



**Naamloze Vennootschap**

Nijverheidsstraat 2, 2340 Beerse

BTW BE0403.807.337 – RPR Turnhout

## **Minutes of the ordinary general meeting of shareholders, held at Martin's Klooster, O.L.Vrouwstraat 18, 3000 Leuven on Tuesday 28 May 2019**

---

The meeting is opened at 11.00 o'clock, under the presidency of Mr Patrick De Groot. The Chairman appoints Karin Leysen as Secretary and Willem De Vos as "Schuiner".

The Chairman states that 1.097.416 shares were registered for participation to the general meeting and that according to the attendance list 1.091.825 shares, representing the same number of votes, are present or represented at the meeting.

The Chairman states that the invitation of the current meeting was published in compliance with legislation and articles of association of the company on 26 April 2019 in the written press: Belgisch Staatsblad and De Standaard and on the website of Campine NV, E-corporate, Nasdaq. He presents the proof of these publications.

The Chairman concludes that the current meeting was convened in compliance with legislation and that the meeting can decide upon the following agenda:

1. Reading and discussion about the report of the Board of Directors, the annual accounts and consolidated annual accounts of the financial year closed on 31 December 2018.
2. Reading of and discussion about the Auditor's Report on the above mentioned accounts.
3. Approval of the annual accounts of the financial year closed on 31 December 2018  
*Resolution proposal: The Ordinary General Meeting approves the annual accounts of the financial year closed on 31 December 2018.*
4. Approval of the appropriation of the result of the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting decides to appropriate the result of the financial year closed on 31 December 2018 as proposed by the Board of Directors. The Ordinary General Meeting decides to distribute a dividend of € 1,875 mio (this means € 1,25 gross per share) against presentation of coupon no 10, with payment date: 14 June 2019 (ex-date: 12 June 2019 and record date: 13 June 2019).*
5. Approval of the Remuneration Report of the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting approves the Remuneration Report of the financial year closed on 31 December 2018.*

6. Discharge to the Board members for the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting grants discharge to the Board members for the execution of their mandate during the financial year closed on 31 December 2018.*
7. Discharge to the Auditor for the financial year closed on 31 December 2018.  
*Resolution proposal: The Ordinary General Meeting grants discharge to the Auditor for the execution of his mandate during the financial year closed on 31 December 2018.*
8. Statutory nominations:
  - a. The mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote is expiring. Proposal to renew the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.  
*Resolution proposal: The Ordinary General Meeting approves the renewal of the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*
  - b. The mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos is expiring. Proposal to renew the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.  
*Resolution proposal: The Ordinary General Meeting approves the renewal of the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Ordinary General Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year.*

9. Any other business

After having presented the documents, the Chairman opens the discussion regarding the approval of the annual accounts.

Afterwards the Chairman leads the voting.

For each decision 1.091.825 valid votes were noted, which represent 72,7883 % of the share capital.

3. The Annual Meeting approves the annual accounts of the financial year closed on 31 December 2018:
  - Unanimously (no votes against or abstention).
4. The Annual Meeting The Annual Meeting decides to appropriate the result of the financial year closed on 31 December 2017 as proposed by the Board of Directors. *The Annual Meeting decides to distribute a dividend of € 1,875 mio (this means € 1,25 gross per share) against presentation of coupon no 10, with payment date: 14 June 2019 (ex-date: 12 June 2019 and record date: 13 June 2019).*
  - Unanimously (no votes against or abstention).
5. The Annual Meeting approves the Remuneration Report of the financial year closed on 31 December 2018:
  - Unanimously (no votes against or abstention).
6. The Annual Meeting grants discharge to the Board members for their responsibilities during the financial year closed on 31 December 2018:
  - Unanimously in (no votes against or abstention).
7. The Annual Meeting grants discharge to the Auditor for his responsibilities during the financial year closed on 31 December 2018:
  - Unanimously in (no votes against or abstention).
8. Statutory nominations:
  - 8a The Annual Meeting approves the renewal of the mandate of DELOX BVBA, represented by its permanent representative Mr Patrick De Groote as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Annual Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year:
    - Unanimously in (no votes against or abstention).
  - 8b The Annual Meeting approves the renewal of the mandate of ZENDICS BVBA, represented by its permanent representative Mr Willem De Vos as Board member for a period of 4 years. The mandate ends automatically, unless renewed, after the Annual Meeting held in 2023. The Directors' remuneration amounts to € 14.000 for 2019. According to the Articles of Association the amount is automatically increased by € 250 on the first day of each new financial year:
    - unanimately (no votes against or abstention).

The agenda being handled, the minutes of the meeting are read. After approval the document is signed by the officers and shareholders who wish so.

The meeting is closed.

the Secretary

the Chairman

the Schuiner