

## **Decision to appoint Dever Beheer bvba**

On recommendation of the Nomination and Remuneration committee the Board decided to propose to the Extraordinary Shareholders' meeting of 23 August 2012 the appointment of Dever Beheer bvba, represented by its permanent representative Mr. Chris Depreeuw, as independent director in compliance with the law of 17 December 2008 and the company's Corporate Governance Code - for a period of 3 years, ending at the occasion of the Shareholders' Meeting of 2015.

In order to be able to formulate this decision the Board applies the following criteria to consider the independency of a director:

1. the director has not been an executive member of the management body, member of the management committee or person entrusted with the daily management, nor in the company nor in an affiliated company or person, during the five years immediately preceding his or her appointment;
2. the director has been a non-executive director for no more than three consecutive terms during a maximum period of 12 years;
3. the director has not been a member of the managerial staff of the company or of an affiliated company or person during the three years immediately preceding his or her appointment;
4. the director does not receive or has not received any remuneration or other significant pecuniary advantage, from the company or from an affiliated company or person, other than the tantièmes and remuneration received in his or her capacity as a non-executive member of the management body or as a member of the supervisory body;
5. the director does not hold any interests in the company that represent 10% or more of the capital or of the corporate funds or of a category of shares of the company, and in any case does not represent a shareholder who falls under the conditions set forth in this point;
6. the director has not or has not had within the past financial year a significant business relationship with the company or with an affiliated company or person, either directly or as a partner, shareholder, member of the management body or member of the managerial staff of the company or of a person that maintains such a relationship;
7. the director is not or has not been at any time during the past three years, a partner or employee of the company's current or former external auditor or of a company or person affiliated to the latter;
8. the director is not an executive member of the management body of another company in which an executive director of the company is a non-executive member of the management body or member of the supervising body, and has no other significant ties with executive directors of the company through his or her involvement in other companies or bodies;
9. the director's spouse, legal cohabitant or relatives to the second degree do not act as a member of the management body, member of the management committee, person entrusted with the daily management or member of the managerial staff ("leidinggevend personeel/ personnel de direction") in the

company or in an affiliated company or person, and do not meet one of the criteria in the criteria mentioned above.

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 of 17 December 2008 and the company's Corporate Governance Code.

The Board of Directors unanimously decided that all criteria are met and proposes to the Extraordinary Shareholders' Meeting the appointment of Dever Beheer bvba, represented by its permanent representative Mr. Chris Depreeuw, as independent director – in compliance with the law of 17 December 2008 and the company's Corporate Governance Code - for a period of 3 years, ending at the occasion of the Shareholders' Meeting of 2015.

Chris Depreeuw (56) is of Belgian nationality and has a long career in the industrial and financial world which started in the building sector. After a 5 year long experience in the Private equity (Flemish Investment Company) he transferred to Desimpel – a brickyard group named after the family. After the introduction on the stock exchange and the sale of Desimpel a few years later, he transferred to Remi Claeys Aluminium (RCA) belonging to the same family. As CEO he restructured this group and realised a growth by investing and takeovers. RCA was also quoted on the stock exchange from 1998 to 2003 when it became a private group after its takeover by SAPA. Afterward (in 2004) Mr. Depreeuw became – and still is - CEO of Oleon, which became a European leader in the niche of oleochemie after a restructuring and growth by investments and takeovers.

Chris Depreeuw was and is independent board member in several companies.

He is appointed Honorary consul for Flanders in Malaysia where Oleon has subsidiaries.

He is also board member at other companies.