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REGULATED INFORMATION

CONVOCAATION NOTICE ORDINARY AND EXTRAORDINARY GENERAL MEETING

17 MAY 2019

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 17 MAY 2019

The board of directors of Resilux NV (the "Company") has the honour of inviting its shareholders **to attend the ordinary general meeting that will be held on Friday 17 May 2019 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 2018.
- 2. Acknowledgement and discussion of the statutory and consolidated annual accounts** for the financial year that closed 31 December 2018.
- 3. Acknowledgement of the reports of the statutory auditor on the statutory and consolidated annual accounts** for the financial year that closed 31 December 2018.
- 4. Approval of the statutory annual accounts** for the financial year that closed 31 December 2018 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 2018, 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>13,911,136.20</i>
<i>Profit brought forward from previous financial year (in EUR)</i>	<i>44,216,231.88</i>
<i>Net profit to be allocated (in EUR)</i>	<i>58,127,368.08</i>
<i>Allocation to legal reserves</i>	<i>-</i>
<i>Gross dividend (*) coupon no. 18 (in EUR)</i>	<i>6,074,580.00</i>
<i>Profit to be carried over (in EUR)</i>	<i>52,052,788.08</i>

() A gross dividend of EUR 3.00 per share, which entitles each share to a net dividend (less Belgian withholding tax) of EUR 2.10 in case of 30% Belgian withholding tax.*

Dividend Ex-Date: 27 May 2019

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Dividend Record Date: 28 May 2019

Dividend Payment Date (available for payment) coupon no. 18: 29 May 2019"

5. Approval of remuneration report

PROPOSED RESOLUTION:

"The general meeting approves the remuneration report for the financial year closed on 31 December 2018, 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 2018."

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 2018."

8. Appointment directors

a) Acknowledgement end of mandates

The board of directors requests the general meeting to take note of the end of the mandates of Alex De Cuyper, President of the board of directors, and BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, non-executive independent director. Both have indicated to be unavailable for another mandate.

b) Appointment of Didec Management BV, represented by its permanent representative Dirk De Cuyper, as executive director

Considering the fact that the mandate of Dirk De Cuyper, executive director of the Company expires as from today, the board of directors recommends to appoint Didec Management BV, represented by its permanent representative Dirk De Cuyper, as executive director of the Company for a period until and including the ordinary general meeting to be held in 2020.

PROPOSED RESOLUTION:

"On proposal of the board of directors, the general meeting decides to appoint Didec Management BV, represented by its permanent representative Dirk De Cuyper, as executive director of the Company, for a period until and including the ordinary general meeting to be held in 2020."

c) Appointment of Fodec Management BV, represented by its permanent representative Peter De Cuyper, as executive director

Considering the fact that the mandate of Peter De Cuyper, executive director of the Company expires as from today, the board of directors recommends to appoint Fodec Management BV, represented by its permanent representative Peter De Cuyper, as executive director of the Company for a period until and including the ordinary general meeting to be held in 2020.

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PROPOSED RESOLUTION:

“On proposal of the board of directors, the general meeting decides to appoint Fodec Management BV, represented by its permanent representative Peter De Cuyper, as executive director of the Company, for a period until and including the ordinary general meeting to be held in 2020.”

- d) Reappointment of FVDH Beheer BVBA, represented by its permanent representative Francis Vanderhoydonck, as non-executive director

Considering the fact that the mandate of FVDH Beheer BVBA, represented by its permanent representative Francis Vanderhoydonck, non-executive director of the Company expires as from today, the board of directors recommends to reappoint FVDH Beheer BVBA, represented by its permanent representative Francis Vanderhoydonck, as non-executive director of the Company for a period until and including the ordinary general meeting to be held in 2020.

PROPOSED RESOLUTION:

“On proposal of the board of directors, the general meeting decides to reappoint FVDH Beheer BVBA, represented by its permanent representative Francis Vanderhoydonck, as non-executive director of the Company, for a period until and including the ordinary general meeting to be held in 2020.”

- e) Reappointment of Intal BVBA, represented by its permanent representative Johan Vanovenberghe, as non-executive independent director

Considering the fact that (a) the mandate of Intal BVBA, represented by its permanent representative Johan Vanovenberghe, non-executive independent director of the Company expires as from today, 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 reappoint Intal BVBA, represented by its permanent representative Johan Vanovenberghe as non-executive independent director of the Company for a period until and including the ordinary general meeting to be held in 2020.

PROPOSED RESOLUTION:

“On proposal of the board of directors, the general meeting decides to reappoint Intal BVBA, represented by its permanent representative Johan Vanovenberghe, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2020.”

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

- f) Reappointment of Mitiska NV, represented by its permanent representative Luc Geuten, as non-executive independent director

Considering the fact that (a) the mandate of Mitiska NV, represented by Arlini NV, represented by its permanent representative Luc Geuten, non-executive independent director of the Company expires as from today, 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 reappoint Mitiska NV, represented by its permanent representative Luc Geuten, as non-executive independent director of the Company for a period until and including the ordinary general meeting to be held in 2020.

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PROPOSED RESOLUTION:

“On proposal of the board of directors, the general meeting decides to reappoint Mitiska NV, represented by its permanent representative Luc Geuten, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2020.

On the basis of the information available to it and the statement made in this regard by Mitiska NV, represented by its permanent representative Luc Geuten, the board of directors concluded that both Mitiska NV and Luc Geuten comply with the independence criteria as laid down in article 526ter of the Belgian Companies Code.”

g) Appointment of Tine Snels as non-executive independent director

Following the expiry of the mandate of BVBA Guido Vanherpe, represented by its permanent representative Guido Vanherpe, non-executive independent director of the Company as from today, and considering the fact that 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 appoint Tine Snels as non-executive independent director of the Company for a period until and including the ordinary general meeting to be held in 2020.

PROPOSED RESOLUTION:

“On proposal of the board of directors, the general meeting decides to appoint Tine Snels as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2020.

On the basis of the information available to it and the statement made in this regard by Tine Snels, the board of directors concluded that Tine Snels complies with the independence criteria as laid down in article 526ter of the Belgian Companies Code.”

h) Appointment of Annelies Goos as non-executive director

Taking into account the years of experience and in-depth knowledge that Annelies Goos gained while holding several group management positions in the Company, the board of directors recommends to appoint Annelies Goos as non-executive director of the Company for a period until and including the ordinary general meeting to be held in 2020.

PROPOSED RESOLUTION:

“On proposal of the board of directors, the general meeting decides to appoint Annelies Goos as non-executive director of the Company, for a period until and including the ordinary general meeting to be held in 2020.”

9. Remuneration directors

PROPOSED RESOLUTION:

“On proposal of the board of directors, the general meeting decides to:

- (i) set the remuneration of each director, with exception of the president and the executive directors, for the performance of his mandate at an annual fixed fee of EUR 15,000 (excl. VAT) pro rate the actual duration of the mandate and at a variable fee of EUR 2,500 (excl. VAT) for each physical meeting of the board of directors attended in person (with a maximum of EUR 10,000 per annum);*
- (ii) set the remuneration of the president of the board of directors for the performance of his mandate at an annual fixed fee of EUR 30,000 (excl. VAT) pro rate the actual duration of the mandate and at a variable fee EUR 5,000 (excl. VAT) for each*

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- physical meeting of the board of directors attended in person (with a maximum of EUR 20,000 per annum);*
- (iii) *not entitle the executive directors to any remuneration for the performance of their mandate, their mandate is unpaid.”*

10. Reappointment of BCVBA Ernst & Young Bedrijfsrevisoren as the statutory auditor

In consequence of on the one hand the expiry of the mandate of BCVBA Ernst & Young Bedrijfsrevisoren, represented by Mr. Paul Eelen, as from today and on the other hand the legal independence criteria that require a mandatory rotation of its permanent representative, the board of directors recommends, advised by the audit committee, to reappoint BCVBA Ernst & Young Bedrijfsrevisoren, represented by Mr. Marnix Van Dooren, for a period until and including the ordinary general meeting to be held in 2022.

PROPOSED RESOLUTION:

“The general meeting decides, on the nomination of the board of directors and advice of the audit committee, to reappoint BCVBA Ernst & Young Company Auditors, Moutstraat 54, B-9000 Ghent, Belgium, represented by Mr. Marnix Van Dooren, as auditor of the Company for the supervision of the financial years 2019, 2020 and 2021. The mandate is valid for a period of three years, until and including the ordinary general meeting to be held in 2022. The auditor executes the control of the statutory and consolidated annual accounts.”

11. 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 annual fixed fee of EUR 111,300 (incl. related normal administration costs (the so-called ‘out of pocket expenses’) but excl. VAT and possible international travel expenses).”

12. Question round

B. AGENDA AND PROPOSED RESOLUTIONS EXTRAORDINARY GENERAL MEETING

1. 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 note 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 26 March 2019.”

B. Renewal during the term of the present authorisation to make use of the authorised capital and adjustment to the actual capital

PROPOSED RESOLUTION:

“The general meeting decides 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 authorisation to the board of directors to increase the registered capital in the framework

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of the authorised share capital as contained in Section VIII, 1, authorised capital, paragraph 1 of the articles of association, under the same conditions, except as stated below.

The meeting decides to adjust the authorised capital in accordance to the actual registered capital, namely that the registered capital can be increased on one or more occasions for an amount of three million, six hundred thousand and four hundred and twenty-nine Euro (€ 3,600,429.00)."

C. Renewal of the authorisation to make use of the authorised 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 to the board of directors to increase the registered capital after a notification from the FSMA concerning a public takeover bid in the context of the authorised capital, as contained in Section VIII, 1, authorised capital, paragraph 6 of the articles of association."

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

PROPOSED RESOLUTION:

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

"For a period of five years from the publication of the extraordinary general meeting's resolution of 17 May 2019 in the Annexes to the Belgian Official Journal, the board of directors is authorised to increase the registered capital on one or more occasions for an amount of €3,600,429.00 (three million, six hundred thousand and four hundred and twenty-nine euros)."

The general meeting decides to replace the text of Section VIII, 1 Authorised capital, paragraph 6, 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 17 May 2019 in the Annexes to the Belgian Official Journal."

2. A. Renewal of the authorisation regarding purchasing shares in its own capital, related to the authority given to the board of directors to acquire own shares or profit-sharing certificates to prevent imminent, serious damage to the company

PROPOSED RESOLUTION:

"The general meeting decides to renew for a period of three (3) years, starting on the day of the publication of this authorisation, the authorisation as contained in Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 1 of the articles of association, which grants the board of directors the authority to decide to acquire own shares or profit-sharing certificates to prevent the Company from suffering imminent, serious damage."

B. Amendment of the articles of association: Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 1

PROPOSED RESOLUTION:

“The general meeting decides to replace the text of Section VIII, 2. Purchase by the company of shares in its own capital, 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 17 May 2019 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.”

3. A. Renewal during the term of the present authorisation regarding purchasing shares in its own capital and reformulation of the content of the authorisation contained in Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 2 of the articles of association, related to the authority given to the board of directors to acquire own shares or profit-sharing certificates

PROPOSED RESOLUTION:

“The general meeting decides to renew for a period of five (5) years, starting on the day of the publication of this authorisation, and also to reformulate the authorisation as contained in Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 2 of the articles of association, which grants the board of directors the authority to decide to acquire own shares, by adding that the limitation of article 620 of the Belgian Companies Code is applicable to this authorisation”

B. Amendment of the articles of association: Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 2

PROPOSED RESOLUTION:

“The general meeting decides to replace the text of Section VIII, 2. Buyback of own shares, paragraph 2 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, by purchase or exchange, 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 limitation of article 620, §1, 2° of the Belgian Companies Code is applicable to this authorisation. 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 17 May 2019 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.”

4. A. Amendment of the authorisation to the board of directors to transfer ownership of own shares in accordance with article 622 §2 of the Belgian Companies Code, by deleting point (iii) of Section VIII, 2. Purchase by the company of own shares, paragraph 3

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PROPOSED RESOLUTION:

“The general meeting decides to delete point (iii) of Section VIII, 2. Purchase by the company of own shares, paragraph 3, i.e. deleting the reference to the warrant plan.”

B. Amendment of the articles of association: Section VIII, 2. Purchase by the company of shares in its own capital, paragraph 3

PROPOSED RESOLUTION:

“The general meeting decides to delete point (iii) of Section VIII, 2. Purchase by the company of own shares, paragraph 3.”

5. A. Implementation of an authorisation to the board of directors with regard to destroying own shares acquired by the Company

PROPOSED RESOLUTION:

“The general meeting decides to authorise the board of directors to destroy the shares acquired by the company.

Pursuant to the destruction of these acquired shares, the board of directors is also authorised to represent the Company in front of the notary to record the destruction and to amend and coordinate the articles of association in accordance with the decisions taken.”

B. Amendment of the articles of association: adding a fourth paragraph to Section VIII, 2. Purchase by the company of shares in its own capital

PROPOSED RESOLUTION:

“The general meeting decides to add a fourth paragraph to Section VIII, 2. Purchase by the company of shares in its own capital of the articles of association, as follows:

“The board of directors is authorised to destroy the own shares acquired, at the timing deemed suitable by it. The board of directors (or one or two by this company body appointed directors) is authorised, pursuant to the destruction, to have this destruction recorded in a notarial deed and to amend and coordinate the articles of association in accordance with the decisions taken.”

6. A. Destruction of the own shares acquired by the Company and cancellation and transfer of the unavailable reserve created for the acquisition of the own shares

The Company announced a share buy-back programme on 3 April 2019. The proposed resolution is intended to have the own shares, already acquired by the Company at the date of the EGM in the framework of this buy-back programme, destroyed by the EGM. At the time of publication of this convocation notice the exact number of shares is not yet known. The exact number of shares will be presented by the board of directors during the general meeting, however with a maximum of 17.500 shares. As announced on 3 April 2019, the board of directors can decide not to submit all own shares acquired to be destroyed by the EGM to be able to reserve a part of these shares in view of a possible incentive plan for the management and the personnel. The amount to decrease the capital shall be equal to the number of destroyed shares, multiplied with the accounting par value of the shares (i.e. a little more than € 1.77 per share).

PROPOSED RESOLUTION:

“The general meeting decides to destroy the shares acquired in the framework of the buy-back programme announced on 3 April 2019. The destruction shall result in a decrease of the paid-up capital for an amount equal to the number of shares to be destroyed multiplied with the accounting par value of these shares. The unavailable reserve created at the time of acquiring the shares as prescribed by article 623 of the Belgian Companies Code shall be transferred to the available reserves. Subsequently, the registered capital shall be

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represented by the total number of shares with no par value minus the number of destroyed shares. The general meeting grants all powers to the board of directors to execute this resolution and among others to physically destroy the shares and to amend to share registry accordingly.”

B. Amendment of the articles of association: Section II, article 5

PROPOSED RESOLUTION:

“The general meeting decides to amend article 5 of the articles of association, in accordance to the aforementioned decision, as follows:

“The registered capital is fixed at € [] ([*] euro), represented by [*] ([*] shares) no par-value shares, which each represent a 1/[*]th (one/[*] share of the registered capital.”*

7. A. Authorisation to the board of directors to destroy acquired own shares

PROPOSED RESOLUTION:

“The board of directors is expressly authorised by the general meeting to destroy, at the timing deemed suitable by it, the own shares acquired in execution of the buy-back programme announced on 3 April 2019. The general meeting also authorises the board of directors (or one or two by this company body appointed directors) pursuant to this destruction to make the necessary amendments to the amount of the registered capital and the number of shares mentioned in article 5 of the articles of association, to have this article in accordance with the executed destruction of the shares and to represent the Company before the notary to have this amendment of the articles of association recorded.”

8. Delegation of powers

PROPOSED RESOLUTION:

“The general meeting decides to grant special power to each member of the board of directors, 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.”

9. Coordination of the articles of association

PROPOSED RESOLUTION:

“The general meeting decides 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:

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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 3 May 2019 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 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 (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 11 May 2019 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 Petercam NV (general.meetings@degroofpetercam.com) in a timely manner to inform the Company 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

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

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 11 May 2019 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 25 April 2019 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 Thursday 2 May 2019**. 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.

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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 11 May 2019 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 17 April 2019**, 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 17 April 2019**.

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 17 April 2019**, 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.

Every date mentioned in this convocation notice is to be interpreted as the final date on which the Company need to receive the respective notification.

The Board of Directors