

Agenda of the EGM

1.- Special report of the board of directors pursuant to article 602, § 1^{er} of the company Code.-

2.- Special report of the statutory auditor pursuant to article 602, § 1^{er} of the company Code.-

3.- Capital increase by contribution in kind from the limited liability company Ackermans & van Haaren, having its registered office at Begijnenvest 113, 2000 Antwerp, registered under the number 0404.616.494 of 2.256.450 registered shares in the limited liability company Dredging, Environmental & Marine Engineering NV, having its registered office at Scheldekaai 30, 2070 Zwijndrecht, Belgium and registered under the number 0400.473.705 (RLE Antwerp), in consideration of issuance of 12.222.222 new shares to be subscribed at a subscription price of EUR. 45 per share.-

Proposed resolution:

Proposition to increase the capital up to an amount of EUR. 19.954.510,99 to bring it up from EUR. 21.374.971,43 to EUR. 41.329.482,42 by means of a contribution in kind from the limited liability company Ackermans & van Haaren, having its registered office at Begijnenvest 113, 2000 Antwerp and registered under the number 0404.616.494 (“**AvH**”), of 2.256.450 registered shares in the limited liability company Dredging, Environmental & Marine Engineering NV, having its registered office at Scheldekaai 30, 2070 Zwijndrecht, Belgium and registered under the number 0400.473.705 (“**DEME**”), in consideration of issuance of 12.222.222 new shares of the company, without nominal value, to be issued at a subscription price of EUR. 45 per share, it being understood that:

1°) the difference between the total subscription price (EUR. 550.000.000) and the amount of the capital increase (this difference being equal to EUR. 530.045.489,01) shall be recorded to the “issuance premium” account, which constitutes, as the capital, a security for third parties and cannot be reduced unless a regular decision is taken by a general meeting, in accordance with the provisions of the company Code that apply to the modifications of the articles of association.

2°) the new shares shall benefit from the same rights and shall be subject to the same obligations as the existing shares; they shall provide entitlement to any dividend relating to the financial year 2013 and subsequent financial years; they shall be issued in the form of registered shares.

3°) the capital increase referred to above shall be subject to the following conditions precedent:

(i) the approval by the European Commission, pursuant to the Regulation n. 139/2004 dated 20 January 2004 and, when appropriate, by any other authority being competent pursuant to any other applicable law – it being understood that the capital increase referred to above cannot validly be carried out without this approval –, of the AvH's acquisition control over CFE, which shall result from the completion of the capital increase referred to above and from the transfer from the company Vinci Constructions SAS, having its registered office at F-92851 Rueil-Malmaison, 5 Cours Ferdinand-de-Lessep, to AvH of 3.066.440 CFE shares, which shall be followed by a mandatory takeover bid as announced by Vinci SA and AvH in the press release dated 19 September 2013 (hereafter the « Approvals »).

(ii) the Bel20 index has not fallen, at the date of the day preceding the completion of the capital increase, by 25% or more from its closing value at 19 September 2013 (being 2841,30 points), the absence of such fall being assessed on the basis of the closing value at the said date.

It being understood that: (1°) in the event of fulfillment of the conditions precedent referred to above under (i), the capital increase shall be carried out at a date to be agreed between the company, AvH and Vinci SA (but no later than five working days after the confirmation of the Approvals), provided that the condition precedent referred to above under (ii) has been fulfilled too at the date referred under (ii) and (2°) in the event of non-fulfillment of the conditions precedent referred to above under (i) and (ii) (without that AvH having waived to the condition precedent referred to above under (ii)), so that the capital increase has not been carried out at the latest on 30 March 2014, this decision shall be null and void and shall have no effect.

Subject to the same conditions precedent, proposition to replace article 4, first paragraph, of the articles of association of the company, by the following terms for the purpose of bringing it into line with this resolution:

“The subscribed share capital, set at forty-one million, three hundred twenty-nine thousand, four hundred eighty-two euros and forty-two cents (41.329.482,42 €), is represented by twenty-five million, three hundred and fourteen thousand, four hundred eighty-two (25.314.482) shares without nominal value, each representing a fraction of twenty-five million, three hundred and fourteen thousand, four hundred eighty-second (25.314.482nd) of the capital. It is fully paid up”.

Proposition to grant full powers 1°) to two directors acting jointly for the purpose of (i) recording the fulfillment or the non-fulfillment of the conditions precedent referred to above under point 3 and, in the event of fulfillment of these conditions precedent, instructing the acting notary to record the effective completion of the capital increase, as well as the subscription, the full paying-up and the issuance of the new shares and, more

generally, (ii) performing any act and executing any document useful or necessary with a view to give effect to the foregoing and 2°) to the acting notary for the purpose of coordinating the articles of association and proceeding with all formalities for publication and filling related to the foregoing.

4.- Resignation and appointment of directors.-

Proposed resolution:

- Proposition to take act of the resignation of M. Bernard Huvelin, M. Richard Francioli and M. Jean Rossi from their functions as director and to grant discharge to them as directors of CFE,
- Proposition to appoint M. Luc Bertrand, M. Jan Suykens, M. Piet Dejonghe, M. Koen Janssen, M. John-Eric Bertrand and M. Alain Bernard, as directors for a duration expiring at the annual general meeting convened to vote upon the annual accounts of the financial year 2016.

It being understood that all and each of the decisions on propositions referred to above under point 4 are subject to the condition precedent of (i) the completion of the capital increase referred to above under point 3 and (ii) the transfer from Vinci Constructions SAS to AvH of 23,42% (before the capital increase) of its participation in CFE as announced by Vinci SA and AvH in the press release dated 19 September 2013. In the event of fulfillment of both conditions precedent, the decisions shall take effect on the date on which the completion of the capital increase shall be recorded.

- Proposition to grant full powers 1°) to two directors acting jointly for the purpose of recording the fulfillment or the non-fulfillment of the condition precedent referred to above under point 4 and 2°) to the acting notary for the purpose of proceeding with all formalities for publication and filling related to the foregoing.
