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**DEVGEN**

NAAMLOZE VENNOOTSCHAP

Technologiepark 30

9052 Gent-Zwijnaarde Belgium

Register of Legal Persons (Belgium) under Company Number 0461.432.562

The Board of Directors of Devgen NV invites the Company's shareholders and holders of warrants to the Annual General Shareholders' Meeting on Wednesday **June 1<sup>st</sup>, 2011** at 11 a.m. at Devgen NV, Technologiepark 30, 9052 Zwijnaarde.

Agenda of the ordinary Shareholder's Meeting:

1. Discussion of the annual report of the Board of Directors and the report of the statutory auditor relating to the statutory annual accounts of the Company for the financial year ended on December 31, 2010.
2. Discussion and approval of the statutory annual accounts of the Company for the financial year ended December 31, 2010 and appropriation of the allocation of the annual result as proposed by the Board of Directors.

***Proposed resolution:*** *The Meeting approves the statutory annual accounts of the Company for the financial year ended December 31, 2010 and the appropriation of the annual result as proposed by the Board of Directors.*

3. Discussion of the annual report of the Board of Directors and the report of the statutory auditor relating to the consolidated annual accounts of the Company for the financial year ended December 31, 2010.
4. Presentation of the annual consolidated accounts of the Company for the financial year ended December 31, 2010.
5. Discharge of the directors and discharge of the statutory auditor for the exercise of their mandate for the financial year ended December 31, 2010.

***Proposed resolution:*** *By separate vote grant discharge to the directors and to the statutory auditor in function during the financial year 2010, for the transactions of said financial year.*

6. Appointment and re-appointment of directors.

***Proposed resolution:*** Appointment of Van Herk Global Agri B.V. represented by Mr. Aat van Herk as director of the Company on account of the eminent track record of Mr. van Herk as entrepreneur and investor in biotech companies, and this for the period ending immediately after the closing of the General Meeting of the year 2013 (relating to the fiscal year 2012).

Appointment of Mr. Wouter de Ruiter as director of the Company on account of the valuable seed industry expertise of Mr. De Ruiter as a breeder at De Ruiter Seeds, a leading vegetable seed company and this for the period ending immediately after the closing of the General Meeting of the year 2013 (relating to the fiscal year 2012).

Re-appointment of Gengest BVBA, represented by Mr. Rudi Mariën, as director of the Company and this for the period ending immediately after the closing of the General Meeting of the year 2014 (relating to the fiscal year 2013).

Re-appointment of Mr. Orlando de Ponti as director of the Company and this for the period ending immediately after the closing of the General Meeting of the year 2013 (relating to the fiscal year 2012).

Formalities for participation to the meeting:

In accordance with section 535 of the Belgian Company Code every shareholder or warrant holder can, upon presentation of his/her security at the registered office of the Company, obtain a copy of the annual accounts and the reports of the Board of Directors and the statutory auditor

mentioned in the agenda above, free of charge, as of 15 days prior to the Annual General Shareholders' Meeting.

The holders of bearer shares or dematerialized shares should at the latest four working days prior to the General Shareholders' Meeting, i.e. by May 26, 2011, deposit their shares at the Company's registered office, or at an authorized financial institution, or at an authorized account holder or the Company's clearing house, who confirms the # of shares blocked until after the time of the General Shareholders' Meeting. They will be allowed to the Annual General Shareholders' Meeting upon presentation of a proof of deposit obtained from an authorized financial institution, the authorized account holder or the Company's clearing house.

The Shareholders who wish to be represented by proxy are kindly requested to use the power of attorney form (with voting instructions), available at the Company's registered office and on the Company's website ([www.devgen.com/investor-relations/investor-information/shareholders-meeting](http://www.devgen.com/investor-relations/investor-information/shareholders-meeting)). These powers of attorney have to arrive at the Company's registered office, at the latest on May 26<sup>th</sup>, 2011. In the absence of voting instructions for the authorized representative with regard to certain points on the agenda, or in case of uncertainty with respect to the voting instructions, the proxy-holder will always vote "in favour" of the proposal.

Correspondence can be sent to Devgen N.V., for the attention of Wim Goemaere, Technologiepark 30, 9052 Zwijnaarde (Gent), or through e-mail to [WimG@Devgen.com](mailto:WimG@Devgen.com). The facsimile number is +32(0)9/324 24 03.

The Board of Directors