



EXMAR

Société anonyme
De Gerlachekaai 20 à 2000 Antwerpen
Antwerpen RBC (BE) 860 409 202

(free translation)

Convening notice for the ordinary general meeting

The board of directors invites the shareholders to attend the ordinary general meeting to be held on May 11, 2004 at 10.30 a.m. at Antwerp, De Gerlachekaai 20 (ground floor building Belgica) to deliberate on the following agenda:

- 1. Submission and discussion of the report of the board of directors and the auditor for the financial year ending December 31, 2003;**
- 2. Approval of the annual accounts ending December 31, 2003 and approval on the allocation of the results;**
Proposal: the board of directors proposes to approve the annual accounts and the allocation of the results.
- 3. Discharge of the directors and of the auditor;**
Proposal : the board of directors proposes the discharge of the directors and the auditor.
- 4. Appointments;**
Proposal: Appointment of Mrs. Helga Platteau as auditor of the company, to form a college with the auditor in function, Klynveld Peat Marwick Goerdeler Bedrijfsrevisoren.
- 5. Remuneration of the members of the board of directors, the members of the audit committee and the members of the nominating and remuneration committee.**
Proposal: the board of directors decides to determinate the annual remuneration of the directors at EUR. 25.000; the remuneration of the president will be determinated at EUR. 50.000. The remuneration of the members of the audit committee will be determinated at EUR. 6.250; the remuneration of the president will be determinated at EUR. 12.500. The members of the nominating and remuneration committee will receive no extra remuneration.

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In accordance with article 34 of the articles of association, holders of bearer shares must deposit their shares at the company's registered office or at one of the office of Fortis Bank, KBC or Petercam at the latest on May 5, 2004.

The holders of registered shares must notify the company of their intention to attend the meeting by simple letter to be addressed to the registered office of the company within the same time limit.

The companies or shareholders who wish to be represented, can obtain a form of proxy at the registered office of the company, the website (www.exmar.be) or at the above-mentioned financial institutions.

The original signed proxies must also be deposited at the company's registered office at the latest on May 5, 2004.

The board of directors.