018**. 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 special 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 Wednesday 14 March 2018 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 special 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 special 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 special general meeting in their capacity of shareholders, company bodies or proxy holders must submit proof of identity.

VI. AVAILABILITY OF DOCUMENTS

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As **from Friday 16 February 2018**, each shareholder can take cognisance of all documents and information required for the purpose of this special general meeting 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 special general meeting;
- d) The information that is to be made available pursuant to article 533bis §2 of the Belgian Companies Code.

Proof of shareholding 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