

## INVITATION

The shareholders are invited to the Ordinary General Meeting, which will be held on **Tuesday 28 May 2019 at 11h in Hotel Martin's Klooster, O.L.Vrouwstraat 18, 3000 Leuven**, with the following agenda and proposals:

1. Reading and discussion about the report of the Board of Directors, the annual accounts and consolidated annual accounts of the financial year closed on 31 December 2018.
2. Reading of and discussion about the Auditor's Report on the above mentioned accounts.
3. Approval of the annual accounts of the financial year closed on 31 December 2018  
*Resolution proposal: The Ordinary General Meeting approves the annual accounts of the financial year closed on 31 December 2018.*
4. Approval of the appropriation of the result of the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting decides to appropriate the result of the financial year closed on 31 December 2018 as proposed by the Board of Directors. The Ordinary General Meeting decides to distribute a dividend of € 1,875 mio (this means € 1,25 gross per share) against presentation of coupon no 10, with payment date: 14 June 2019 (ex-date: 12 June 2019 and record date: 13 June 2019).*
5. Approval of the Remuneration Report of the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting approves the Remuneration Report of the financial year closed on 31 December 2018.*
6. Discharge to the Board members for the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting grants discharge to the Board members for the execution of their mandate during the financial year closed on 31 December 2018.*
7. Discharge to the Auditor for the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting grants discharge to the Auditor for the execution of his mandate during the financial year closed on 31 December 2018.*
8. Statutory nominations:
  - a. The mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote is expiring. Proposal to renew the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.  
*Resolution proposal: The Ordinary General Meeting approves the renewal of the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
  - b. The mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos is expiring. Proposal to renew the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.  
*Resolution proposal: The Ordinary General Meeting approves the renewal of the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*

## 9. Any other business

In order to exercise your rights at this General Meeting you are required to comply with the following conditions and requirements:

### **CONDITIONS OF ADMISSION**

Only the persons who are shareholder on the Registration date (**Tuesday 14 May 2019 at twenty four (24:00) hour**) have the right to participate in and vote to this General Meeting.

In order to participate in and to vote to this General Meeting:

1. The holders of **registered shares** have to be registered in the Company's register of shares on the Registration date as owner of the number of shares with which they want to participate in this General Meeting. Furthermore, they need to confirm their participation **to the Company ultimately on Wednesday 22 May 2019 (16:00h)**, mentioning the number of shares they want to participate with in this General Meeting. They can do this by letter, fax or email (see contact registered office).
2. Holders of **dematerialised shares**, with which the shareholders want to participate in this General Meeting, have to be registered on the accounts of the recognised account holders or clearing institution on the Registration date. The possession of the number of dematerialised shares will be determined on the basis of the confirmation of the deposition, provided by the recognised account holder or clearing institution to the Company.  
Furthermore holders of **dematerialised shares** need to instruct their financial institution to inform **Euroclear Belgium ultimately on Wednesday 22 May 2019 (16:00h)**, about their wish to participate to these General Meeting and the number of shares they wish to represent in the voting. The recognised account holder, or the clearing institution issues a certificate to the shareholder indicating the total number of dematerialised shares, respectively delivered or registered in his name in his account on the Registration date, with which the shareholder wants to participate in this General Meeting. This certificate must be submitted **to Euroclear Belgium**:
  - o by mail: to the attn. of Issuer Relations, Koning Albert II-laan 1, 1210 Brussel (België)
  - o by email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)
  - o by fax: +32 2 337 54 46

### **ADD ITEMS TO THE AGENDA**

One or more shareholders holding together at least 3% of the share capital may add items to the agenda of this General Meeting and submit resolution proposals relating to topics already included or to be included on the agenda. The shareholders who exercise this right must comply with the following two conditions:

- prove that on the date of their request, they possess the required percentage of the share capital (by a certificate of registration of the registered shares in the Company's register of shares or by a certificate issued by a recognised account holder or clearing institute indicating that the respective number of dematerialised shares are registered in their name in an account.) and;
- prove that on the Registration date they are still shareholder holding together at least 3% of the share capital.

Items to be added to the agenda and/or resolution proposals must be addressed to the Company (see contact registered office) **ultimately on Monday 6 May 2019**.

The Company will confirm the receipt of the requests within forty-eight hours from receipt, by email or ordinary mail to the (email) address specified by the shareholder.

**Ultimately on 13 May 2019**, the revised agenda will be published in the Belgian Moniteur, a newspaper, and on the website of the Company. The adjusted form to vote by proxy is published on the website of the Company: [www.campine.com/Investors/shareholder information/general meetings](http://www.campine.com/Investors/shareholder%20information/general%20meetings) **ultimately on 13 May 2019**.

Nevertheless, the proxies received by the Company prior to the publication of the revised agenda, remain valid for the items mentioned on the agenda. Exceptionally contradictory to the above mentioned, the proxy holder can - in compliance with article 533ter of the Company Code - during this General Meeting, deviate from possible instructions of the proxy principal, for items mentioned on the agenda, for which new resolutions were submitted, if the execution of these instructions could damage the interest of the proxy principal. The proxy holder has to inform the proxy principal in this case. The proxy should mention whether the proxy holder is entitled to vote on new items put on the agenda or whether he has to abstain from them.

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### **RIGHT TO ASK QUESTIONS**

Pursuant to article 540 of the Company Code and under certain conditions, the shareholders can submit questions in writing, prior this General Meeting, to the Board or the Auditor regarding their report or items mentioned on the agenda. These questions will be handled during this General Meeting if (i) the shareholder complies with the participation formalities and (ii) as far as the communication of information or facts does not prejudice Campine nv's business interests nor the confidentiality to which Campine nv, its directors or Auditor have committed themselves.

These questions can be submitted beforehand per fax, email or letter to the Company (see contact registered office). The Company has to be in the possession of the questions in writing **ultimately on Wednesday 22 May 2019 (16:00h)**.

### **VOTING BY PROXY**

Each shareholder who wants to be represented has to comply with the above mentioned registration and confirmation of participation procedures.

Each shareholder qualified to vote who complies with the formalities for admission to this General Meeting provided for by the law and the Company's Articles of Association may designate one proxy holder to represent him at this General Meeting in accordance with article 547 and 547bis of the Company Code. The appointment of a proxy holder by a shareholder qualified to vote must take place in writing or by means of an electronic form which must be signed by the shareholder.

**The notification of the appointment of a proxy holder** must be made in writing or by electronic means to Euroclear Belgium, to the attn. of Issuer Relations, Koning Albert II-laan 1, 1210 Brussel (email: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46) and must be received **ultimately on Wednesday 22 May 2019 (16:00h)**.

The form to vote by proxy can be found on the website [www.campine.com/investors/shareholders-information/general-meetings](http://www.campine.com/investors/shareholders-information/general-meetings) and is available on request; please contact Karin Leysen at the registered office. Every appointment of a proxy holder has to be made in compliance with Belgian legislation, especially regarding conflict of interest and the register keeping.

### **FORMALITIES**

Every ultimate date mentioned in this invitation, means the ultimate date on which the respective notification has to be in possession of the Company.

The full, unabridged texts of the documents to be presented to this General Meeting are available as of **Friday 26 April 2019** on the website [www.campine.com/investors/shareholder-information/general-meetings-and-financial-publications](http://www.campine.com/investors/shareholder-information/general-meetings-and-financial-publications). From that date, the documents can be consulted at the registered office and are also available – free of charge – on request via letter, fax, tel or email to the registered office attn. Karin Leysen.

### **Contact registered office**

Campine nv  
Karin Leysen  
Nijverheidsstraat 2  
2340 Beerse

tel: 014/60 15 49  
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