

TER BEKE
limited liability company which makes or has made a call on public savings
Beke 1
9950 Waarschoot

Enterprise number 0421.364.139 (Ghent)
(the 'Company')

**CONVOCATION FOR THE GENERAL MEETING AND
EXTRAORDINARY GENERAL MEETING OF 31 MAY 2007**

The Board of Directors is pleased to invite the shareholders of the Company to the general meeting and the extraordinary general meeting which will be held on Thursday, 31 May 2007, at 11 a.m. and 12 noon respectively, at the Company's registered office.

The extraordinary general meeting will be held in the presence of Mr Frank De Raedt, Notary Public established in Waarschoot, substituting for his colleague Mr Eric Spruyt, Notary Public established in Brussels.

Agenda of General Meeting

The meeting will deliberate and vote on the following agenda:

1. Presentation and discussion of the annual report
2. Presentation and discussion of the report of the Statutory Auditor
3. Discussion and approval of the statutory annual accounts closed as at 31 December 2006 and the appropriation of profit

PROPOSED RESOLUTION:

The general meeting approves the annual accounts closed as at 31 December 2006 including the proposed appropriation of profit.

4. Dividend distribution and availability for payment

PROPOSED RESOLUTION

The general meeting resolves to pay out a net dividend of 1.575 euro per dividend-entitled share. The dividend becomes available for payment on 15 June 2007

5. Discussion of the consolidated annual accounts closed as at 31 December 2006
6. Discharge of the directors

PROPOSED RESOLUTION:

The general meeting grants discharge to each of the directors for the exercise of their mandate during the financial year concluded on 31 December 2006.

7. Discharge of the Statutory Auditor

PROPOSED RESOLUTION:

The general meeting grants discharge to the Statutory Auditor for the exercise of its mandate during the financial year concluded on 31 December 2006.

8. Appointment of director

PROPOSED RESOLUTION:

The general meeting resolves to appoint Mr. Frank Coopman, Leest 81, 9950 Waarschoot, as director for a period of three years, which commences after the close of the Annual General Meeting of 2007 and which ends at the close of the Annual General Meeting of 2010.

9. Reappointment of directors

PROPOSED RESOLUTION:

The general meeting resolves to reappoint as independent directors as understood in article 524 of the Companies Code :

- Compagnie du Bois Sauvage SA, Rue du Bois Sauvage 17, 1000 Brussel, permanently represented by Mr. Vincent Doumier*
- Société Régionale d'Investissement de Wallonie SA, Avenue Maurice Destenay 13, 4000 Liège, permanently represented by Mr. Louis Tordeurs*

for a period of three years, which commences after the close of the Annual General Meeting of 2007 and which ends at the close of the Annual General Meeting of 2010.

10. Reappointment of Statutory Auditor

PROPOSED RESOLUTION:

The general meeting resolves to reappoint as Statutory Director Deloitte Bedrijfsrevisoren, Louizalaan 240, 1050 Brussel, represented by Mr. Dirk Van Vlaenderen, for a period of three years, which commences after the close of the Annual General Meeting of 2007 and which ends at the close of the Annual General Meeting of 2010.

11. Compensation of directors

PROPOSED RESOLUTION

The general meeting resolves to attribute a fixed annual compensation to the directors for the exercise of their director's mandate in 2007 for a total amount of 185,000 Euro.

12. Miscellaneous

The draft of the annual accounts and the reports announced in the agenda are available for inspection by the shareholders from 15 May 2007 at the company's registered office.

Agenda of the Extraordinary General Meeting

The meeting will deliberate and vote on the following agenda:

1. Amendment of the articles of association

Discussion and approval of the proposal to amend the articles 9, 13 and 31 of the Company's articles of association in order to bring them into agreement with the provisions of the Act of fourteen December two thousand and five abolishing bearer securities.

PROPOSED RESOLUTION

The General Meeting resolves to amend the articles 9, 13 and 31 of the Company's articles of association as follows in order to bring them into agreement with the provisions of the Act of fourteen December two thousand and five abolishing bearer securities:

Article 9 - NATURE OF THE SHARES

The shares are registered shares or dematerialised shares. As soon as the registered shares are fully paid in, the shareholder can, at his expense, ask the Board of Directors to convert these shares into dematerialised shares.

At the written request of a shareholder, the Board of Directors will convert the dematerialised shares into registered shares.

The conversion of the dematerialised shares into registered shares will take place by recording in the register of registered shares, dated and signed by the shareholder or his mandatory and by two directors of the Company or a special authorised representative.

The dematerialised share is represented by a booking on account, in the name of the owner or the holder at a recognised account holder or at the settlement establishment.

The share booked on account is transferred by transcription from account to account.

The number of the dematerialised shares in circulation at any time is, by category of share, recorded in the register of the registered shares in the name of the settlement establishment.

Transitional provision

In accordance with the provisions of the Act of fourteen December two thousand and five abolishing bearer securities, the Company can issue bearer securities and registered shares can be converted into bearer shares (and vice versa) through thirty-one December two thousand and seven. The possibility exists for bearer securities of the companies to be in circulation through thirty-one December two thousand thirteen.

The provisions of these articles of association which deal with dematerialised securities are applicable mutatis mutandis to the bearer securities.

Bearer securities which stand on a custody account exist in dematerialised form effective one January two thousand and eight.

Bearer securities which do not stand on a custody account, are as of one January two thousand and eight automatically converted into dematerialised securities from the moment that they are placed on a custody account.

The securities issued by the Company for which conversion into registered securities was not requested or which are not recorded on a custody account, are ipso jure converted into dematerialised securities on the date of one January two thousand and fourteen.

As of one January two thousand fifteen, the securities whose rightful claimants have remained unknown (until the time of the hereafter-mentioned sale) are offered for purchase under article 11 of the aforementioned Act abolishing bearer securities.

Article 13 – BONDS AND WARRANTS

The Board of Directors is authorised to issue bonds, regardless of whether these bonds are secured by a mortgage or otherwise.

The General Meeting may decide to issue convertible bonds or warrants in conformity with the Companies Code.

Within the limits of the authorised capital, the Board of Directors is authorised to issue warrants or a bond loan convertible into shares.

Transitional provision

To the bearer securities in circulation the same transitional provision applies as that set forth below at the end of article 9 of these articles of association.

ARTICLE 31 – ADMISSION

In order to be admitted to the General Meeting and in so far as the Board of Directors requires this in the convocations, the owners of registered shares as well as the holders of warrants and registered bonds and the holders of registered certificates which were issued with the cooperation of the Company must communicate to the Board of Directors within the period indicated by the Board of Directors in the convocation (which may amount to no fewer than three working days and no more than six working days before the date set for the General Meeting) their intention to participate in the General Meeting.

In order to be admitted to the General Meeting, the owners of dematerialised securities must deposit a certificate drawn up by the recognised account holder or by the settlement

establishment in conformity with article 474 of the Companies Code from which appears the unavailability of the dematerialised shares until the date of the General Meeting, and this within the period indicated by the Board of Directors in the convocation which may amount to no fewer than three working days and no more than six working days before the date set for the General Meeting, and at the place indicated in the convocation.

The Board of Directors can set a registration date and provide that the shareholders can participate in the General Meeting and can exercise their voting right there with regard to shares which, on the registration date, they have owned for twenty-four hours, regardless of the number of shares which they hold on the day of the General Meeting. The registration date cannot be set earlier than on the fifteenth day nor later than five working days before the General Meeting. The registration date and the way the shareholders can have themselves registered are set forth in the convocation. In this case, the owner of dematerialised securities must deposit a certificate drawn up by the recognised account holder or by the settlement establishment in conformity with article 474 of the Companies Code from which it appears that the involved party has been the owner of the dematerialised shares for at least twenty-four hours on the registration date.

Transitional provision

The owners of bearer shares as well as the holders of warrants or bearer bonds and the holders of bearer certificates which were issued with the cooperation of the Company must within the same period deposit their securities at the place indicated in the convocation or have themselves registered on the registration date with regard to these bearer securities.

They are admitted to the General Meeting upon presentation of their identity document and of the certificate from which it appears that their shares, bonds, warrants or certificates which were issued with the cooperation of the Company were deposited in a timely manner or that they had themselves validly registered on the registration date with regard to these bearer securities.

As of one January two thousand and eight, the owners of the aforementioned bearer securities who will have deposited their shares or will have had them registered at the recognised account holder or the settlement establishment, will have to present the certificate referred to in the second and third paragraphs of this article.

2. **Power of attorney to the Board of Directors**

PROPOSED RESOLUTION

The Extraordinary Shareholders' Meeting gives power of attorney to the Board of Directors for the implementation of the above resolutions, inter alia in order, within the limitations imposed by the Act of 14 December 2005 abolishing bearer securities, (i) to establish the modalities and the costs for the conversion of bearer shares into registered shares or into dematerialised shares and for the conversion of dematerialised shares into registered shares or vice versa and (ii) to practically implement conversions.

3. **Adaptation of article 43 concerning dissolution**

Discussion and approval of the proposal to adapt article 43 concerning dissolution to the Act of two June two thousand and six.

PROPOSED RESOLUTION

The Extraordinary Shareholders' Meeting resolves to adapt article 43 concerning dissolution to the Act of two June two thousand and six and resolves to replace article 43 of the articles of association as follows :

"In the event of dissolution of the Company, for whatever reason or at whatever time, the liquidation is performed by liquidators appointed by the General Meeting, and in the absence of such appointment by the Board of Directors acting in the capacity of a liquidation committee. The liquidators take office only after confirmation by the Court of Commerce of their appointment under article 184 of the Companies Code.

The liquidators possess the most extensive powers attributed by the articles one hundred and eighty-one and following of the Company Law, except for possible limitations imposed by the General Meeting.

The General Meeting establishes the compensation of the liquidators."

4. Authorisation to purchase own shares

Discussion and approval of the proposal to give the Board of Directors the power, for a period of eighteen months, to obtain the maximum number of shares of the Company allowed pursuant to the legal provisions on the matter through purchase or exchange.

PROPOSED RESOLUTION

The Extraordinary Shareholders' Meeting resolves to renew and extend the authorisation to acquire own shares, profit-sharing certificates or certificates which relate thereto, such as hereafter indicated in the proposal for amendment of the articles of association, and resolves to replace the first section of the transitional provision of the articles of association as follows:

"Authorisation to the Board of Directors to obtain by purchase or exchange, or to take in pledge, for a period of eighteen months, the maximum number allowed by virtue of the applicable legal provisions of shares, profit-sharing certificates of the Company or certificates which relate thereto.

The Extraordinary Shareholders' Meeting expressly authorises the Board of Directors to obtain the number of shares, profit-sharing certificates or certificates of the Company which relate thereto allowed by virtue of the applicable legal provisions by purchase, exchange or taking in pledge at a price equal to at least the price at which these shares or profit-sharing certificates of the Company or certificates which relate thereto are listed on a Belgian Stock Exchange at the time of this purchase, exchange or taking in pledge minus ten percent (10%) and at most the price at which these shares, profit-sharing certificates of the Company or certificates which relate thereto are listed on a Belgian Stock Exchange at the time of this purchase, exchange or taking in pledge, plus ten percent (10%). This authorisation applies for a period of eighteen months as of the date of publication of the deed of the Extraordinary Shareholders' Meeting of thirty-one May two thousand and seven. This authorisation also applies for the purchase, exchange or taking in pledge of shares, profit-sharing certificates of the Company or certificates which relate thereto, of the Company by a subsidiary directly controlled by it as understood in article 627 of the Companies Code.

Authorisation to the Board of Directors to alienate shares of the Company which are included in the first market of a Stock Exchange or in the official quotation of a Stock Exchange located in a Member State of the European Union without prior approval of the General Meeting.

The Extraordinary Shareholders' Meeting expressly authorises the Board of Directors to alienate shares of the Company which are included in the first market of a Stock Exchange or in the official quotation of a Stock Exchange located in a Member State of the European Union without prior approval of the General Meeting."

5. Deletion of the transitional provision concerning dematerialised securities

Discussion and approval of the proposal to delete the transitional provision concerning dematerialised securities.

PROPOSED RESOLUTION

The Extraordinary Shareholders' Meeting resolves to delete the transitional provision concerning dematerialised securities.

In order to be able to participate in or have oneself represented at the general meeting and the extraordinary general meeting, the shareholders and the owners of convertible bonds or warrants are requested under articles 31 and 32 of the articles of association, either to register in the register of registered securities of the company, or to deposit their bearer securities at least six (6) working days before the general 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 general 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 general 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 general meeting and extraordinary general meeting, but only with an advisory vote.

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

The Board of Directors