



EXMAR NV

Public Limited Company at 2000 Antwerp

De Gerlachekaai 20

VAT BE 0860.409.202 RLP Antwerp

(Free translation)

NOTICE OF ORDINARY GENERAL MEETING OF SHAREHOLDERS

The board of directors invites the shareholders to attend the annual general meeting that will take place on Tuesday, 20 May 2014, at 2.30 p.m. at Schaliënstraat 5 – Delphis Building, 5th Floor, Antwerp.

AGENDA

- 1. Annual report of the board of directors and the statutory auditor on the financial year ended 31 December 2013;**
- 2. Presentation of the consolidated financial statements and approval of the statutory financial statements for the year ended 31 December 2013 and appropriation of the result;**

Proposed resolution: The financial statements for the year 2013, as drawn up by the board of directors, are approved. The general meeting decides to appropriate the result for the year as follows:

• Profit brought forward :	USD	161,027,480.99
• Profit for the period:	USD	52,069,391.23
• Dividend:	USD	-71,865,885.00
• Transfer to the reserves not available for distribution:	USD	-9,347,620.64
• Result to be carried forward :	USD	131,833,366.58

The general meeting decides to pay out a gross dividend of EUR 0.90 per share of which EUR 0.60 was paid in September 2013 as an interim dividend. The net dividend amounts to EUR 0.225 per share (after deduction of 25% withholding tax).

3. Discharge to the directors and the statutory auditor.

Proposed resolution: The general meeting decides as follows:

- Discharge is granted to the directors, *Mr Philippe Bodson (non-executive director), Mr Nicolas Saverys (executive director), Mr Patrick De Brabandere (executive director), Mr François Gillet (independent director), Mr Jens Ismar (independent director), Mr Guy Verhofstadt (independent director), Mr Philippe Vlerick (non-executive director), and Mr Ludwig Criel (non-executive director), Mrs Ariane Saverys (non-executive director) and Mrs Pauline Saverys (non-executive director)* for the exercise of their mandates during the past financial year.
- Discharge is granted to the statutory auditor, KPMG Bedrijfsrevisoren CVBA represented by Mr Filip De Bock for the exercise of his mandate during the past financial year.



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4. Reappointment of Mr. Philippe Vlerick as non-executive director;

Proposed resolution: The meeting decides, on the proposal of the board of directors and following the opinion of the nomination and remuneration committee, to reappoint Mr Philippe Vlerick as non-executive director for a term of three years (2017).

5. Reappointment of Mr. Ludwig Criel as non-executive director;

Proposed resolution: The meeting decides, on the proposal of the board of directors and following the opinion of the nomination and remuneration committee, to reappoint Mr Ludwig Criel as non-executive director for a term of three years (2017).

6. Acknowledgement of dismissal as director;

Proposed resolution: The meeting acknowledges the dismissal as independent director of Mr. François Gillet as per 20 May 2014.

7. Nomination of Mr. Howard Gutman as independent director;

The board of directors proposes to nominate Mr. Howard Gutman as independent director. Mr Gutman has the American nationality; he is lawyer and was US ambassador of Belgium from 2009 till 2013.

The criteria to assess the independence of Mr Howard Gutman are the criteria as provided for in article 526ter of the Code of Companies. Moreover, Gutman expressly stated and the board of directors is of the opinion that he does not have any ties with the company that could compromise his independence.

Proposed resolution: The meeting decides, on the proposal of the board of directors and following the opinion of the nomination and remuneration committee, to appoint Mr Howard Gutman as independent director for a term of three years (2017).

8. Notification and approval of the remuneration report;

Proposed resolution: The annual general meeting approves the remuneration report.