



## EXMAR NV

Naamloze vennootschap te 2000 Antwerpen

De Gerlachekaai 20

TVA BE 0860.409.202 RLP Antwerpen

**(Free translation)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The board of directors invites the shareholders to attend the extraordinary general meeting to be held on 19 May 2015 at 15.30 pm. at Antwerp, Schaliënstraat 5 DELPHIS building, 5<sup>th</sup> floor.

#### **AGENDA**

#### **1. Renewal of the authority granted to the board of directors with respect to the acquisition or sale of the company's own shares to prevent imminent and serious harm to the company.**

*Proposed resolution:* The meeting decides, in pursuance of Article 620 of the Companies Code, to renew the authorisation as foreseen in articles 15 and 16 of the articles of association for a period of three (3) years from the publication of this amendment to the articles of association in the Annexes to the Belgian official gazette, without any further resolution from the general meeting and in accordance with the provisions of the Companies Code, to acquire or sell the company's own shares or profit participation certificates if this should be necessary to prevent the company from suffering serious and imminent prejudice.

#### **2. Amendment of the articles of association.**

*Proposed resolution:* The meeting decides to align the wording of the last paragraph of article 5 of the articles of association with the adopted resolution as follows:  
The board of directors is also empowered to use the authorisation given to it under this article to increase the capital of the company, after the company has been notified by the Financial Services and Markets Authority (FSMA) of a public bid to buy its shares, insofar as the resolution of the board of directors to increase the capital is passed before 19 May 2018, and the relevant laws and regulations are complied with."

*Proposed resolution:* The meeting decides to align the wording of the first paragraph of article 15 of the articles of association with the adopted resolution as follows:

By a resolution that was passed by the extraordinary general meeting of 19 May 2015 subject to compliance with the relevant laws and regulations, the company is authorised, for a period of three years from the publication of said resolution in the Annexes to the Belgian official gazette, to acquire its own stock or profit participation certificates with voting rights or, where such exist, without voting rights, by purchase or exchange, either directly or through a person acting in his own name but on behalf of the company, without a resolution of the general meeting being required to this effect, if this acquisition is necessary to prevent the company from suffering serious and imminent prejudice. Such decision to acquire the company's own stock or profit participation certificates shall be taken in accordance with the relevant laws and regulations.

*Proposed resolution:* The meeting decides to align the wording of the second paragraph of article 16 of the articles of association with the adopted resolution as follows:

The board of directors may, in accordance with the provisions of the Companies Code, and without the prior consent of the general meeting, for a period of three years from the publication in the Annexes to the Belgian official gazette of this authorisation granted by the extraordinary general meeting of 19 May 2015, dispose of acquired stock or profit participation certificates of the company on the Stock Exchange or by way of an offer of sale addressed to all shareholders under the same terms in order to prevent serious or imminent prejudice to the company.



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**3. Co-ordination of the Articles of Association**

**4. Authorization to the Board of Directors to execute the decisions taken.**