

**KKO INTERNATIONAL**  
Limited Liability Company having made a public appeal on savings  
Avenue Louise 363, boîte 19  
1050 Brussels  
LER (Brussels) 0839.801.947  
(the « **Company** »)

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**INVITATION TO THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF 18 MAY 2018**

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The Board of directors of the Company hereby invites the shareholders, holders of warrants, holders of bonds and the auditor to the extraordinary shareholders' general meeting to be held on **18 May 2018** at 10.30 AM, at the notary office Berquin, (11 avenue Lloyd George at 1000 Brussels), with the agenda set out below.

**AGENDA**

- 1. **Transfer of registered office, centre of main interests, central management and location of effective management of the Company to 75116 Paris, 9 avenue Bugeaud (France)** – Proposal to transfer the registered office, centre of main interests, central management and location of effective management of the Company to 75116 Paris, 9 avenue Bugeaud (France) and to adopt French citizenship, without prior winding-up nor liquidation and under continuation of legal personality of the Company; the transfer will be carried out as from the registration of the Company to the legal entity register of Paris (“Registre de Commerce et des Sociétés de Paris”) (hereinafter the “Transfer Completion”). Acknowledgement of the communication by the Belgian regulator (“l’Autorité des services et marchés financier”) according to which it decided not to object the transfer.*
- 2. **Acknowledgement and confirmation of transfer of registered office, centre of main interests, central management and location of effective management of the Company, legal form of the Company and capital as from the Transfer Completion** – Proposal to acknowledge and confirm that as from the Transfer Completion, the registered office, centre of main interests, central management and location of effective management of the Company will be transferred and that the Company will be governed under French law, that the Company will adopt in France the legal form of French public limited company (“société anonyme de droit français”) and that the capital amounts to 12.601.620,22 euros.*
- 3. **Approval of new articles of association of the Company** – Proposal to approve the new articles of association in order to bring them into line with the applicable French laws, effective as from and subject to the Transfer Completion.*
- 4. **Appointment of the auditor. Acknowledgement of the resignation of the directors and the auditor and appointment of the new directors and auditors, effective as from the Transfer Completion** – Proposal to appoint an auditor to audit the financials relating to the period between 1 January 2018 and the date of the Transfer Completion. Proposal to acknowledge and accept the resignation of the directors and the auditor of the Company and the appointment of the new directors and auditors of the Company as French public limited company, effective as from and subject to the Transfer Completion.*

5. **Proxies** – Proposal to (a) grant the following power of attorney to (i) any lawyer of the law firm CMS DeBacker, each with authorisation to act on his own and with power to sub-delegate, to give effect or implement all decisions taken during this general meeting in order to, inter alia, modify and/or deregister the registration of the Company within the Crossroads Bank for Enterprises and with any competent authority in Belgium and (ii) each lawyer and/or associate of the law firm HBC Avocats, each with authorisation to act on his own and with power to sub-delegate, in order address any useful and necessary formality in France in order to carry out the transfer the registered office, centre of main interests, central management and location of effective management of the Company from Belgium to France, and (b) to grand a power of attorney to the above mentioned persons, each with authorization to act on his own and with power to sub-delegate, in order to (as far as necessary) represent before the notary or any of his associates in order to acknowledge the Transfer Completion of the registered office of the Company and to hand him over an excerpt of the legal entity register of Paris (France) stating the registration of the Company.

## QUORUM AND MAJORITY

**Quorum:** the quorum requirement for the deliberation and the voting on the above mentioned items of the agenda of the shareholders' general meeting necessitate that the attending shareholders represent at least half of the capital.

**Vote and majority:** Subject to the applicable legal provisions, each share will grant one vote. Pursuant to the applicable law, the proposals of decisions referred to in the above mentioned agenda will be passed provided that they collect three quarters of the votes duly issued by the shareholders. By virtue of Article 537 of the Companies Code, holders of warrants and bonds are granted the right to attend the extraordinary shareholders' general meeting, with consultative right solely.

## PARTICIPATION TO THE MEETING

### Admission conditions

Holders of securities issued by the Company willing to attend the extraordinary shareholders' general meeting of the Company must take the following formalities and procedures into account as described hereunder.

The board of directors of the Company stresses that only the persons that have met the conditions laid out below will be granted the right to participate to and vote at the extraordinary shareholders' general meeting.

#### 1. Registration of shares

The right to participate to the extraordinary shareholders' general meeting and to exercise voting rights is subject to the accounting registration of the shares under the name of the shareholder, on 11 May 2018, at 12 AM (Belgian time) (the "**Registration Date**"). This registration will be established:

- In respect of **nominative shares**: by means of registration in the nominative shares register of the Company on the Registration Date;
- In respect of **dematerialised shares**: by means of registration, with a clearing organisation or licensed custodian, without the need for any initiative from the shareholder in this respect. The licensed custodian or clearing organisation delivers a certificate to the shareholder including the amount of dematerialised shares as registered under the name of the shareholder for his account on the Registration Date.

#### 2. Notification

The shareholder must notify the Company of his intention to participate to the extraordinary

shareholders' general meeting as well as the number of shares in respect of which he intends to exercise his voting rights on 11 May 2018 at the latest. The certificate, as delivered by the clearing organisation or licensed custodian if any, must be enclosed to this notification. The notification must be made by email at [mhd@kko-international.com](mailto:mhd@kko-international.com) or by letter to the attention of KKO International SA, Mr. Marc-Henri Decrop, 363 avenue Louise, box 19 à 1050 Brussels.

The attendees are expected to present themselves on 18 May 2018 as from 10 AM in order to allow for a smooth registration process.

### **Right to ask questions**

Shareholders have the right to ask questions in writing to the directors and/or the auditor prior to the extraordinary shareholders' general meeting. These questions can be asked prior to the extraordinary shareholders' general meeting by email to [mhd@kko-international.com](mailto:mhd@kko-international.com), or by letter to attention of KKO International SA, Mr. Marc-Henri Decrop, 363 avenue Louise, box 19 à 1050 Brussels. They must be received by the Company on 11 May 2018 at 5.00 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 ([www.kko-international.com](http://www.kko-international.com)).

### **Proxies**

Any shareholder may be represented at the extraordinary shareholders' general 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 ([www.kko-international.com](http://www.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 11 May 2018 at 5.00 pm (Belgian time) at the latest.

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 extraordinary shareholders' general meeting that are required by law to be made available to shareholders may be consulted on the Company's website ([www.kko-international.com](http://www.kko-international.com)) as from 11 May 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).

The Board of directors