

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 EXTRAORDINARY
GENERAL MEETING OF DECEMBER 1, 2008**

The Board of Directors is pleased to invite the shareholders of the Company to the extraordinary general meeting which will be held on Monday, 1 December 2008, at 9 a.m., 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 the Extraordinary General Meeting

The meeting will deliberate and vote on the following agenda:

1. 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 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 the deed of the Extraordinary Shareholders' Meeting of the first December two thousand and eight. 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."

In order to be able to participate in or have oneself represented at 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 extraordinary general meeting, but only with an advisory vote.

The shareholders can have themselves represented at 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