

**TER BEKE NV**  
**limited liability company**  
**which makes or has made a call on public savings**  
**Beke 1**  
**9950 Waarschoot**  
**0421.364.139 Legal Entity Register of Ghent**  
**(the "Company")**

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**CONVOCATION TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

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The Board of Directors is pleased to invite the shareholders and the warrant holders of the Company to the Extraordinary Shareholders' Meeting which will be held at the Company's registered seat, on 29 December 2006 at 11 a.m.

If not at least one-half of the share capital is represented at this Extraordinary Shareholders' Meeting, then a new Extraordinary Shareholders' Meeting will be convened, with the same agenda, which will be held at the Company's registered office on a date to be set by the Board of Directors.

The Extraordinary Shareholders' Meeting is held before Mr Christophe Blindeman, Notary Public established in Ghent, substituting for his colleague Mr Eric Spruyt, Notary Public established in Brussels.

The agenda of the Extraordinary Shareholders' Meeting is as follows:

1. Acknowledgment and deliberation on the following documents:
  - a) the proposal for a contribution, drafted by the board of directors, dated thirteen November two thousand and six, regarding:
    - 1° on one hand, the contribution of the branch of activity "processed meats", the company limited by shares, which makes or has made a call on public savings "**TER BEKE**", with registered office at 9950 Waarschoot, Beke 1, the company contributing the branch and the company limited by shares, "**TerBeke-Pluma (formerly Pluma Sales International)**", with registered office at 2160 Wommelgem, Antoon Van Der Pluymstraat 1, the first company acquiring the contribution, pursuant to article 760 of the Belgian Company Code;
    - 2° on the other hand, the contribution of the branch of activity "ready meals", the company limited by shares, which makes or has made a call on public savings "**TER BEKE**", with registered office at 9950 Waarschoot, Beke 1, the company contributing the branch and the company limited by shares, "**FreshMeals**", with registered office at 9950 Waarschoot, Beke 1, the second company acquiring the contribution, pursuant to article 760 of the Belgian Company Code.
  - b) the reports of the board of directors drafted in accordance with article 761, § 2 of the Belgian Company Code, regarding:
    - 1° on one hand, the contribution of the branch of activity "processed meats"; and
    - 2° on the other hand, the contribution of the branch of activity "ready meals".

*Proposal of a decision: The meeting takes note of the proposals referred to above concerning the contribution and the above mentioned reports of the board of directors.*

2. Decision on the contribution of two branches of activity of the company limited by shares, which makes or has made a call on public savings "**TER BEKE**", to, on the one hand, the company limited by shares "**TerBeke-Pluma (formerly Pluma Sales International)**" of the branch of activity "processed meats" and, on the other hand, to the company limited by shares "**FreshMeals**" the branch of activity "ready meals"; both contributions are realized according to articles 679 and following of the Belgian Company Code and according to the terms and modalities set out in the respective contribution proposals.

*Proposal of a decision: the meeting decides to approve the transaction by which the company limited by shares, which makes or has made a call on public savings "**TER BEKE**", with registered office at 9950 Waarschoot, Beke 1, referred to hereafter as the company contributing the branch, contributes its branch of activity "processed meats", , to the company limited by shares, "**TerBeke-Pluma (formerly Pluma Sales International)**", with registered office at 2160 Wommelgem, Antoon Van Der Pluymstraat 1, referred to hereafter as the first company acquiring the contribution.*

*Through this transaction, all assets and liabilities, rights and obligations, attached to the branch of activity, are automatically transferred to the company acquiring the contribution.*

*The meeting decides to approve the transaction by which the company limited by shares, which makes or has made a call on public savings "**TER BEKE**", with registered office at 9950 Waarschoot, Beke 1, referred to hereafter as the company contributing the branch, contributes its branch of activity "ready meals", , to the company limited by shares, "**FreshMeals**", with registered office at 9950 Waarschoot, Beke 1, referred to hereafter as the second company acquiring the contribution.*

*Through this transaction, all assets and liabilities, rights and obligations, attached to the branch of activity, are automatically transferred to the company acquiring the contribution.*

3. The appointment of a proxy holder to represent the company to carry out the contribution in the companies acquiring the contribution.

*Proposal of a decision: The meeting decides to authorise Mr. Luc De Bruyckere, Mr. Marc Hofman, Mr. Eddy Van Der Pluym and Mr. Dirk Van de Walle, acting alone , with power of substitution, to represent the company in carrying out the contribution in the first and second companies acquiring the contribution.*

4. Power of attorney for the legal entities registry.

*Proposal of a decision: The meeting decides to authorise the persons mentioned below, acting individually, with power of substitution, to do all that is necessary to effect any registration, modification or cancellation at the Crossroads Bank for Enterprises, to carry out all formalities concerning a registration, modification or cancellation at the V.A.T. Administration and to execute, for this purpose, all documents and deeds, including all forms, required by the qualified Chamber of Arts and Trade, are appointed:*

- 1) Hilde Coopman, residing at Dam 3, 9950 Waarschoot;
- 2) Maria Trombetta, residing at Durlletstraat 6, 2018 Antwerpen; and
- 2) Sabrina Varsalona, residing at Kampstraat 4, 3600 Genk.

As of fifteen days before the Extraordinary Shareholders' Meeting, each shareholder or warrant holder can obtain at the Company's registered office, upon production of his security, a free copy of the documents mentioned in the agenda of the Extraordinary Shareholders' Meeting. These documents will also be made available on the Company's website: [www.terbeke.com](http://www.terbeke.com). In conformity with the legal provisions on the subject, a copy of the reports will be furnished to those who have met the formalities in order to be admitted to the Extraordinary Shareholders' Meeting.

In order to be able to participate in the Extraordinary Shareholders' Meeting or to have oneself represented there, the shareholders and the owners of warrants are requested under articles 31 and 32 of the articles of association, either to register themselves in the register of registered securities of the company, or to deposit their bearer securities at least six (6) working days before the Extraordinary Shareholders' Meeting at one of the following institutions: Fortis Bank, KBC, ING, Bank Degroof and Petercam.

The owners of shares booked on a securities account must, at least six (6) working days before the Extraordinary Shareholders' Meeting, deposit a certificate drawn up either by the recognised account holder or by a settlement establishment verifying the unavailability of these shares until the time of the meeting. This certificate must be deposited at one of the following institutions: Fortis Bank, KBC, ING, Bank Degroof and Petercam.

The holders of warrants may attend the Extraordinary Shareholders' Meeting, but only with an advisory vote.

The shareholders can have themselves represented at the Extraordinary Shareholders' Meeting by an authorised representative, with written power of attorney in conformity with the standard model which is available from the company's registered office. This power of attorney must also be deposited at least six (6) working days before the date of the Extraordinary Shareholders' Meeting at one of the following institutions: Fortis Bank, KBC, ING, Bank Degroof and Petercam.

The Board of Directors