

REGULATED INFORMATION

CONVOCAATION NOTICE ORDINARY AND EXTRAORDINARY GENERAL MEETING

15 MAY 2020

**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 AND ORDINARY GENERAL MEETING OF SHAREHOLDERS THAT WILL BE HELD ON FRIDAY 15 MAY 2020**

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 Friday 15 May 2020 at 3:00 pm and to attend the ordinary 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 agendas and proposed resolutions as set out below.

In view of the COVID-19 pandemic, persons eligible to participate in the general meetings are kindly but firmly requested:

- not to attend the extraordinary and ordinary general meeting in person;
- to either vote by proxy (to the chairman of the board of directors) or to vote remotely by letter; and
- to the extent you would like to make use of your right to ask questions, to make use of the possibility to submit written questions in advance, rather than asking questions at the meetings.

It is the intention to provide persons eligible to participate in the general meetings with the opportunity to follow the meetings by way of a livestream. The technical details thereof will be circulated in due course to the eligible persons that wish to make use thereof.

The Company will only grant access to the general meeting to shareholders, proxyholders and other persons to the extent this is permitted pursuant to the applicable Belgian regulations at the time of the meeting and to the extent this can be justified, in the opinion of the Company, taking into account safety and health considerations.

**A. AGENDA AND PROPOSED RESOLUTIONS EXTRAORDINARY GENERAL MEETING**

**1. Amendment of the articles of association in order to bring the articles of association in line with the provisions of the Code on companies and associations**

Pursuant to the application of the provisions of the Code on companies and associations to the Company since 1 January 2020, the board of directors proposes a number of amendments to articles of associations in order to bring the articles of association in line with the Code on companies and associations and to simplify and update certain provisions.

## UNOFFICIAL TRANSLATION

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### PROPOSED RESOLUTION:

*“The general meeting decides to amend the articles of association, to among others bring these in line with the Code on companies and associations, by:*

*- replacing “purpose” by “object”, deleting “societal” [in Dutch “maatschappelijk”], replacing “warrants” by “subscription rights, and replacing “Companies Code” by “Code on companies and associations”;*

*- in Article 1: deleting the second section;*

*- in Article 3: replacing the first and second paragraph by “The company has its registered office in the Flemish Region. The registered office can be moved within the Kingdom by the board of directors. The board of directors can decide to move the registered office by simple resolution, unless the registered office is moved to another Region, in which case the board of directors is authorised to resolve on an amendment of the articles of association. The board of directors is charged with the publication of every change to the registered office in the annexes to the Belgian Official Gazette.”;*

*- inserting the following Article 4bis: “The website of the company is <http://www.resilux.com>. The company can be contacted at [legal.wetteren@resilux.com](mailto:legal.wetteren@resilux.com) in accordance and within the boundaries set by Article 2.31 and following of the Code on companies and associations, by the shareholders and securities holders of the company or by holders of certificates issued with the cooperation of the company”;*

*- in Article 6: replacing the references to articles “612, 213 and 614” by “7:208, 7:209 and 7:210”;*

*- in Article 7: replacing the references to articles “603 and “607” by “7:198” and “7:202”, deleting the words “through the issue of preference shares, through the issue of shares without voting rights” and by replacing the word “shares” by “securities” in paragraph 6;*

*- in Article 8: replacing the fifth paragraph by “A register is kept at the registered office of the company for each category of registered securities, in accordance with article 7:28 of the Code on companies and associations. The register contains all the information required pursuant to article 7:29 of the Code on companies and associations. Every owner of securities can examine the register with respect to his own securities.” and by deleting the last paragraph;*

*- in Article 9: deleting the words “or to a legal entity with a collegial body of representation”;*

*- in Article 11: replacing the first paragraph by “In case of capital increase realised by other means than pursuant to a contribution in kind or by merger, and notwithstanding a contrary decision of the general shareholders’ meeting or the board of directors, new shares will be offered first to the existing shareholders, pro rate the number of shares they own.” And to replace the reference to article “603” by “5:134”;*

*- in Article 12: replacing the reference to article “581” by “7:177”;*

*- in Article 13: replacing the reference to articles “609, 620, 625, 627-632” by “7:215 and following” and by replacing the second paragraph by “The board of directors can transfer shares of the company that are listed on a regulated market in a member state of the European Union without prior authorisation of the general meeting in accordance with article 7:218 Code on companies and associations.”;*

*- in Article 15: replacing the first paragraph by “The company is managed by a board of directors of at least three and maximum seven members, which may or may not be shareholders, and which are appointed by the general meeting of shareholders. The general meeting of shareholders can dismiss the directors at any time except if it decides to provide for a notice term or termination indemnity in respect of a specific mandate. However, the general meeting of shareholders can always terminate the mandate of a director for legal cause, without any notice period or termination indemnity being due. The*

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*duration of the mandate cannot exceed four years. The directors can be reappointed. At least three directors should be independent in the sense of article 7:87 of the Code on companies and associations.”;*

*- in Article 18: replacing the second paragraph by “The meetings are held at the registered office of the company or at the location indicate in the convocation notices in Belgium or abroad.” and by adding at the end of the last paragraph “A director can also waive the lack of there being a convocation notice or any irregularity in a convocation notice, prior to or after a meeting at which he was not present.”;*

*- in Article 19: replacing the sixth paragraph, first sentence, by “The board of directors can resolve by way of unanimous written resolutions.” and by replacing the reference to articles “523” and “524” by “7:96” and “7:97”;*

*- in Article 20: replacing “members in attendance” by “chairman and the members that request to do so”;*

*- in Article 22: replacing “unpaid” by “remunerated”;*

*- replacing Article 23bis by “The board of directors can create in its midst and under its own responsibility, one or more advisory committees. It determines their composition and tasks. Within the board of directors, an audit committee and a remuneration committee is created in accordance with article 7:99 and 7:100 of the Code on companies and associations.”;*

*- in Article 26, second paragraph: replacing “dismissed” by “given notice” and to replace the reference to article “136” by “3:66”;*

*- in Article 29: replacing “one fifth” by “one tenth”;*

*- in Article 30: replacing the second paragraph by “The convocation notices of the general meeting contain at least the information provided for and are drafted in the form and within the terms provided in articles 7:128 and 7:129 of the Code on companies and associations.” And by replacing the reference to article “533ter” by “7:130”;*

*- in Article 31: replacing the fourth paragraph by “The holders of subscription rights and bonds and the holders of certificates that have been issued with the cooperation of the company, whether in registered or dematerialised form, can attend the general meeting, but only with an advisory capacity, and provided the conditions for admission as for shareholders are respected.”;*

*- in Article 32: replacing the third and fourth paragraph by “The designation of a proxyholder occurs by using the proxy form made available for this purpose by the board of directors. The form should be completed and signed by the shareholder in accordance with article 7:143§2 of the Code on companies and associations. The notification of the proxy to the company should occur in accordance with the requirements that have been determined by the board of directors in the convocation notice.” by deleting the word “original” in the sixth paragraph and by replacing the reference to article “533ter” by “7:130”;*

*- replacing Article 34 by “The board of directors can adjourn the decision of the general meeting with respect to the approval of the annual accounts up to five weeks, even during the meeting. The board of directors can also adjourn a meeting of the general meeting of shareholders up to five weeks in accordance with article 7:131 of the Code on companies and associations. The adjournment is without prejudice to any decisions already taken, unless the general meeting decides otherwise.”;*

*- in Article 35: replacing the reference to article “541” by “7:54”;*

*- in Article 36: replacing the words “by letter” by “remotely” and the reference to article “550” by “7:146” in paragraphs 12 and 13, by replacing in paragraph 14 the words “the vote is deemed to be null” by “the vote issued remotely is not taken into account”, by*

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adding the following at the end of paragraph 15 “Electronic voting is possible until the day preceding the day of the meeting.”, by deleting the words “by letter” in paragraph 17 and by replacing paragraph 18 by “The forms for voting remotely that have been received prior to the publication of a revised agenda in accordance with article 7:130 of the Code on companies and associations remain valid for the items on the agenda to which they relate. Contrary to the aforementioned, the vote that was issued remotely in respect of an agenda item for which a new proposal of resolution is submitted in accordance with article 7:130 of the Code on companies and associations is not taken into account.”;

- in Article 37: replacing the references to articles “540, 543, 558, 559 and following” by “7:139, 7:140, 7:153, 7:154 and following”;

- in Article 38: replacing the reference to article “546” by “7:141” and by replacing the last sentence by “The minutes to be provided towards the authorities or otherwise are signed by the chairman of the board of directors or by one or more members of the board of authorities with external representation powers”;

- in Article 40: replacing the references to articles “554 and 555” and “98, 100, 101, 102 and 74” by “7:149 and 7:150” and “3:10, 3:12, 3:13, 3:14 and 2:8”;

- in Article 41: replacing the references to articles “617” and “618” by “7:212” and “7:213”;

- in Article 43: replacing the references to articles “633, 634, 645 and 646” by “7:228, 7:229, 7:230 and 7:231”;

- in Article 44: replacing the references to articles “186, 187, 188 and 190 to 195 inclusive” by “2:87 and following”

- in Title VIII – 1. Authorised capital: deleting the words “preference shares, through the issue of shares without voting rights” and by replacing the reference to article “607” by “7:202”;

- in Title VIII – 2. Purchase of own shares: replacing the references to article “620” and “622” by “7:215” and “7:218” with the exception of the reference to “article 620 §1, 2° of the Companies Code” that is replaced by “article 620, §1, 2° of the old Companies Code”.

## **2. 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 electing domicile at the registered office of the Company, 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 useful as a result of the present deed or future conditions or review thereof.”

## **3. 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.”

### B. 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 2019.

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**2. Acknowledgement and discussion of the statutory and consolidated annual accounts** for the financial year that closed 31 December 2019.

**3. Acknowledgement of the reports of the statutory auditor on the statutory and consolidated annual accounts** for the financial year that closed 31 December 2019.

**4. Approval of the statutory annual accounts** for the financial year that closed 31 December 2019 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 2019, 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>4,004,972.09</i>
<i>Profit carried forward from previous financial year (in EUR)</i>	<i>52,052,788.08</i>
<i>Net profit to be allocated (in EUR)</i>	<i>56,057,760.17</i>
<i>Allocation to other reserves</i>	<i>2,279,939.44</i>
<i>Gross dividend (*) coupon no. 18 (in EUR)</i>	<i>6,022,080.00</i>
<i>Profit to be carried over (in EUR)</i>	<i>47,755,740.73</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 2020*

*Dividend Record Date: 28 May 2020*

*Dividend Payment Date (available for payment) coupon no.19: 29 May 2020"*

**5. Approval of remuneration report**

PROPOSED RESOLUTION:

*"The general meeting approves the remuneration report for the financial year closed on 31 December 2019, 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 2019."*

**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 2019."*

**8. Appointment directors**

- a) Acknowledgement end of mandates

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The board of directors requests the general meeting to take note of the end of the mandate of Mitiska NV, represented by its permanent representative Luc Geuten, non-executive independent director. Mitiska NV has indicated not to consider another mandate.

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

Considering the fact that the mandate of Didec Management BV, represented by its permanent representative Dirk De Cuyper, executive director of the Company expires as from today, the board of directors recommends to re-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 2024.

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-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 2024.”*

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

Considering the fact that the mandate of Fodec Management BV, represented by its permanent representative Peter De Cuyper, executive director of the Company expires as from today, the board of directors recommends to re-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 2024.

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-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 2024.”*

- d) Re-appointment of FVDH Beheer BV, represented by its permanent representative Francis Vanderhoydonck, as non-executive director

Considering the fact that the mandate of FVDH Beheer BV, represented by its permanent representative Francis Vanderhoydonck, non-executive director of the Company expires as from today, the board of directors recommends to re-appoint FVDH Beheer BV, 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 2022.

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-appoint FVDH Beheer BV, 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 2022.”*

- e) Re-appointment of Intal BV, represented by its permanent representative Johan Vanovenberghe, as non-executive independent director

Considering the fact that (a) the mandate of Intal BV, represented by its permanent representative Johan Vanovenberghe, non-executive independent director of the

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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 re-appoint Intal BV, 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 2022.

PROPOSED RESOLUTION:

*"On proposal of the board of directors, the general meeting decides to re-appoint Intal BV, 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 2022.*

*On the basis of the information available to it and the statement made in this regard by Intal BV, represented by its permanent representative Johan Vanovenberghe, the board of directors concluded that both Intal BV and Johan Vanovenberghe comply with the independence criteria as laid down in article 7:87 of the Code on companies and associations."*

- f) Appointment of l'Advance BV, represented by its permanent representative Martine Snels, as non-executive independent director

Considering the fact that (a) the mandate of Martine Snels, 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 appoint l'Advance BV, represented by its permanent representative Martine Snels as non-executive independent director of the Company for a period until and including the ordinary general meeting to be held in 2022.

PROPOSED RESOLUTION:

*"On proposal of the board of directors, the general meeting decides to appoint l'Advance BV, represented by its permanent representative Martine Snels, as non-executive independent director of the Company, for a period until and including the ordinary general meeting to be held in 2022.*

*On the basis of the information available to it and the statement made in this regard by l'Advance BV, represented by its permanent representative Martine Snels, the board of directors concluded that both l'Advance BV and Martine Snels comply with the independence criteria as laid down in article 7:87 of the Code on companies and associations."*

- g) Appointment of BYD Invest BV, represented by its permanent representative Thomas Baert, as non-executive independent director

Following the expiry of the mandate of Mitiska NV, represented by its permanent representative Luc Geuten, 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 BYD Invest BV, represented by its permanent representative Thomas Baert, as non-executive independent director of the Company for a period until and including the ordinary general meeting to be held in 2022.

PROPOSED RESOLUTION:

*"On proposal of the board of directors, the general meeting decides to appoint BYD Invest BV, represented by its permanent representative Thomas Baert as non-executive*

*independent director of the Company, for a period until and including the ordinary general meeting to be held in 2022.*

*On the basis of the information available to it and the statement made in this regard by BYD Invest BV, represented by its permanent representative Thomas Baert, the board of directors concluded that both BYD Invest BV and Thomas Baert comply with the independence criteria as laid down in article 7:87 of the Code on companies and associations.”*

h) Re-appointment of Annelies Goos as non-executive director

Considering the fact that the mandate of Annelies Goos, non-executive director of the Company expires as from today, the board of directors recommends to re-appoint Annelies Goos as non-executive director of the Company for a period until and including the ordinary general meeting to be held in 2022.

PROPOSED RESOLUTION:

*“On proposal of the board of directors, the general meeting decides to re-appoint Annelies Goos as non-executive director of the Company, for a period until and including the ordinary general meeting to be held in 2022.”*

## **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 chairman and the executive directors, for the performance of his mandate at an annual fixed fee of EUR 15,000 (excl. VAT) pro rata 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 rata the actual duration of the mandate and at a variable fee EUR 5,000 (excl. VAT) for each physical meeting of the board of directors attended in person (with a maximum of EUR 20,000 per annum);*
- (iii) to set the remuneration of Didec Management BV for exercise of the mandate at a fixed annual remuneration of EUR 955,000;*
- (iv) to set the remuneration of Fodec Management BV for exercise of the mandate at a fixed annual remuneration of EUR 1,280,000;*
- (v) to ratify the remuneration for the exercise of the mandate of executive director starting on 17 May 2019 and ending on 15 May 2020 by Didec Management BV equal to (i) a fixed annual remuneration of EUR 694,500, and (ii) an annual variable remuneration in cash not to exceed EUR 200,000 and dependent on the realisation during the relevant financial year of certain key performance indicators as determined by the board of directors;*
- (vi) to ratify the remuneration for the exercise of the mandate of executive director starting on 17 May 2019 and ending on 15 May 2020 by Fodec Management BV equal to (i) a fixed annual remuneration of EUR 830,000, and (ii) an annual variable remuneration in cash not to exceed EUR 200,000 and dependent on the realisation during the relevant financial year of certain key performance indicators as determined by the board of directors.”*

## **10. Termination indemnity for the executive directors**

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In accordance with article 15 of the articles of association, in so far as the amendment thereof was approved by the extraordinary general shareholders' meeting preceding this ordinary general shareholders' meeting, the general shareholders' meeting can decide to provide for a termination indemnity with respect to a specific director's mandate. The board of directors recommends to provide for a termination indemnity that applies upon termination of the mandate of executive director of respectively, Didec Management BV and Fodec Management BV, for reasons other than cause, equal to the lower of (i) the total annual remuneration in the framework of the mandate, and (ii) the total remuneration that would still be due for the exercise of the mandate until (and including) the ordinary general shareholders' meeting to be held in 2024.

PROPOSED RESOLUTION:

*"The general meeting resolves upon recommendation by the board of directors to:*

- (i) fix the termination indemnity due upon termination of the executive director mandate of Didec Management BV for reasons other than cause at an amount equal to the lower of (i) the total annual remuneration in the framework of the mandate, and (ii) the total remuneration that would still be due for the exercise of the mandate until (and including) the ordinary general shareholders' meeting to be held in 2024; and*
- (ii) fix the termination indemnity due upon termination of the executive director mandate of Fodec Management BV for reasons other than cause at an amount equal to the lower of (i) the total annual remuneration in the framework of the mandate, and (ii) the total remuneration that would still be due for the exercise of the mandate until (and including) the ordinary general shareholders' meeting to be held in 2024."*

## **11. Question round**

### **FORMALITIES**

#### **I. REGISTRATION AND PARTICIPATION**

In accordance with article 7:134 §2 of the Code on companies and associations 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 1 May 2020 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 the registration of 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 9 May 2020 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](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75).

b) For the holders of dematerialised shares:

The holders of dematerialised shares request their *Bank Agency* to instruct Bank Degroof Petercam NV ([general.meetings@degroofpetercam.com](mailto: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 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 Code on companies and associations allows the appointment of multiple proxy holders, a shareholder may only appoint one person as proxy holder. When appointing a proxy holder, shareholders must make use of the proxy form drawn up by the Company. The appointment of a proxy holder takes place in writing and must be signed by the shareholder. Proxy forms can be obtained at the Company's registered office or at the Company's website ([www.resilux.com](http://www.resilux.com)). The signed proxies must reach the Company **no later than Saturday 9 May 2020 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde; [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75). The

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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. VOTING BY LETTER

Each shareholder may vote by letter on the agenda items of the ordinary and/or extraordinary general shareholders' meeting. Shareholders must make use of the voting form drawn up by the Company that can be obtained at the Company's registered office or at the Company's website ([www.resilux.com](http://www.resilux.com)). The originally signed forms for voting by letter must reach the Company **no later than Saturday 9 May 2020 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren – Overschelde).

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

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

In accordance with article 7:130 of the Code on companies and associations, 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 23 April 2020 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren - Overschelde - [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75). 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 30 April 2020**. Where applicable, the Company shall also make a new proxy form and a form for voting by letter 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.

### V. RIGHT TO ASK QUESTIONS

In accordance with article 7:139 of the Code on companies and associations, all shareholders have the right to submit written questions preliminary to the meetings to the directors and the

## UNOFFICIAL TRANSLATION

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

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 9 May 2020 at 12 midnight (Belgian time)** (Resilux NV, Damstraat 4, 9230 Wetteren - Overschelde - [general.meeting@resilux.com](mailto:general.meeting@resilux.com) – fax: + 32 9 365 74 75).

### VI. 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.

### VII. AVAILABILITY OF DOCUMENTS

In application of articles 7:132 and 7:148 of the Code on companies and associations, when the convocation notice to the ordinary and the extraordinary general meeting is published, and therefore **from Wednesday 15 April 2020**, each shareholder can take note of the annual accounts and accompanying reports 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 reports of the board of directors and the statutory auditor, as well as the convocation notice and the proxy forms will also be published on the Company's website ([www.resilux.com](http://www.resilux.com)) **as from Wednesday 15 April 2020**.

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 15 April 2019**, everyone may take note of the yearly financial report on the Company's website ([www.resilux.com](http://www.resilux.com)), and on request a printed copy can be obtained free of charge from the Company's registered office.

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.

### VIII. DATA PROTECTION

The Company processes personal data of holders of securities in accordance with the Resilux Privacy Statement available on the Company's website (<https://www.resilux.com/EN/support/privacystatement.html>).

The Board of Directors