

**FAGRON**

Company limited by shares, having made a public appeal on savings  
Venecoweg 20a, 9810 Nazareth, Belgium  
VAT BE 0890.535.026  
RLE Ghent (division Ghent)

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**BACKGROUND INFORMATION ON THE RIGHTS OF THE SHAREHOLDERS  
IN ACCORDANCE WITH ARTICLES 533ter AND 540 OF THE BELGIAN COMPANIES CODE**

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**1. THE RIGHT OF THE SHAREHOLDERS TO HAVE ITEMS PLACED ON THE AGENDA OF THE GENERAL MEETING AND/OR TO SUBMIT MOTIONS TO VOTE CONCERNING ITEMS (TO BE PLACED) ON THE AGENDA**

One or more shareholders that jointly hold at least 3% of the share capital in the company shall have the right to (i) have items placed on the agenda of the annual general meeting as scheduled at the registered office of the Company at 9810 Nazareth, Venecoweg 20a, Belgium, on **Monday 13 May 2019 at 3 p.m. CET** (Belgian time) and/or (ii) submit motions to vote concerning items (to be placed) on the agenda.

In order to be able to exercise this right, the shareholder(s) must comply with the following conditions:

- (1) Prove that they are in the possession of the required shares in the company's capital on the date of their request;
  - (a) either by means of a certificate of registration of the relevant *registered shares* in the company's shares register; or
  - (b) by means of a certificate issued by a certified account holder or intermediary proving that the relevant number of *dematerialized shares* was registered to their name and account; and
- (2) Demonstrate that they are still a shareholder of 3% of the share capital at registration date (**29 April 2019 at midnight**).

The text of the new agenda items and the associated motions to vote and/or the text of the motions to vote to be placed on the agenda must be submitted to the company by email to [johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com) stating a correspondence or email address for the company to send the confirmation of receipt of the request.

Such request must be received by the company at the latest by **21 April 2019**. The company shall confirm receipt of the request by email or by mail on the address provided by the shareholder for this purpose.

The provisions as set out in article 533ter of the Belgian Companies Code must be applied in good faith both by the shareholders and by the company. This article may only be applied in the interest of the company.

If applicable, the amended agenda shall be published at the latest on **26 April 2019** on the company's website ([www.fagron.com](http://www.fagron.com)), in the Belgian Official Gazette and in the press.

A form for voting by proxy including the additional agenda items and/or motions to vote shall be made available on ABN AMRO's website ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) and on the company's website ([www.fagron.com](http://www.fagron.com)), simultaneously with the publication of the amended agenda, i.e. at the latest by **26 April 2019**.

The proxy forms submitted to the company before the publication of the amended agenda shall remain valid regarding the items included in the agenda to which these apply. In derogation of the previous provision, the proxy holder may derogate during the meeting from any instruction of the proxy grantor in the event where execution of the instructions would be detrimental to the proxy grantor's interests, such with regard to the items included in the agenda for which new motions to vote were submitted with application of article 533ter of the Belgian Companies Code. The proxy holder must inform the proxy grantor accordingly. The proxy must state whether the proxy holder is authorized to vote on new items placed on the agenda, or whether the proxy holder must abstain from voting on such items.

## **2. THE RIGHT OF SHAREHOLDERS TO SUBMIT QUESTIONS IN WRITING**

The shareholders are entitled to ask the directors and/or the statutory auditor of the company questions in writing before the annual general meeting on **13 May 2019**.

Exercising this right is subject to the following conditions:

- (1) being a shareholder on the registration date (**29 April 2019 at midnight**); and
- (2) having reported the intention to attend the general meeting in accordance with the provisions of the convocation.

The questions in writing may be submitted by email (to [johan.verlinden@fagron.com](mailto:johan.verlinden@fagron.com)) prior to the general meeting. Such questions are to be submitted to the company at the latest by **7 May 2019**.

During the general meeting, the directors shall answer the questions submitted in writing (or asked verbally during the meeting) by the shareholders, regarding their report, or regarding the agenda items, such insofar sharing information or facts is not potentially detrimental to the company's business interests or to the confidentiality that the company or its directors have committed to.

During the meeting, the statutory auditor shall answer the questions submitted in writing (or asked verbally during the meeting) by the shareholders, regarding his/her report, such insofar sharing information or facts is not potentially detrimental to the company's business interests or to the confidentiality that the company, its directors or the statutory auditor have committed to. The statutory auditor has the right to address the general meeting regarding fulfillment of his/her task.

If there are various questions regarding the same subject, the directors and/or the statutory auditor may answer these in a single response.

The original Dutch version of this document is available. In matters of any misinterpretation, the Dutch version will prevail.