

ARSEUS

Company limited by shares, having made a public appeal on savings
Textielstraat 24, 8790 Waregem, Belgium
VAT BE 0890.535.026
RLE Kortrijk

CONVOCAATION

The board of directors has the honour of inviting the holders of shares and warrants to attend the second extraordinary general meeting which will take place at 11:30 CET on 13 June 2014 at the office of civil-law notary Liesbet Degroote at Beneluxpark 13, 8500 Kortrijk (or a location to be announced there at that time), each time with the following agenda, containing motions to vote.

Agenda of the extraordinary general meeting

1. Authorisation for the acquisition and disposal of treasury shares - Amendment of Article 53 of the Articles of Association.

Comment to the agenda item: The authorisation granted by the extraordinary general meeting of 16 June 2009 to the board of directors to acquire or dispose of treasury shares for a period of 5 years counted from the moment of authorisation expires on 16 June 2014.

The authorisation of the board of directors for a period of 5 years counted from the moment of authorisation to acquire treasury shares by purchase or exchange, directly or via a person acting in its own name but for the company's account, for a price of no less than € 1.00 and no more than the average of the closing prices in the 10 working days prior to the date of the acquisition or exchange, plus 10%, in such a manner that the Company at no time owns shares in its own capital with an accounting par value in excess of 20% of the Company's issued capital must be renewed.

The board of directors is also being authorised to dispose of these shares without being bound by the price and time limitations given above. These authorisations can also be used for the possible acquisition or disposal of shares of the company by direct subsidiaries in the sense of article 627 of the Belgian Companies Code.

Article 53 of the Articles of Association must be amended in this sense.

Motion to vote: Approval of the resolution to authorise the board of directors and consequently to amend Article 53 of the Articles of Association as follows:

In paragraph 1, scrap "16 June 2009" and replace with "13 June 2014".

2. Coordination of the Articles of Association - publication formalities.

Comment to the agenda item: Pursuant to the amendment of the Articles of Association under the previous point, the Articles of Association must be coordinated, filed and published accordingly. Assignment to be granted to the civil-law notary for the coordination, filing and publication of the Articles of Association.

Motion to vote: Approval of the assignment for coordination, filing and publication.

Admission conditions

The right to attend an extraordinary general meeting, and to exercise the voting right during such meeting, shall be granted solely based on the administrative registration of the shares in the shareholder's name at 24:00 CET on 30 May 2014, either (i) through the registration of the registered shares in the Company's shares register, or (ii) in the event of dematerialised shares, by their registration in the accounts of a certified account holder or intermediary, irrespective of the number of shares that the shareholder is holding on the actual date of the general meeting. The time and date given above is the registration date.

The certified account holder or intermediary shall provide the shareholder with a certificate proving with how many dematerialised shares that were registered in its accounts in the shareholder's name as at the registration date the shareholder has indicated to participate in the general meeting.

The shareholder shall report no later than on 7 June 2014 that he/she wishes to participate in the extraordinary general meeting. This must be reported by email (gerda.vandenbergh@arseus.com), by fax (+32 (0)56 62 88 52) or by letter FAO Gerda Vanden Bergh, Textielstraat 24, 8790 Waregem, Belgium.

Holders of bonds, warrants or certificates issued with the Company's cooperation are permitted to attend the general meeting on the condition of compliance with the admission conditions applicable to shareholders.

Participants are invited to arrive from 11:15 CET onwards on 13 June 2014 in order to enable smooth processing of registration formalities.

Right to ask questions

During the general meeting, the directors shall answer the questions asked by the shareholders during the meeting or submitted in writing before the meeting regarding their report or the agenda items, such in accordance with the applicable legal provisions. The statutory auditor shall also answer the questions asked by the shareholders during the meeting or submitted in writing before the meeting. Questions are to be submitted by email to johan.verlinden@arseus.com, no later than on 7 June 2014. More detailed information on the right to ask questions is available on the Company website (www.arseus.com).

Proxies

Shareholders who wish to be represented by a different person at the meeting should make use of the proxy form as prepared by the board of directors. A copy is available at the Company's statutory office. The proxy form is also available on the Company website (www.arseus.com). No other proxy forms will be accepted. This proxy must be filed at the Company's statutory office, for the attention of the board of directors, or sent by email to johan.verlinden@arseus.com, in either case no later than at 24:00 CET on 7 June 2014.

Availability of documents

As from 27 May 2014, during working days and during the normal opening hours of the office, the shareholders and holders of warrants may review the documents to be presented to the extraordinary general meeting, the motions to vote or, if the item to be presented does not require any decision, a comment from the board of directors for each agenda item to be discussed, and the forms to be used for voting by proxy, at the Company's statutory office.

Any further information that must be made available in accordance with the provisions of article 533bis, paragraph 2 of the Belgian Companies Code shall be made available on the Company website (www.arseus.com) no later than on 27 May 2014.

The board of directors