



**CENERGY HOLDINGS SA**  
**30 Avenue Marnix, 1000 Brussels, Belgium**  
**0649.991.654 RLE (Brussels)**

**CONVENING NOTICE TO ATTEND THE EXTRAORDINARY SHAREHOLDERS' MEETING TO BE HELD ON 5 SEPTEMBER 2017**

The Board of Directors of Cenergy Holdings SA (the *Company*) invites the shareholders to attend the extraordinary shareholders' meeting (the *Meeting*) to be held on Tuesday 5 September 2017 at 12.00 p.m. (CET) at its registered offices, 30 Avenue Marnix, 1000, Brussels, Belgium.

**AGENDA OF THE MEETING**

1. Appointment of new member and confirmation of the appointment of a member of the Board of Directors

*Proposed resolution:* it is proposed to appoint Mr. **Manuel Iraola** as member of the Board of Directors, for a term expiring at the end of the annual ordinary shareholders' meeting to be held in 2018;

*Proposed resolution:* it is proposed to confirm the appointment by co-optation of Mr. **Dimitrios Kyriakopoulos** as per the decision of the Board of directors of the 15 June 2017 as member of the Board of directors, for a term expiring at the end of the annual ordinary shareholders' meeting to be held in 2018.

2. Approval of the remuneration of the aforementioned members of the Board of Directors

*Proposed resolution:* it is proposed to grant to Mr. Manuel Iraola and Mr. Dimitrios Kyriakopoulos an annual gross fixed compensation of EUR 25,000 pro rata temporis. These amounts will remunerate the performance of their mandate until the annual ordinary shareholders' meeting of 2018.

**FORMALITIES FOR ADMISSION**

In accordance with article 536, §2 of the Belgian Companies Code and article 19.2 of the articles of association of the Company, the right of a shareholder to vote at a Meeting in person, by proxy or by mail is subject to the compliance with all formalities described below:

- A. the registration of the ownership of the shares in the name of the shareholder by Tuesday, 22 August 2017, at 12.00 midnight (CET) (the *Record Date*), in the following way:
  - for **registered shares**, by the registration of these shares in the name of the shareholder in the register of registered shares of the Company; or

- for **dematerialised shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorised account holder or clearing organisation. Owners of dematerialised shares must request their financial institution to issue a certificate stating the number of dematerialised shares registered in the name of the shareholder in its books on the Record Date;
- B. the notification in writing by the shareholder of his/her intention to participate to the Meeting as well as the number of shares for which he/she intends to vote. The Company must receive such notification by Wednesday, 30 August 2017, at 5.00 pm (CET) at the latest, using the form prepared by the Company. This form is available on the Company's website ([www.cenergyholdings.com](http://www.cenergyholdings.com)).

Only persons who are shareholders of the Company on the Record Date are entitled to participate in and vote at the Meeting.

#### **AMENDMENT TO THE AGENDA**

In accordance with article 533ter of the Belgian Companies Code, one or more shareholders holding together at least 3% of the share capital of the Company may add new items to the agenda of the Meeting or new proposed resolutions concerning items put or to be put on the agenda.

Such request will only be valid if, at the date the Company receives it, it is accompanied by a document establishing the above-mentioned shareholding.

- For registered shares, this document must be a certificate establishing that the corresponding shares are registered in the register of registered shares of the Company.
- For dematerialised shares, this document must be a certificate established by an authorised account holder or a clearing organisation, certifying the registration of the shares in one or more accounts held by such account holder or clearing organisation.

The Company must receive the text of the new items or new proposed resolutions to be put on the agenda on a signed original paper form by Monday, 14 August 2017, at 5.00 p.m. (CET) at the latest. The text can also be communicated to the Company within the same period by electronic means, provided the communication is signed by means of an electronic signature in accordance with the applicable Belgian legislation.

The agenda, completed on the basis of any requests validly submitted, will be published at the latest on Monday, 21 August 2017.

#### **QUESTIONS**

In accordance with article 540 of the Belgian Companies Code, shareholders who have completed the formalities for admission to the Meeting may submit written questions, as from the publication of this notice, concerning the items on the agenda to the members of the Board of Directors and/or the statutory auditors. Questions should be addressed to the Company by letter or e-mail ([administration@cenergyholdings.com](mailto:administration@cenergyholdings.com)) by Wednesday, 30 August 2017, at 5.00 p.m. (CET) at the latest.

The shareholders may also ask oral questions on the agenda items during the Meeting.

#### **VOTE BY MAIL**

In accordance with Article 20.3 of the articles of association of the Company, any shareholder may vote by mail prior to the Meeting. Such vote must be submitted on the form prepared by the Company. The Company must receive the signed original paper form by Wednesday, 30 August 2017, at 5.00 p.m. (CET) at the latest. With regard to owners of dematerialised shares, the Company must receive on the same date a certificate of an authorised account holder or clearing institution certificate stating the number of dematerialised shares registered in the name of such shareholders in its books on the Record Date (see point A) and the notification of intention in writing to participate to the meeting (see point B here above).

The form to vote by mail is available on the Company's website ([www.cenergyholdings.com](http://www.cenergyholdings.com)).

#### **VOTING BY PROXY**

In accordance with article 547bis of the Belgian Companies Code and article 19.1 of the articles of association of the Company, any shareholder may be represented at the Meeting by a proxyholder. The proxyholder must be designated using the form prepared by the Company. The Company must receive the signed original paper form by Wednesday, 30 August 2017, at 5.00 pm (CET) at the latest. The form can also be communicated to the Company within the same period by electronic means, provided the communication is signed by means of an electronic signature in accordance with the applicable Belgian legislation.

The proxy form is also available on the Company's website ([www.cenergyholdings.com](http://www.cenergyholdings.com)).

Any appointment of a proxyholder must comply with the applicable Belgian legislation, notably in terms of conflicting interests and record keeping.

#### **PROOF OF IDENTITY AND OF POWERS**

In order to take part in the Meeting, shareholders or holders of other securities as well as proxy-holders must present a proof of their identity and the representatives of legal persons must provide a copy of the documents that attest their identity and powers of representation, in any case at the latest immediately before the opening of the Meeting.

#### **AVAILABILITY OF DOCUMENTS**

The documents which the law requires to be made available to the shareholders together with the present convening notice are available on the Company's website ([www.cenergyholdings.com](http://www.cenergyholdings.com)), including the form to vote by mail and the proxy form.

The shareholders may also inspect all documents which the law requires to make available to them on business days and during normal office hours, at the registered office of the Company (30, avenue Marnix, 1000 Brussels, Belgium).

## **COMMUNICATIONS TO THE COMPANY**

Prior written questions concerning items on the agenda, requests to amend the agenda of the Meeting, forms to vote by mail, forms to appoint proxyholders, all certificates and other documents which must be communicated to the Company pursuant to the present convening notice must be exclusively addressed to Catherine Massion, Cenergy Holdings SA, 30 avenue Marnix, 1000 Brussels, Belgium (tel: + 32 (0)2 224 09 60 / e-mail: [administration@cenergyholdings.com](mailto:administration@cenergyholdings.com)) in accordance with the modalities specified in the present convening notice.

Shareholders are requested to arrive, if possible, 15 minutes before the start of the Meeting in order to facilitate the procedure and sign the attendance list. No entrance card will be previously sent.

The Board of Directors