

DECLARATION OF RESIGNATION

From: Matexi Namur NV (after merger with Matexi Hainaut NV) and Matexi NV

To: the Bondholders (as defined in the Conditions)

20 December 2019

Dear Madam, Dear Sir,

Matexi NV - EUR 90,000,000 4.85 % Bonds due 5 February 2021 Subordinated Guarantee Declaration dated 3 December 2014

We refer to the Subordinated Guarantee Declaration dated 3 December 2014 (the **Subordinated Guarantee Declaration**). This is a Declaration of Resignation pursuant to Clause 9.1 of the Subordinated Guarantee Declaration. Terms defined in the Subordinated Guarantee Declaration have the same meaning in this Declaration of Resignation.

In accordance with sub-clause 9.1 (*Resignation of a Guarantor*) of the Subordinated Guarantee Declaration, we notify the Bondholders that Matexi Hainaut NV has resigned as Guarantor under the Guarantee Declaration with effect from 16 December 2019 following its legal merger (*fusie door absorptie*) with Matexi Namur NV as remaining entity. All remaining assets have been absorbed by Matexi Namur NV, also a Guarantor under the Guarantee Declaration.

We confirm that (i) Matexi Hainaut NV is no longer a guarantor under any Financing Agreements; (ii) the Guarantors Coverage Requirement is and remains satisfied, (iii) there is no Event of Default outstanding under the Conditions and (iv) to the best of the Issuer's knowledge, no event exists that with the passage of time or the giving of notice will or is likely to become an Event of Default.

We further confirm, in accordance with sub-clause 9.1(d) of the Subordinated Guarantee Declaration, that the aggregate principal amount of debt outstanding under the Financing Agreements is higher than EUR 50,000,000.

This Declaration of Resignation and all non-contractual obligations resulting from or related to this Declaration of Resignation are governed by, and shall be interpreted in accordance with, Belgian law. The courts of Brussels (Belgium) shall have exclusive jurisdiction to settle any dispute in connection with this Declaration of Resignation, including any dispute relating to non-contractual obligations arising out or in connection with this Declaration of Resignation.

Matexi NV



Gaëtan Hannecart
Permanent representative of
VAUBAN NV, managing director

Matexi Namur NV (after the merger with Matexi Hainaut NV)



Philip Goris
Permanent representative of
PG Consulting Comm.V, director



Ivan Van de Maele
Permanent representative of
De Blauwhoeve BVBA, director