

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')

**CONVOCAATION FOR THE GENERAL MEETING AND
EXTRAORDINARY GENERAL MEETING OF 27 MAY 2010**

The dutch version of this convocation is regarded as the sole official version

The Board of Directors is pleased to invite the shareholders of the Company to the general meeting which will be held on Thursday, 27 May 2010 at 11 a.m. at the Company's registered office.

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 2009 and the appropriation of profit

PROPOSED RESOLUTION:

The general meeting approves the annual accounts closed as at 31 December 2009 including the proposed appropriation of profit.

4. Dividend distribution and availability for payment

PROPOSED RESOLUTION

The general meeting resolves to pay out a gross dividend of 2.35 euro per dividend-entitled share. The dividend becomes available for payment on 15 June 2010 (quotation ex-coupon on 10 June 2010).

5. Discussion of the consolidated annual accounts closed as at 31 December 2009
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 2009.

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 2009.

8. Reappointment of independent director

PROPOSED RESOLUTION:

The general meeting resolves to reappoint as independent director as understood in articles 524 and 526ter of the Companies Code, Sparaxis SA, Avenue Maurice Destenay 13, 4000 Liège, permanently represented by Mr. Thierry Balot, for a period of three years, which commences after the close of the Annual General Meeting of 2010 and which ends at the close of the Annual General Meeting of 2013.

9. Reappointment of a director

PROPOSED RESOLUTION:

The general meeting resolves to reappoint Compagnie du Bois Sauvage SA, Rue du Bois Sauvage 17, 1000 Bruxelles, permanently represented by Mr. Vincent Doumier, as director of the company, for a period of three years, which commences after the close of the Annual General Meeting of 2010 and which ends at the close of the Annual General Meeting of 2013.

10. Reappointment of Statutory Auditor

PROPOSED RESOLUTION:

The general meeting resolves to reappoint as Statutory Director Deloitte Bedrijfsrevisoren, Berkenlaan 8b, 1831 Diegem, represented by Mr. Dirk Van Vlaenderen and Mr. Kurt Dehoorne, for a period of three years, which commences after the close of the Annual General Meeting of 2010 and which ends at the close of the Annual General Meeting of 2013.

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 2010 for a total amount of 173,500 Euro.

11. Miscellaneous

The draft of the annual accounts and the reports announced in the agenda are available for inspection by the shareholders from 11 May 2010 at the company's registered office.

In order to be able to participate in or have oneself represented at the 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: BNP Paribas Fortis, 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: BNP Paribas Fortis, KBC, ING, Bank Degroof and Petercam.

The holders of warrants may attend the general meeting, but only with an advisory vote.

The shareholders can have themselves represented at the 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: BNP Paribas Fortis, KBC, ING, Bank Degroof and Petercam.

The Board of Directors