

**KKO INTERNATIONAL**  
*Limited liability company having made a public appeal on savings*  
Avenue Louise 363, box 19  
1050 Brussels  
LER Brussels 0839.801.947

(the "Company")

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**INVITATION TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING DATED 20  
JULY 2018**

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The board of directors of the Company hereby invites the shareholders, holders of warrants and bonds as well as the auditor to the annual general shareholders' meeting to be held on **20 July 2018** as from **3 pm** at Warwick Hotel, avenue Louise 381/383, 1050 Ixelles, with the agenda set out below.

**AGENDA**

- 1. Holding of the annual general meeting of 2018 at a later date than the one foreseen in the articles of association.**

*Proposed resolution:* take notice of the fact that due to delay in establishing documents the present general meeting has been postponed to a later date than the date mentioned in the articles of association and to specifically accord discharge to the directors in this respect.

- 2. Presentation of the management report of the board of directors and the report of the auditor committee on the financial year ended 31 December 2017.**

- 3. The remuneration report of the board of directors as included in the annual report.**

*Proposed resolution:* approval of the remuneration report of the board of directors, as explained by the nomination and remuneration committee and as included in the annual report.

- 4. Take notice of the content of the consolidated financial statements**

- 5. Approval of the statutory accounts relating to the financial year ended 31 December 2017 – Allocation of results**

*Proposed resolution:* approval of the statutory accounts in relation to the financial year ended 31 December 2017, including the proposed carrying-forward of the losses to be carried forward.

- 6. Discharge to be granted to the directors for the financial year ended 31 December 2017**

*Proposed resolution:* granting, by special vote, discharge to each director for the exercise of its respective mandate during the financial year ended 31 December 2017.

- 7. Discharge to be granted to the auditor.**

*Proposed resolution:* granting, by special vote, discharge to the auditor for the exercise of its mandate during the financial year ended 31 December 2017.

## QUORUM AND MAJORITY

**Absence of quorum:** There is no quorum requirement for deliberating and voting on the items set out in the aforementioned agenda of the general meeting of shareholders.

**Vote and majority:** Subject to the applicable legal provisions, each share will carry one vote. In accordance with applicable law, the proposed resolutions set out in this agenda will be adopted if they are approved by a simple majority of the votes validly cast by the shareholders. Pursuant to article 537 of the Belgian Company Code, holders of warrants and bonds have the right to participate in the annual general shareholders' meeting, but with an advisory vote only.

## PARTICIPATION TO THE MEETING

### Admission requirements

Holders of securities issued by the Company who wish to participate to the annual general shareholders' meeting of the Company need to comply with the different formalities and procedures described below.

The board of directors of the Company would like to emphasize that the right to participate and to vote at the annual general shareholders' meeting will be open only to people having complied with the two conditions set out below.

#### 1. Registration of shares

The right to participate to the annual general shareholders' meeting and to vote is subject to the prior accounting registration of the shares under the shareholder's name on 13 July 2018 at midnight (Belgian time) (the **Record Date**). This registration is made:

- For **registered shares**: by way of subscription in the Company's share register on the Record Date;
- For **dematerialized shares**: by way of registration in book entry form in an account held with a settlement institution or a certified account holder, without any initiative being required from the shareholder in this regard. The settlement institution or certified account holder issues a certificate to the shareholder setting out the number of dematerialized shares registered in its accounts under the name of the shareholder on the Record Date.

#### 2. Notification

The shareholder must notify the Company of its intention to participate to the annual general shareholders' meeting and the number of shares in respect of which it intends to exercise its voting right by 13 July 2018 at the latest. The certificate issued by the settlement institution or the certified account holder, as the case may be, must be attached to such notification. The notification must be sent by email to [mhd@kko-international.com](mailto:mhd@kko-international.com) or by mail to the attention of KKO International SA, Mr. Marc-Henri Decrop, 363 avenue Louise, box 19 at 1050 Brussels.

Holders of warrants and bonds have the right to attend the annual general shareholders' meeting, subject to them complying with the admission requirements applicable to the shareholders.

Participants are invited to arrive on 20 July 2018 as from 2.30 pm with a view to allowing for efficient handling of the registration formalities.

## **Right to ask questions**

Shareholders have the right to ask questions in writing to the directors and/or the auditor prior to the annual general shareholders' meeting. These questions can be asked prior to the annual general shareholders' meeting by email to [mhd@kko-international.com](mailto:mhd@kko-international.com) or by mail to the attention of KKO International SA, Mr. Marc-Henri Decrop, 363 avenue Louise, box 19 at 1050 Brussels. They must be received by the Company on 13 July 2018 at 12 pm (Belgian time) at the latest.

Further information in relation to the abovementioned rights and the modalities for exercising them are available on the Company's website (<http://kko-international.com>).

## **Proxies**

Any shareholder may be represented at the annual general shareholders' meeting by a proxy holder.

Shareholders wishing to be represented must designate their proxy holder by using the proxy form prepared by the board of directors. The proxy form can also be obtained on the Company's website (<http://kko-international.com>), at the Company's registered office or by email to [mhd@kko-international.com](mailto:mhd@kko-international.com).

The hard-copy original form must be received by the Company on 13 July 2018 at 12 pm (Belgian time) at the latest. This form may be sent to the Company by email to [mhd@kko-international.com](mailto:mhd@kko-international.com) or by mail to the attention of KKO International SA, Mr. Marc-Henri Decrop, 363 avenue Louise, box 19 at 1050 Brussels.

Shareholders wishing to be represented must comply with the registration and notification requirements set out above. Shareholders are invited to follow the instructions set out in the proxy form in order to be validly represented at the annual general shareholders' meeting.

## **Available documents**

All documents concerning the annual general shareholders' meeting that are required by law to be made available to shareholders may be consulted on the Company's website (<http://kko-international.com>) as from 4 July 2018.

As from this date, shareholders have the right to consult these documents on business days and during normal office hours, at the Company's registered office, and/or, upon display of their title to the Company's securities, obtain copies of these documents free of charge.

Requests for copies, free of charge, may also be made by email to [mhd@kko-international.com](mailto:mhd@kko-international.com) or by mail to the attention of KKO International SA, Mr. Marc-Henri Decrop, 363 avenue Louise, box 19 at 1050 Brussels.

The board of directors