

CAMPINE
Limited liability company
Nijverheidsstraat 2
2340 Beerse

Enterprise number: 0403.807.337 (Register of Legal Entities Turnhout)
V.A.T.-Number: BE 0403.807.337

CONVOCATION

The shareholders are kindly invited to attend the Extraordinary General Meeting of Shareholders which will be held on Thursday 23 August 2012 at 09:00 AM at the registered office of the company, Nijverheidsstraat 2, 2340 Beerse in the presence of notary public, Marie-Ghislaine Brosens.

The agenda of this Extraordinary General Meeting of Shareholders reads as follows:

1. Appointment of Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw as independent Board member for a period of 3 years.
The Board has determined that Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw complies with all criteria required by article 526ter of the Company Code and thus can be considered as an independent director in compliance with the law and the company's Corporate Governance Code.
Proposal of resolution: the Extraordinary General Meeting decides to appoint Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw as independent Board member for a period of 3 years, which will, subject to renewal, automatically end after the Annual Meeting of Shareholders of 2015.
Dever Beheer bvba represented by its permanent representative Mr. Chris Depreeuw complies with all criteria required by article 526ter of the Company Code and thus can be considered as an independent director in compliance with the law and the company's Corporate Governance Code.
2. Modification of article 13 of the articles of association by replacing the word "six" by "nine".
Proposal of resolution: the Extraordinary General Meeting decides to replace in article 13 of the articles of association the word "six" by "nine". The modified article 13 shall read as follows: "The company is managed by a Board consisting of at least three members and at maximum nine, each appointed for a period of maximum three years. The directors, shareholders or not, shall be appointed by the general shareholders' meeting for a maximum period of three years. The mandate of a director ends at the occasion of the annual meeting of shareholders until which he was appointed. As long as the general shareholders' meeting does not, for whatever reason, fill a vacancy, the directors of whom the mandate has expired remain in office. Resigning directors can be re-elected. The general shareholders' meeting can dismiss a director at any time."
3. Modification of article 31 of the articles of association by deleting the word "occupation".
Proposal of resolution: the Extraordinary General Meeting decides to delete in article 31 of the articles of association the word "occupation".
The modified article 9 shall read as follows: " Only the shareholders who signed before the beginning of the shareholders' meeting the attendance list mentioning their surname, name and address, or the name and registered office of the company, as well as the amount of shares held, are allowed to participate in the deliberations, the decisions and the voting."
4. Granting special powers for the coordination of the articles of association and for the execution of the resolutions adopted.
Proposal of resolution: the Extraordinary General Meeting decides to grant all powers to the public notary Marie-Ghislaine Brosens, with office in Beerse, in order to draw up, to sign and to file the coordinated version of the articles of association with the clerk's office of the competent commercial court and to fulfill all the administrative formalities in execution of the resolutions

adopted. The Extraordinary General Meeting further decides to grant all powers to each director to execute the resolutions adopted.

ADMISSION FORMALITIES

According to article 536 §2 of the Company Code and article 29 of the articles of association of the company, the right to participate in the Extraordinary General Meeting of Shareholders and to exercise the voting rights at this meeting is only granted on the basis of a mandatory registration of the registered shares in the name of the shareholder, on the fourteenth day preceding the date of the Extraordinary General Meeting, at midnight (Belgian time), either by their registration in the register of shares of the company or by registration in the accounts of an authorized custody account keeper or clearing institution or by delivering bearer shares to a financial intermediary, regardless the number of shares the shareholder owns on the date of the Extraordinary General Meeting. The day and the time as referred to above shall constitute the registration date. The registration date of the Extraordinary General Meeting of 23 August 2012 is 9 August 2012, at 24h.

The shareholder shall notify the company, to the attention of Ms. Karin Leysen, not later than the sixth day preceding the date of the Extraordinary General Meeting (i.e. ultimately on 17 August 2012), of his/her intention to participate in the Extraordinary General Meeting of 23 August 2012. The financial intermediary, or the authorized custody account keeper or the clearing institution, provides the shareholder a certificate indicating the number of bearer shares or dematerialized shares that are respectively submitted or registered in the accounts in the name of the shareholder and with which the shareholders intends to participate in the Extraordinary General Meeting.

Each shareholder entitled to vote who complies with the formalities in order to be admitted to the Extraordinary General Meeting may be represented at the Extraordinary General Meeting by one proxy holder in accordance with article 547bis of the Company Code. If a shareholder entitled to vote owns different forms of shares then he may be represented for each such form of shares as well as for each securities accounts if he holds shares on more than one securities account, by a separate proxy holder as well as if he acts as a qualified person, who acts in his professional capacity for the account of other physical or legal persons, then he may grant a proxy to each of these other physical or legal persons or to a third person designated by them. The appointment of a proxy holder by a shareholder entitled to vote must be done either in writing by filling in the proxy voting form that is made available on the company's website namely www.campine.be. The notification of the appointment of the proxy holder to the company to the attention of Ms. Karin Leysen must be made in writing to the address of the registered office of the company or electronically by sending it to the following email address karin.leysen@campine.be and this not later than the sixth day preceding the date of the Extraordinary General Meeting of shareholders (i.e. ultimately on 17 August 2012).

MANDATORY RIGHTS

According to article 533ter of the Company Code, one or more shareholders holding together at least 3% of the share capital of the company may add items on the agenda or file propositions of decisions relating to topics already on the agenda or to be included on the agenda.

The shareholders prove ownership of the required share of the share capital as referred to above on date the request is made either by a certificate of registration of the relevant shares in the register of shares of the company or by a certificate of the financial intermediary indicating that such number of bearer shares have been delivered or by a certificate issued by an authorized custody account keeper or clearing institution indicating that the required number of dematerialized shares has been registered in their name. The agenda items to be discussed and the resolution proposals that have been put on the agenda shall only be deliberated on if the required share of the share capital as referred to above is registered in accordance with article 536 §2 of the Companies Code and article 29 of the articles of association. The requests may be sent electronically to the company to the following email address karin.leysen@campine.be. and the company must receive these requests not later than the twenty-second day preceding the date of

the Extraordinary General Meeting (i.e. ultimately on 1 August 2012). The company will publish, in accordance with article 533, §2, of the Companies Code, an agenda, not later than on the fifteenth day preceding the date of the Extraordinary General Meeting (i.e. ultimately on 8 August 2012), to which new topics and related resolution proposals and/or mere resolution proposals are added. The company shall simultaneously make the forms for proxy voting available on its website to which the new topics and relating resolution proposals and/or mere resolution proposals are added.

Each shareholder who complies with the formalities as provided for by article 536 of the Company Code and article 29 of the articles of association has the right to ask questions in writing to the directors and/or statutory auditor of the company in advance of the Extraordinary General Meeting in accordance with article 540 of the Company Code. Such questions may be sent to the company per email to the following email address karin.leysen@campine.be and this not later than the sixth day preceding the date of the Extraordinary General Meeting (i.e. ultimately on 17 August 2012).

AVAILABILITY OF INFORMATION

The information referred to in article 533, §2 of the Company Code and the full text of the resolution proposals as well as the forms for proxy voting, shall be made available gratuitously as of 13 July 2012 on the website of the company www.campine.be as well at the registered office where the shareholders entitled to vote may obtain a gratuitous copy of it if the conditions provided for by article 535 third paragraph of the Company Code are fulfilled.

Contact registered office

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