



ETEX NV
PassPort Building
Luchthaven Brussel Nationaal, Gebouw 1K
1930 Zaventem
Register of legal entities 0400.454.404 (Brussels)
www.etexgroup.com

The Board of Directors of Etex NV (the “**Company**”) invites the holders of securities issued by the Company to (i) the annual general shareholders’ meeting of the Company, followed by (ii) a special general shareholders’ meeting of the Company. The shareholders’ meetings will be held at the registered office of the Company, **PassPort Building, Luchthaven Brussel Nationaal, Gebouw 1K, 1930 Zaventem**, on **Wednesday 22 May 2019** and will start at **3 p.m. CET**.

The agenda and proposed resolutions for the annual and special general shareholders’ meetings, which, as the case may be, can be amended at the meeting by the Chairman of the Board of Directors, are as follows:

I. Annual general shareholders’ meeting

1. Reports on the statutory financial statements

Communication of and discussion on the annual report of the Board of Directors and the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2018.

2. Approval of the statutory financial statements, allocation of the result and setting of dividend

Communication and approval of the statutory financial statements for the financial year ended on 31 December 2018, and of the proposed allocation of the result.

Proposed resolution: approval of the statutory financial statements for the financial year ended on 31 December 2018, including the allocation of the result and the distribution of a gross dividend of EUR 0.58 per share. The dividend will be payable as of 1 July 2019.*

** For information purposes only, the net dividend will be EUR 0.406 per share in case of 30% Belgian withholding tax.*

3. Reports on the consolidated financial statements

Communication of and discussion on the annual report of the Board of Directors and the report of the statutory auditor on the consolidated financial statements for the financial year ended on 31 December 2018.

4. Communication of and discussion on the consolidated financial statements

Communication of and discussion on the consolidated financial statements for the financial year ended on 31 December 2018.

5. Discharge from liability to the directors

Proposed resolution: to grant discharge from liability to the directors of the Company who were in office during the financial year ended on 31 December 2018 for the performance of their duties during said financial year.

6. Discharge from liability to the statutory auditor

Proposed resolution: to grant discharge from liability to the statutory auditor of the Company for the performance of his duties during the financial year ended on 31 December 2018.

7. Renewal of director

Taking into account the advice of the Selection and Remuneration Committee, the Board of Directors recommends adopting the following resolution.

Proposed resolution: to renew the mandate of Mrs. Bernadette Spinoy as director of the Company for a term of three years, with immediate effect and until the closing of the general shareholders' meeting of 2022.

8. Filing – Powers

Proposed resolution: without prejudice to other delegations of powers to the extent applicable, granting powers to An Winters, Olivier Van Wouwe and Carine Valvekens, each individually and with power to substitute, for any filings and publication formalities in relation to the above resolutions.

II. Special shareholders' meeting

9. Approval in accordance with article 556 of the Companies Code

Proposed resolution: Approval, as far as needed and applicable, in accordance with article 556 of the Companies Code, of Article 9.6 (Change of control) and all other terms and conditions in the facility agreement dated 11 October 2018 between Etex NV and, inter alia, BNP Paribas Fortis SA/NV, ING Bank N.V., and KBC Bank NV, Commerzbank Aktiengesellschaft, Filiale Luxembourg, Crédit Agricole, Corporate and Investment Bank, HSBC Bank PLC, UniCredit Bank AG, Belfius Bank NV, Banco Santander S.A. (Paris Branch), Banco Bilbao Vizcaya Argentaria S.A. (Belgian Branch) and Landesbank Hesse-Thüringen Girozentrale, which may grant rights that either could have an impact on the Company's equity or could give rise to a liability or obligations of the Company in case of a change of control over the Company.

10. Powers

Proposed resolution: Without prejudice to other delegations of powers to the extent applicable, granting powers to An Winters, Olivier Van Wouwe and Carine Valvekens, each individually and with power to substitute, for any filings and publication formalities in relation to the above resolution.

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Admission requirements for the shareholders' meetings and time to address written questions

In accordance with article 26 of the articles of association of the Company:

- the owners of dematerialized shares must provide by 15 May 2019 at the latest a certificate stating the unavailability of their shares until the date of the shareholders' meetings at the registered office of the Company or the registered office or agency of any of the following institutions:

BNP Paribas Fortis
Belfius Bank
Degroof Petercam Bank

- the owners of registered shares must notify the Company of their intention to attend the shareholders' meetings or to appoint a representative at the latest by 15 May 2019.

If shareholders wish to submit written questions to the directors or the statutory auditors of the Company with respect to their reports or an item on the agenda, they must address these to the Company by regular mail (Etex NV, Chief Legal Officer, PassPort Building, Luchthaven Brussel Nationaal, Gebouw 1K, 1930 Zaventem) or electronically (e-mail: shareholders@etexgroup.com) by 15 May 2019 at the latest.

This document has been translated for information purposes only. Whilst every effort has been made to ensure that the English version is a faithful and accurate translation of the Dutch text, only the latter is a legally valid document.

The shareholders who wish to be represented by means of a power of attorney are requested to use the proxy form established by the Board of Directors and that is made available at the registered office of the Company and on the website of the Company (www.etexgroup.com). The proxy must be signed in writing. Signed proxies must reach the Company by regular mail (Etex NV, Chief Legal Officer, PassPort Building, Luchthaven Brussel Nationaal, Gebouw 1K, 1930 Zaventem) or electronically (e-mail: shareholders@etexgroup.com) by 15 May 2019 at the latest. The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest. Furthermore, such shareholders must comply with the formalities for participation to the meetings, as described above.

The documents to be submitted to the annual and special general shareholders' meetings as referred to in the agenda of the meetings are available, free of charge, at the registered office of the Company and on the Company's website.

The Board of Directors