



FAGRON

Company limited by shares, making or having made a public appeal on savings
("Naamloze vennootschap die een openbaar beroep op het spaarwezen doet of heeft gedaan")

Venecoweg 20a

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Belgium

VAT BE 0890.535.026

RLE Ghent (division Ghent)

CONVOCATION

The board of directors of Fagron NV (the **Company**) has the honour of inviting the holders of securities and warrants to attend (i) the annual general shareholders' meeting of the Company which will be held at Crown Plaza, Gerard le Grellelaan 10, 2020 Antwerp, Belgium, on Monday 14 May 2018 at 3 p.m. CET (Belgian time) and (ii) the extraordinary general shareholders' meeting which will take place subsequently at the same location at 4.30 p.m. CET (Belgian time) in the presence of associated civil-law notary Annekatrien Van Oostveldt, civil-law notary in Antwerp, district Merksem, in substitution of her colleague civil-law notary Liesbet Degroote, civil-law notary in Kortrijk (second canton), legally prevented *ratione loci*, and if the quorum required by law to validly deliberate and vote is not reached at this meeting, to attend a second extraordinary general shareholders' meeting with the same agenda containing the same motions to vote which will take place on 4 June 2018 at 4.30 p.m. CET (Belgian time) at the office of associated civil-law notary Annekatrien Van Oostveldt, civil-law notary in Antwerp, district Merksem, in substitution of her colleague civil-law notary Liesbet Degroote, civil-law notary in Kortrijk (second canton), legally prevented *ratione loci*, or at such other place as will be indicated at that place at that time, each time with the following agenda, containing proposed resolutions.

I. Agenda of the annual general meeting

1. Reading of, discussion and comments on the board of directors' annual report and the statutory auditor's report on the 2017 annual financial statements.

Comment to the agenda item: The board of directors requests the general meeting to review the board of directors' annual report and the statutory auditor's report on the 2017 annual financial statements. Both reports are available on the website (www.fagron.com) as from today.

2. Discussion and approval of the annual financial statements closed on 31 December 2017.

Motion to vote: Approval of the financial statements closed on 31 December 2017.

3. Allocation of the result of the financial year closed on 31 December 2017.

Motion to vote: Approval of the allocation of the result, including payment of a dividend, as included in the annual financial statements.



4. Discussion and approval of the remuneration report as included in the board of directors' annual report.

Motion to vote: Approval of the remuneration report as included in the board of directors' annual report.

5. Announcement of the consolidated annual financial statements and the consolidated reports.

Comment to the agenda item: The board of directors requests the general meeting to take note of the consolidated annual financial statements and the consolidated reports, which will be available on the website (www.fagron.com) as from today.

6. Granting discharge to the members of the board of directors.

Motion to vote: Granting discharge by means of a separate vote to the directors in charge during the financial year 2017 regarding the mission fulfilled by them in the course of the financial year.

7. Granting discharge to the statutory auditor.

Motion to vote: Granting discharge by means of a separate vote to the statutory auditor in charge during the financial year 2017 regarding the mission fulfilled by him in the course of the financial year.

8. Explanation and discussion of Corporate Governance at Fagron NV.

Comment to the agenda item: The board of directors will provide an explanation of the Corporate Governance policy at Fagron NV during the financial year 2016. In this context, the board of directors refers to (i) the Corporate Governance Charter available on the website (www.fagron.com) and (ii) the Corporate Governance Statement as included in the annual report, which is also available on the website.

9. Application of article 556 of the Belgian Companies Code – the ISDA 2002 Master Agreement dd 7 March 2018 between the Company and ING Belgium NV/SA and schedules dd 7 March 2018 to the ISDA Master Agreement (the **ING ISDA Agreements**), the ISDA 2002 Master Agreement dd 23 May 2017 between the Company and KBC Bank NV and schedules dd 23 May 2017 to the ISDA Master Agreement (the **KBC ISDA Agreements**), the ISDA 2002 Master Agreement dd 10 January 2018 between the Company and HSBC Bank PLC and schedules dd 10 January 2018 to the ISDA Master Agreement (the **HSBC ISDA Agreements**), the ISDA 2002 Master Agreement dd 9 June 2017 between the Company and Commerzbank Aktiengesellschaft and schedules dd 9 June 2017 to the ISDA Master Agreement (the **Commerzbank ISDA Agreements**), and the ISDA 2002 Master Agreement dd 27 July 2017 between the Company and BNP Paribas Fortis NV/SA and schedules dd 27 July 2017 to the ISDA Master Agreement (the **BNP Paribas Fortis ISDA Agreements**, together with the ING ISDA Agreements, the KBC ISDA Agreements, the HSBC ISDA Agreements and the Commerzbank ISDA Agreements, the **ISDA Agreements**),



Comment to the agenda item: The board of directors proposes that in accordance with article 556 of the Belgian Companies Code, the provisions of the ISDA Agreements, and in particular the provisions granting rights to third parties (in this case the hedge counterparties in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company, be approved (with inclusion of but not limited to article 5 (b)(v) (Terminations Events- Credit Event Upon Merger) of the ISDA Agreements).

Motion to vote: In accordance with article 556 of the Belgian Companies Code, approval of the provisions of the ISDA Agreements, and in particular the provisions granting rights to third parties (in this case the hedge counterparties in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company (with inclusion of but not limited to article 5 (b)(v) (Terminations Events- Credit Event Upon Merger) of the ISDA Agreements).

10. Application of article 556 of the Belgian Companies Code – EUR 80,000,000 term loan facility agreement dd 27 October 2017 between, among others, the Company and ING Belgium NV/SA and ABN Amro Bank N.V. as mandated lead arrangers and KBC Bank NV and BNP Paribas Fortis NV/SA as arrangers and ING Bank N.V. as agent (**Term Loan Facility Agreement**).

Comment to the agenda item: The board of directors proposes that in accordance with article 556 of the Belgian Companies Code, the provisions of the Term Loan Facility Agreement, and in particular the provisions granting rights to third parties (in this case the lenders in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company, be approved (with inclusion of but not limited to article 7.2 (Change of control) of the Term Loan Facility Agreement).

Motion to vote: In accordance with article 556 of the Belgian Companies Code, approval of the provisions of the Term Loan Facility Agreement, and in particular the provisions granting rights to third parties (in this case the lenders in the event of a change of control with respect to the Company) that affect the Company's equity, or due to which a debt or obligation arises which is chargeable to the Company, and where exercising these rights is dependent on a public offer on the shares of the Company or a change of control exerted on the Company (with inclusion of but not limited to article 7.2 (Change of control) of the Term Loan Facility Agreement).

11. Information concerning the remuneration of non-executive directors and granting remuneration to the president of the board of directors.

Comment to the agenda item: The shareholders acknowledge that the annual remuneration payable to the non-executive directors, as approved by the shareholders in the Shareholders'



Meeting of 8 May 2017, will remain unchanged for the year 2018. On the advice of the Appointment and Remuneration Committee, the board of directors proposes to grant the chairman of the board of directors an annual fee of 100,000 euros, irrespective of the number of committees that the chairman is a member of as from 2018 onwards.

Motion to vote: The shareholders decide that the annual remuneration payable to the non-executive directors, as approved by the shareholders in the Shareholders' Meeting of 8 May 2017, will remain unchanged for the year 2018. The shareholders decide to grant the chairman of the board of directors an annual fee of 100,000 euro as from 2018 onwards irrespective of the number of committees that the chairman is a member of.

12. Information concerning the remuneration of Statutory Auditor

Motion to vote: Approval of the remuneration of the statutory auditor for auditing the Company during the accounting year 2017 as included in the annual report at 110,390 euro.

Approval of the remuneration of the statutory auditor for auditing the Company (including the consolidation and the half-year audit) for the accounting year 2018 as included in the annual report at 112.000 euro, excluding VAT and expenses. This amount may be adjusted annually in line with adjustments in the Consumer Price Index or as agreed between the parties.

13. Approval of the cooptation by the board of directors of Management Deprez BVBA, permanently represented by Mrs. Veerle Deprez as independent non-executive director.

Comment to the agenda item: Ratification of the decision of the board of directors to appoint Management Deprez BVBA, permanently represented by Mrs. Veerle Deprez as independent non-executive director of the Company as from 8 May 2017 to complete the term of the mandate of Mr. Robert Peek.

Veerle Deprez created in 1987, together with her brother Hein Deprez, the foundation for what later on became the Univeg Group. Through acquisitions, Univeg became a vertically integrated group specialized in the production, packing and distribution of fruit and vegetables. In 2003 and 2004, Univeg acquired Peltracom and Agrofino, two companies active in potting soils, soil improvers and substrates. In 2005, the Deprez family took a stake in Pinguin, a Euronext quoted company, market leader in frozen vegetables. The range was extended with canned vegetables with the acquisition of Noliko in 2011. The three companies, Univeg, Pinguin and Peltracom, merged in 2015, the whole group being called now Greenyard. Greenyard is a global market leader in fresh, fresh frozen and prepared fruits and vegetables, flowers and plants, growing media and substrates and delivers to the majority of Europe's leading retailers.

Motion to vote: Approval of the appointment of Management Deprez BVBA, permanently represented by Mrs. Veerle Deprez as independent non-executive director of the Company as from 8 May 2017 to complete the term of the mandate of Mr. Robert Peek. This appointment expires immediately after the annual general shareholders' meeting of 2018 relating to the financial year closed on 31 December 2017. The mandate of Management Deprez BVBA,



permanently represented by Mrs. Veerle Deprez will be remunerated in accordance with the decisions taken in this respect by the shareholders' meeting.

14. Approval of the cooptation by the board of directors of Rafael Padilla as executive director.

Comment to the agenda item: Ratification of the decision of the board of directors to appoint Rafael Padilla as executive director of the Company as from 6 February 2018 to complete the term of the mandate of Mr. Hans Stols.

Rafael Padilla is Chief Executive Officer of Fagron. Rafael graduated from the University of Barcelona in Pharmaceutical Sciences and later completed the post-graduate program for management development (PMD) at IESE Business School. He started working as a pharmacist for Fagron in the Netherlands in 2002. In 2010 he became responsible for the activities of Fagron in South America and Southern Europe. In November 2017, Rafael was appointed CEO of Fagron.

Motion to vote: Approval of the appointment of Rafael Padilla as executive director of the Company as from 6 February 2018 to complete the term of the mandate of Mr. Hans Stols. This appointment expires immediately after the annual general shareholders' meeting of 2018 relating to the financial year closed on 31 December 2017. The mandate of Rafael Padilla will be non-remunerated.

15. Reappointment of an executive director.

Comment to the agenda item: On the advice of the Appointment and Remuneration Committee, the board of directors proposes that Mr. Rafael Padilla be reappointed as executive director for a term of 4 years.

Rafael Padilla is Chief Executive Officer of Fagron. Rafael graduated from the University of Barcelona in Pharmaceutical Sciences and later completed the post-graduate program for management development (PMD) at IESE Business School. He started working as a pharmacist for Fagron in the Netherlands in 2002. In 2010 he became responsible for the activities of Fagron in South America and Southern Europe. In November 2017, Rafael was appointed CEO of Fagron.

Motion to vote: The general meeting reappoints Mr. Rafael Padilla as executive director for a term of 4 years. Mr. Padilla's assignment will end immediately after the annual general meeting in the year 2022. The mandate of Rafael Padilla will be non-remunerated.

16. Reappointment of an executive director.

Comment to the agenda item: On the advice of the Appointment and Remuneration Committee, the board of directors proposes that Mrs. Karin de Jong be reappointed as executive director for a term of 4 years.



Karin de Jong is CFO of Fagron since May 2016. Karin has been working for Fagron since 2008, where she started as business controller. In 2013 she was appointed group controller. After graduating in business administration, accounting and control, Karin completed the post-graduate register controller degree at Erasmus University in Rotterdam, the Netherlands.

Motion to vote: The general meeting reappoints Mrs. Karin de Jong as executive director for a term of 4 years. Mrs. De Jong's assignment will end immediately after the annual general meeting in the year 2022. The mandate of Karin de Jong will be non-remunerated.

17. Reappointment of an independent non-executive director.

Comment to the agenda item: On the advice of the Appointment and Remuneration Committee, the board of directors proposes that Management Deprez BVBA, permanently represented by Mrs. Veerle Deprez be reappointed as independent non-executive director in accordance with and fulfilling all independence criteria as foreseen in article 526ter of the Belgian Companies Code and/or as foreseen in the Belgian Corporate Governance Code 2009 for a term of 4 years. She will be remunerated in accordance with the principles as established for the non-executive directors.

Veerle Deprez created in 1987, together with her brother Hein Deprez, the foundation for what later on became the Univeg Group. Through acquisitions, Univeg became a vertically integrated group specialized in the production, packing and distribution of fruit and vegetables. In 2003 and 2004, Univeg acquired Peltracom and Agrofino, two companies active in potting soils, soil improvers and substrates. In 2005, the Deprez family took a stake in Pinguin, a Euronext quoted company, market leader in frozen vegetables. The range was extended with canned vegetables with the acquisition of Noliko in 2011. The three companies, Univeg, Pinguin and Peltracom, merged in 2015, the whole group being called now Greenyard. Greenyard is a global market leader in fresh, fresh frozen and prepared fruits and vegetables, flowers and plants, growing media and substrates and delivers to the majority of Europe's leading retailers.

Motion to vote: The general meeting reappoints Management Deprez BVBA permanently represented by Mrs. Veerle Deprez, as independent non-executive director for a term of 4 years. Management Deprez BVBA, permanently represented by Mrs. Veerle Deprez's assignment will end immediately after the annual general meeting in the year 2022.

18. Power of attorney.

Motion to vote: Granting of power of attorney to Mr. Johan Verlinden, choosing as address Venecoweg 20a, 9810 Nazareth, Belgium, authorized in representing the company regarding fulfilment of the filing and disclosure obligations as set out in the Belgian Companies Code. This power of attorney entails that the authorized person may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to filing the aforementioned decision making with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Bulletin of Acts, Orders and Decrees.



19. Miscellaneous.

II. Agenda of the extraordinary general meeting

The agenda, the comments from the Board of Directors and the motions to vote of the Company's extraordinary general shareholders' meeting are the following:

1. Approval of the Warrant Plan 2018, in accordance with article 7.13 of the Belgian Corporate Governance Code.

Motion to vote: Upon proposal of the Board of Directors, assisted by the Nomination and Remuneration Committee, suggests the approval of the Warrant Plan 2018 as published on the website (www.fagron.com), in accordance with article 7.13 of the Belgian Corporate Governance Code.

2. Application of article 556 of the Belgian Companies Code (BCC) – Warrant Plan 2018.

Motion to vote: In accordance with article 556 BCC, approval of the provisions of and actions pursuant to the Warrant Plan 2018, and in particular the provisions granting rights to third parties (in this case the beneficiaries of the Warrant Plan 2018) that affect the Company's equity, or due to which a debt or obligation arises to the Company, and where exercising these rights is dependent on a public offer on the Company's shares or a change of control exerted on the Company.

3. Reading of and discussing on:

- *The special report of the Board of Directors in accordance with articles 583 and 596 juncto 598 BCC, regarding the issuance of 1,300,000 warrants (the Warrants) which each give the right to subscribe to one of the Company's shares with cancellation of preferential subscription rights to the benefit of certain employees of the Company and its subsidiaries and to the benefit of current and future self-employed workers of the Company and its subsidiaries; and*
- *The special report of the auditor of the Company in accordance with articles 593 juncto 598 BCC regarding the issuance of the Warrants with cancellation of the preferential subscription rights to the benefit of certain employees of the Company and its subsidiaries and to the benefit of current and future self-employed workers of the Company and its subsidiaries.*

Comment to the agenda item: the Board of Directors requests the extraordinary general shareholders' meeting to review the special report of the Board of Directors in accordance with articles 583 and 596 juncto 598 BCC and the special report of the auditor of the Company in accordance with articles 593 juncto 598 BCC.



4. Issuance of Warrants and determination of the issue conditions of the Warrants.

Motion to vote: Issuance of 1,300,000 Warrants and determination of the issue conditions of the Warrants in accordance with the Warrant Plan 2018. The Warrants will have a term of 5 years from the date of the offer and will be granted for free as described in the Warrant Plan 2018. In accordance with the Warrant Plan 2018 the Warrants will be granted to certain employees of the Company and its subsidiaries and to current and future self-employed employees of the Company and its subsidiaries. The issue price shall be equal to the lowest of (a) the average of the closing stock prices of the Company's shares over the 30 calendar days' period immediately preceding the offer and (b) the lowest closing price prior to the day of the offer, taking into account that the issue price of the Warrants granted to persons that are not employees of the Company or its subsidiaries in accordance with article 598, paragraph 2 BCC shall not be lower than the average closing price of the Company's share within a period of 30 days prior to the issue date.

5. Resolution to increase the capital under the condition precedent of the exercise of the Warrants and recording thereof in a notarial deed and by issuing a number of ordinary shares of the Company with the same rights and benefits as the existing shares of the Company.

Motion to vote: Increase of the Company's share capital, under the condition precedent of the offer, the acceptance and the exercise of the Warrants and the recording of the capital increase in a notarial deed with an amount equal to the product of (i) the number of shares issued upon exercise of the Warrants and (ii) the exercise price or, in the event that this exceeds the par value, the par value of the Company's existing ordinary shares at the moment of exercising, and by issuing a number of the Company's ordinary shares that will share in any profit for the financial year in which the underlying warrants are exercised and all following financial years; any positive difference between the issue price of the Warrants and the amount of the capital increase will serve as an issue premium, which will be booked on an unavailable reserve "issue premium", which will form a guarantee toward third parties in the same manner as the Company's capital and which can only be decreased or distributed in accordance with the conditions required by the Belgian Companies Code for a modification of articles of association.

6. Cancellation of the preferential subscription right of the existing shareholders (i) to the benefit of certain employees of the Company and its subsidiaries, (ii) to the benefit van current and future self-employed employees of the Company and its subsidiaries and (iii) to the benefit of the following specific persons that are not employees of the Company or one of its subsidiaries: Rafael Padilla, Ivan Marostica, Daan Vermeulen, Johan Verlinden and Céline Caveye (or their respective management companies).

Motion to vote: Cancellation of the preferential subscription right of the existing shareholders in the context of the issuance of the Warrants (i) to the benefit of certain employees of the Company and its subsidiaries, (ii) to the benefit of current and future self-employed employees of the Company and its subsidiaries and (iii) to the benefit of the following specific persons that are not employees of the Company or one of its subsidiaries: Rafael Padilla, Ivan Marostica, Daan Vermeulen, Johan Verlinden and Céline Caveye (or their respective management companies).



7. Subscription to the Warrants.

Motion to vote: Granting of the Warrants to the Company, with a view to offer and grant them to employees of the Company and its subsidiaries, to current and future self-employed employees of the Company and its subsidiaries and to Rafael Padilla, Ivan Marostica, Daan Vermeulen, Johan Verlinden and Céliné Caveye (or their respective management companies), based on the recommendations of the Nomination and Remuneration committee in the context of the Warrant Plan 2018. The Company cannot exercise the Warrants itself.

8. Power of attorney to the members of the Board of Directors.

Motion to vote: Granting of a power of attorney to every member of the Board of Directors, acting independently, with the possibility of substitution, to determine the exercise of the Warrants, the realization of the capital increase possibly resulting therefrom (including the incorporation of the issue premium, as the case may be) and the issuance of the shares, to execute the notarial deeds concerning the recording of the capital increases as a result of the exercising of the Warrants, to modify the articles of association in order to adapt these to the new share capital amount and the new number of shares as a consequence of the exercise, and to practically organize the execution modalities, the registration in the Company's share register, the application for dematerialisation or admission to trading of the shares on Euronext Brussels and Euronext Amsterdam.

9. Coordination of the articles of association – Publication formalities.

Motion to vote: Approval of the assignment to each director of the Company individually, with the right of subrogation, and to the notary public of the powers to coordinate, deposit and publish the articles of association of the Company in order to reflect the changes and amendments in accordance with the foregoing resolutions.

10. Power of attorney.

Motion to vote: Power of attorney to Mr Johan Verlinden, with the possibility of substitution, choosing as address Venecoweg 20a, 9810 Nazareth, and to Mrs Susana Gonzalez-Melon, with the possibility of substitution, choosing as address Tervurenlaan 268A, 1150 Sint-Pieters-Woluwe, to act individually in representing the Company regarding fulfilment of the filing and disclosure obligations as set out in the Belgian Companies Code. This power of attorney entails that the authorised person may take all necessary and useful actions and sign all documents relating to these filing and disclosure obligations, including but not limited to filing the aforementioned decision making with the competent registry of the commercial court, with a view to publication thereof in the Annexes to the Belgian Bulletin of Acts, Orders and Decrees.

Quorum

According to the BCC, a quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders' meeting for the deliberation and voting on the items 4, 5, 6 and 7 referred to in the aforementioned agenda of the extraordinary general shareholders'



meeting. If this quorum is not reached, a second extraordinary general shareholders' meeting will be convened for these agenda items, unless, as the case may be, decided otherwise on behalf of the Board of Directors, and the quorum requirement will not apply to the second meeting.

Voting and majority

Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the items 4, 5, 6 and 7 referred to in aforementioned agenda of the extraordinary general shareholders' meeting shall be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders.

In accordance with applicable law, the proposed resolutions under the other items of the agenda of the extraordinary general shareholders' meeting shall be passed if they are approved by a majority of 50% of the votes validly cast by the shareholders.

Admission conditions

The right to attend the annual general shareholders' meeting and the extraordinary general shareholders' meeting, and to exercise the voting right during such meeting, shall be granted solely based on the administrative registration of the shares in the shareholder's name at 24:00 CET (Belgian time) on 30 April 2018, either (i) through the registration of the registered shares in the Company's shares register, or (ii) in the event of dematerialised shares, by their registration in the accounts of a certified account holder or intermediary, irrespective of the number of shares that the shareholder is holding on the actual date of the general meeting. The time and date given above is the registration date. The certified account holder or intermediary shall provide the shareholder with a certificate proving with how many dematerialised shares that were registered in its accounts in the shareholder's name as at the registration date the shareholder has indicated to participate in the general meeting.

The shareholder shall report no later than on 8 May 2018 that he/she wishes to participate in the annual general shareholders' meeting and the extraordinary general shareholders' meeting. This must be reported via the shareholdersportal of ABN AMRO which is available on www.abnamro.com/evoting or by email (johan.verlinden@fagron.com) or by letter FAO Johan Verlinden, Venecoweg 20a, 9810 Nazareth, Belgium.

Representatives or intermediaries of shareholders willing to attend the annual general meeting are invited to confirm their attendance to ABN AMRO via www.abnamro.com/intermediary no later than on 8 May 2018 at 24:00 CET (Belgian time), and will indicate the number of shares in the company which (i) were held by the represented shareholder on 30 April 2018 at 24:00 CET, and (ii) are registered to vote at the annual general meeting, including the name of the representative or intermediary and its contact details.

Holders of bonds, warrants or certificates issued with the Company's cooperation are permitted to attend the general meeting on the condition of compliance with the admission conditions applicable to shareholders.

Participants are invited to arrive from 14:15 CET (Belgian time) onwards on 14 May 2018 in order to enable smooth processing of registration formalities.

The possibility of submitting agenda items and/or motions for voting



In accordance with article 533ter of the Belgian Companies Code, one or more shareholders that jointly hold at least 3% of the capital shall have the right to have items placed on the agenda of the general meeting and to submit motions for voting concerning the items (to be placed) on the agenda. Such requests are to be submitted by email to johan.verlinden@fagron.com, no later than on 22 April 2018. More detailed information on the conditions for making use of this option is available on the Company website (www.fagron.com).

No later than on 27 April 2018, the agenda, with any such additions, will be published in the Belgian Bulletin of Acts, Orders and Decrees, a national newspaper and a European-wide medium.

Right to ask questions

During the general meeting, the directors shall answer the questions asked by the shareholders during the meeting or submitted in writing before the meeting regarding their report or the agenda items, such in accordance with the applicable legal provisions. The statutory auditor shall also answer the questions asked by the shareholders during the meeting or submitted in writing before the meeting regarding his report. Questions are to be submitted by email to johan.verlinden@fagron.com, no later than on 8 May 2018. More detailed information on the right to ask questions is available on the Company website (www.fagron.com).

Proxies and voting instructions

Shareholders who wish to be represented by a different person at the meeting can indicate this via www.abnamro.com/evoting no later than 8 May 2018 at 24:00 CET (Belgian time). Moreover, shareholders can give voting instructions to Johan Verlinden, Global Legal Affairs Director via www.abnamro.com/evoting. In addition, shareholders can make use of the proxy form as prepared by the board of directors. A copy is available at the company's statutory office. The proxy form is also available on the company website (www.fagron.com). No other proxy forms will be accepted. This proxy must be filed at the company's statutory office, for the attention of the board of directors, or sent by email to johan.verlinden@fagron.com, in either case no later than at 24:00 CET (Belgian time) on 8 May 2018.

Availability of documents

As from 13 April 2018, during working days and during the normal opening hours of the office, the shareholders and holders of warrants may review the documents to be presented to the general meeting, the motions to vote or, if the item to be presented does not require any decision, a comment from the board of directors for each agenda item to be discussed, and the forms to be used for voting by proxy, at the company's statutory office.

Any further information that must be made available in accordance with the provisions of article 533bis, paragraph 2 of the Belgian Companies Code shall be made available on the company website (www.fagron.com) or via ABN AMRO (www.abnamro.com/evoting) no later than on 13 April 2018.

The original Dutch version of this document is available. In matters of any misinterpretation, the Dutch version will prevail.

The board of directors