

ECKERT & ZIEGLER BEBIG

Limited Liability Company

Industrial Zone C

7180 Seneffe

VAT BE 0457.288.682

RLE (Charleroi)

(the "Company")

**SPECIAL REPORT OF THE BOARD OF DIRECTORS
PURSUANT TO ARTICLE 560 OF THE COMPANY CODE**

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REVERSE STOCK SPLIT WITH A RATIO OF TEN EXISTING SHARES TO ONE SHARE

1. Introduction

In accordance with Article 560 of the Company Code, the board of directors of the Company has prepared for the shareholders the present special report relating to a proposed reverse stock split with a ratio of ten (10) existing shares to one (1) share and with the same ratio of ten (10) to one (1) beneficiary shares A and B.

The modification to the rights attached to existing shares and beneficiary shares will be submitted to the approval of the shareholders at the extraordinary general meeting of the shareholders of the Company which will take place on 9 June 2016 at the registered office of the Company.

2. Legal provision

Article 560 of the Company Code organises a special procedure that has to be followed when the rights attached to a category of securities are modified or in case of the replacement of shares or beneficiary shares of a category by shares or beneficiary shares of another category.

This special procedure involves the preparation of a special report by the board of directors of the Company.

Article 560 of the Company Code provides that the board of directors has to explain in its special report (i) the subject matter of the proposed modifications and (ii) the reason for the proposed modifications.

3. Subject matter of the proposed modifications

Article 5 of the articles of association of the Company states at the date of finalisation of this report that the share capital of the Company amounts to EUR 10,879,026.72 represented by 17,554,354

shares bearing no nominal value, each share representing a 1/17,554,354 of the capital. Article 5 further states that there are 5 million class-A beneficiary shares and 25,000 class-B beneficiary shares. After the capital increase that should be effected during the same extraordinary general meeting, prior the reverse stock split, the share capital of the Company will amount to EUR 14,439,797.82 represented by 23,300,000 shares.

The board of directors of the Company has decided to propose the shareholders to consolidate the shares of the Company with a ratio of ten (10) existing shares to one (1) share. This reverse stock split will apply with the same ratio of ten (10) to one (1) beneficiary shares A and B.

The board of directors proposes to the shareholders the following steps in order to achieve the operation of the reverse stock split:

Step 1 – Preparatory phase

The board of directors proposes to the shareholders to consolidate the shares of the Company by which ten (10) existing shares of the Company will be consolidated into one (1) share of the Company. This reverse stock split will also apply with the same ratio to the beneficiary shares. The rights and benefits of shares and beneficiary shares will remain unaffected and unchanged.

It is proposed to give the board all powers to implement this reverse stock split (including the determination of the effective date of the reverse stock split).

Step 2 – Effective reverse stock split

The effective reverse stock split will take place at a date determined by the board of directors.

The exchange of shares will take place automatically in the register of shareholders for the holders of registered shares, and on their securities account for the holders of dematerialized shares, without shareholders being obliged to take any steps whatsoever.

The transaction will not affect the form of the shares (dematerialized or registered).

The reverse stock split might give rise to the appearance of fractions of shares if a shareholder does not hold a number of existing shares which corresponds to a multiple of ten.

In this case, the following procedure will be implemented:

- before the effective reverse stock split, the concerned shareholders will have the opportunity to opt to purchase or sell existing shares, so as to obtain a number which is a multiple of ten and thus avoid the appearance of fractions of shares on the reverse stock split date.
- if the concerned shareholders do nothing and then have fractions of shares as a result of the reverse stock split, the number of shares held by that shareholder shall be rounded

down to the lower whole number and the latter shall be allocated, within a reasonable period after the date of the reverse stock split to be determined by the board of directors, the corresponding value of the fraction of shares in their possession which shall be equal to the average trading price of the 30 days prior the date of the effective reverse stock split date.

4. Reason for the proposed modifications

The board of directors considers that the proposed reverse stock split with a ratio of ten (10) existing shares (and beneficiary shares) to one (1) share (and beneficiary share) is in the Company's interest.

The total number of shares and beneficiary shares is currently very high. It currently amounts to 17,554,354 shares, and it will amount to 23,300,000 shares after the above-mentioned proposed capital increase, 5,000,000 for the class-A beneficiary shares and 25,000 for the class-B beneficiary shares. On the date of finalisation of this report, the stock price per share is EUR 0.88 and the average stock price during the 30 last days was EUR 0.88.

This operation is justified by the intention to simplify and rationalize the number of shares and beneficiary shares of the Company and the fees and formalities associated with this number of shares and beneficiary, in the corporate interest of the Company and of its shareholders.

The increase of the value per share which should result from this reverse stock split operation should allow to restore a more appropriate proportional relationship between the price of the share and the lump sum fees that are being applied by financial institutions for the holding, managing, transfer and sale of shares. The reverse stock split could also have a positive impact on the volatility of the shares of the Company. However, the board of directors cannot anticipate the evolution of the share price and, thus, cannot guarantee that those expected positive consequences will happen in practice.

5. Conclusion

In light of the above, the board of directors is of the opinion that the reverse stock split with a ratio of ten (10) existing shares to one (1) share is in the Company's interest.

The board of directors therefore invites the shareholders of the Company to vote in favour of the proposed reverse stock split.

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Done in Senefte on 25 April 2016.

For the board of directors,

Andreas Eckert
Chair