



EXMAR NV  
Public Limited Company at 2000 Antwerp  
De Gerlachekaai 20  
VAT BE 0860.409.202 RLP Antwerp

## 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, 21 May 2013, at 2.30 p.m. at Schaliënstraat 5 – Delphis Building, 5<sup>th</sup> Floor, Antwerp.

### AGENDA

- 1. Annual report of the board of directors and the statutory auditor on the financial year ended 31 December 2012.**
- 2. Presentation of the consolidated financial statements and approval of the statutory financial statements for the year ended 31 December 2012 and appropriation of the result.**

*Proposed resolution:* The financial statements for the year 2012, 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 39.917.720,60
• Profit for the period:	USD 161.357.344,97
• Dividend:	USD -31.401.720,00
• Transfer to the reserves not available for distribution:	USD -8.845.864,58
• Result to be carried forward:	USD 161.027.480,99

The general meeting decides to pay out a gross dividend of EUR 0.40 per share.

After deduction of 25% withholding tax, the net dividend amounts to EUR 0.30 per share.

- 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), Mr Ludwig Criel (non-executive director), Mr Leo Cappoen (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 François Gillet as independent 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 François Gillet as independent director for a term of three years (until 2016).

**5. Reappointment of Mr Jens Ismar as independent 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 Jens Ismar as independent director for a term of three years (until 2016).

**6. Reappointment of Mr Guy Verhofstadt as independent 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 Guy Verhofstadt as independent director for a term of three years (until 2016).

**7. Acknowledgment of dismissal of a director.**

*Proposed resolution:* due to the fact that the mandate of Mr Leo Cappoen will expire immediately after the annual meeting of 2013 and Mr Leo Cappoen is not seeking re-election, the meeting acknowledges the dismissal as per 21 May 2013.

*The shareholders decide, for the time being, not to replace Mr Cappoen.*

**8 . Presentation and approval of the remuneration report .**

*Proposed resolution:* The meeting decides to approve the remuneration report.