

**VANDEMOORTELE**  
Public Limited Company  
Ottergemsesteenweg Zuid 816  
9000 Ghent (Belgium)  
VAT BE 0429.977.343  
Register of Legal Entities Ghent (District Ghent)  
(hereinafter the “Company”)

## **NOTICE OF ORDINARY GENERAL MEETING OF SHAREHOLDERS**

The ordinary general meeting of shareholders of the Company shall be held at 9000 Ghent, Moutstraat 64, on Tuesday, 14<sup>th</sup> May 2019 at 15 hrs.

The agenda and the draft resolutions of the ordinary general meeting are as follows:

1. Acknowledgement of the combined annual report of the Board of Directors and reports of the external auditor on the statutory and consolidated accounts of the Company closed on 31 December 2018.
2. Approval of the statutory accounts of the Company for the financial year closed on 31 December 2018 and approval of the proposed profit distribution.

*Proposed resolution: The ordinary general meeting resolves that the statutory accounts for the financial year ended 31 December 2018 be hereby approved, along with the result allocation proposed by the Board of Directors of the Company in the combined annual report.*

3. Acknowledgment of the consolidated accounts of the Company for the financial year closed on 31 December 2018.
4. Quidus to the Directors of the Company.

*Proposed resolution: The ordinary general meeting resolves that each of the Directors of the Company be granted discharge for the performance of its duties in respect of the financial year ended 31 December 2018.*

5. Quidus to the external auditor of the Company.

*Proposed resolution: The ordinary general meeting resolves that the external auditor of the Company be granted discharge for the performance of his duties in respect of the financial year ended 31 December 2018.*

6. Reappointment of Directors.

*Proposed resolution: The ordinary general meeting resolves that be reappointed as Directors of the Company for a term of three years, which shall expire immediately following the general assembly in respect of the financial year ended 31<sup>st</sup> December 2021:*

- *Mr. Michel Léonard;*
- *Mrs. Ann Deruyttere;*

- *Sarl CB Management, represented by its permanent representative, Mrs. Cécile Bonnefond.*

*These mandates shall be remunerated in accordance with the resolutions adopted by the general assembly.*

7. Miscellaneous.

The holders of dematerialised bonds shall, if they wish to attend the ordinary general meeting in advisory capacity, deposit a certificate, no later than by May 8<sup>th</sup>, 2019 at the offices of the Company at 9000 Ghent, Moutstraat nr. 64, which certificate shall be drawn up by the authorised account holder or by the clearing institution and shall state that the bonds shall be unavailable until the date of the ordinary general meeting.

All communications to the Company in connection with the present notice of meeting shall be addressed to Mr. Dirk Durez, Secretary General, fax number: 0032.9.242.45.30, e-mail: [dirk.durez@vandemoortele.com](mailto:dirk.durez@vandemoortele.com).

All the required documents and other information in connection with this ordinary general meeting shall be made available at the Registered Office of the Company and at the following website: [www.vandemoortele.com](http://www.vandemoortele.com) under the heading “Investors”.

The Board of Directors