

Minutes

of the Ordinary Yearly Members Meeting of the Showco Association

Date: September 29th 2009; 9:00 am

Location: **Cologne**, Germany
Mercure Hotel Köln Airport
Hauptstraße 369
D-51143 KÖLN – Porz
Room: Airbus

Participants: See last page

AGENDA,

proposed per Invitation letter, dd. August 26th 2009 for Tuesday, Sept. 29th 2009

- 1) Welcome and formalities
- 2) General report of the President
- 3) Finance report of the Director
- 4) Report of the Finance-Auditors
- 5) Formal approval of the actions of Board and Director for the past period
- 6) Formal demission of the President and the two Vice Presidents
- 7) Election of the Chairmen and two Scrutinizers for the following elections.
- 8) Secret ballot of the President
- 9) Secret ballot of the two Vice Presidents
- 10) Secret ballot of one Delegated Member
- 11) Secret ballot of two Substitute Finance Auditors
- 12) Vote of two statutory amendments
- 13) Classification of exhibitions, Recommendations, Fair-Questionnaire, Polls
- 14) Showco Website
- 15) Recruiting of new members
- 16) Using of VIV-Invitation-tools
- 17) Poll regarding the upcoming "FIGAP-VIV America Latina 2010" in Mexico
- 18) VAT (MWSt.) for German Companies only
- 19) Miscellaneous

(I) REPORTS

Agenda Topic (1)

Showco President Mr Søren Ring opened Showco's first Ordinary Yearly Member Meeting at 9:00 am and welcomed all participating members.

He asserts that the invitation has been in compliance with the stipulations of the By-laws. Furthermore he pointed out, that representatives of 21 member companies are present, what is more than 20% of all members and therefore enough for legal resolutions of the meeting.

Agenda Topic (2)

Showco President Mr Søren Ring gives his very detailed General Report regarding all activities and the actual situation of Showco.

He underlines the main target of Showco:

Increasing the quality of the international poultry shows and at the same time reduction of the number of international poultry shows.

But to gain negotiation power towards the exhibition organisers Showco needs more members.

Nevertheless, we achieve already now first success in negotiations with show organisers. In this connection Mr Ring refers to discussions we have had with VNU-Utrecht and – two weeks ago – with Mr Charles Olentine, Executive Vice President of the IPE-organisation, Atlanta.

Mr Ring referred that the number of members since our foundation meeting, September 29th 2008 in Düsseldorf, increased from 16 to 36 now. And he directed the attention to the fact, that we have welcomed our first US based member during the recent weeks. Mr Ring appealed to all members to win a new member each within the next 12 months.

Mr Ring reminded the audience that Showco follows its basic idea of a Global Exhibition Plan, consisting of a network of five or six High-Quality-Fairs around the world, which are exhibitions with the complete product offer for the international poultry industry. These exhibitions should be each in a 2-year-rhythm and should be well balanced. Showco considers the following fairs already as parts of the Global Exhibition Plan:

- EuroTier 2008 (*)
 - IPE Atlanta 2009
 - VIV-Bangkok 2009
 - VIV-Europe 2010 (*)
 - IPE-Atlanta 2011
 - VIV-Bangkok 2011
- (*) 2 years between shows in Europe

The complete speech of Mr Søren Ring you will find as addendum.

Agenda Topic (3)

Mr Søren Ring asked Mr Klaus Fahlbusch to report about the financial situation of Showco.

Mr Fahlbusch introduced his report with the statement that Showco is in a solid financial situation. The experience of the past confirms that the Showco income by member fees is in good balance with the expenses. Therefore we can expect also for the years to come a solid financial situation; housewifely budget management as pre-condition.

Mr Fahlbusch divided his report into three parts:

- 2008, closed year.
- 2009, Budget planning, - partial already executed.
- 2010, Budget planning.

2008

This was a short fiscal year of three months only. We closed this year with a small budget overplus of **+ € 413,67** (before tax).

For your information you will find the final Balance 2008 as addendum.

2009

Our budget planning considered an extraordinary reimbursement by VNU in an amount of € 33.000. The calculated budget overplus (including tax obligation) is € 31.000. This shows that our member fees and our usual expenses are nearly in balance.

The Executive Committee deliberate on additional activities to recruit new members especially out of the Breeder-, Incubator- and Processing-industry.

This may create additional expenses within this year. Furthermore we know by experience, that the liquidity of Showco in the first 4-5 months of the year is slight. Depending to the remain overplus on the end of the year, the Executive Committee considered to send our members a credit note as a part of the member fees, paid in 2009. This credit note should be charged in 2010 against the next year member-fees-invoice.

2010

The budget planning for 2010 promises a similar result as for 2009. Contemporary modifications may be decided during 2010.

The meeting accepted all explanations.

Agenda Topic (4)

Mr Søren Ring asked the Finance Auditors for their report.

Mr Markus von der Assen reported regarding the finance check he made together with Mr Andreas Böske on Aug. 28th 2009 in Showco's operative office in Vechta.

Scope of the examination:

- (a) Balance per 31.12.2008;
- (b) Member Fees in 2008 + 2009;
- (c) Budget planning for 2009;
- (d) Execution of the budget plan till 15.08.2009 and account check per 15.08.2009;
- (e) Journey expenses;
- (f) Petty hand cash.

Mr von der Assen reported that random samples of the total scope are checked and no fault is detected. All documents are in clear and transparent order. He and Mr Böske confirmed the finance situation as described under the item (3).

Agenda Topic (5)

Mr von der Assen requested for the formal approval by the meeting for all actions of the Executive Committee and the Director in the past period.

The member meeting voted unanimously for the formal approval.

Agenda Topic (6)

Mr Søren Ring declares his demission as Showco President and motivated this step by his retirement from Sanovo Staalkat.

In compliance with our By-laws both Vice Presidents stepped back from their function together with the President.

Mr Ruggero Segalla as former Vice President thanked Mr Søren Ring with warm words for his activities in favour of Showco. Especially he appreciated Mr Ring's analytic and clear opinion and his even-tempered and deescalating mentality.

The meeting supported Mr Segalla's words by strong applaud.

(II) ELECTIONS

Agenda Topic (7)

Mr Klaus Fahlbusch suggested Mr Søren Ring as Chairmen of the meeting for the upcoming elections and the rest of the session.

The member meeting and Mr Ring accepted this proposal.

Furthermore Mr Fahlbusch suggested to elect Mrs Katja Huning (Reventa) and Mr Klaus Wohlkens (LAE) as Scrutinizers for the upcoming elections.

Both are unanimously elected and both accepted.

Agenda Topic (8)

Mr Søren Ring suggested in behalf of the Executive Committee, Mr Paul de Schouwer (MOBA) as candidate for presidency, although Mr de Schouwer is not present. Mr de Schouwer is apologised. There is no stipulation in our By-laws which not allows the election of an absent candidate. There was no proposal for an additional candidate.

Mr. Paul de Schouwer was elected unanimously by a secret ballot as President of the Showco Association.

The office period is two years.

Mr. S. Ring declared that Mr de Schouwer accepts the presidency in case of positive vote.

Agenda Topic (9)

In behalf of the new president Mr Ring suggested Mr Ruggero Segalla (SKA S.p.a.) and Dr. Hans Friedrich Finck (Lohmann Tierzucht) as candidates for Vice Presidents. There were no proposals for additional candidates.

Both Mr. R. Segalla and Dr. Hans-Friedrich Finck were elected unanimously by a secret ballot as Vice Presidents of the Showco Association. (Three abstentions from voting).

Both Mr. R. Segalla and Dr. Hans-Friedrich Finck accepted the choice.
The office period is two years.

Agenda Topic (10)

To complete the Executive Committee, Mr Mari van Gruijthuijsen was suggested as candidate for Delegated Member. There was no proposal for an additional candidate.

Mr. Mari van Gruijthuijsen was elected unanimously by a secret ballot as Delegated Member of the Showco Executive Committee. (One invalid vote).

Mr van Gruijthuijsen accepted the choice.
The office period is one year.

Agenda Topic (11)

In compliance with the By-laws two Substitute Finance Auditors have to be elected. Mrs Katja Huning (Reventa) and Mr Klaus Wöhlkens (LAE) were suggested as candidates. Both were elected unanimously by a secret ballot as Substitute Finance Auditors of the Showco Association.

(Two respectively three abstentions from voting).

Both Mrs Katja Huning and Mr Klaus Wöhlkens accepted the choice.
The rest-office-period is three years.

Agenda Topic (12)

With the official invitation all members are informed about the intention, to correct two formal faults of our By-laws. (Articles 13 and 15).

Accordingly to our By-laws amendments to the By-laws are resolved by the meeting with a quorum of at least 2/3 of the votes of the present members.

The meeting votes unanimously for the two intended amendments.

(III) SEVERAL THEMES

Agenda Topic (13)

Mr Søren Ring asked Dr. Hans-Friedrich Finck to explain about the ideas of the Executive Committee regarding recommendations, classifications, polls and surveys of exhibitions.

Dr. Finck reminded the meeting that Showco is primary focussed to the big events of the Global Exhibition Plan. For these shows Showco gives a clear recommendation to the members as follows:

Therefore, Showco Association strongly recommends all Showco members to participate in "...X Y Z..." as the preferred show of the "Global Exhibition Plan" in 20.., to realize the Showco target for a High-Quality-Fair with the complete product offer.

This recommendation is current for the following exhibitions:

VIV-Europe 2010
IPE-Atlanta 2011

The Executive Committee felt the need to develop for Showco members an additional tool for more transparency, regarding the fully intransparent exhibition landscape in respect to the lower category of shows.

At the first moment this tool is mainly based on the market intelligence of Board members. But it should grow and should be more based on polls and surveys, which are supported by all Showco members.

For shows of the lower category the Board offers two formulations to characterise the opinion about a fair:

- a) **"Interesting exhibition"** or
- b) **"Not preferred exhibition"**

In the past we have already used this instrument.

(See the minutes of the Munich-Meeting of the Executive Committee).

Dr. Finck appealed to the members to support our Polls and Surveys.

Polls ask for your decision regarding participation on an upcoming show.

Showco asks for ONE of three possible answers only:

- Yes,** (also in case, you exhibit via dealer or agent)
- No,**
- No decision yet.**

Please send your answer by direct return of the poll-mail.

Surveys ask for your experience and you opinion after an Exhibition.

Showco developed a Questionnaire with six questions only. It is designed in a multi-choice-manner. Please mark one of the possible answers per question only, and send us back a scan of the questionnaire.

After the explanations of Dr. Finck a discussion take place.

- Mr Massimo Finco:
(FACCO) He asked if the member prefer a 2-year-rhythm for the SPACE Rennes also.
There was not a clear opinion about.
- Mr Bernd Meerpohl
(BIG DUTCHMAN) informed the meeting, that DLG Frankfurt changed a little bit their strategy regarding the EuroTier 2010 in comparison to EuroTier 2008. For 2010 DLG welcomed exhibitors of the poultry branch although they do not advertise a poultry exhibition.
During the EuroTier 2010 a Poultry Conference take place in Hanover.
- Mr Norbert Brechtters
(SALMET) voted for an early decision regarding the big European exhibition in 2012 to avoid an open discussion during the VIV-Europe 2010 (as we have had in 2008).
- Mr Klaus Wöhlkens
(LAE Lohmann Anlagenbau) suggested an interview of the new Showco President with Poultry Magazines.
- Mr Paul Obers
(HATO BV) appreciated a kind of a Showco Quality Seal for poultry exhibitions.
- Mr Massimo Finco
(FACCO) voted for negotiations with DLG to make sure that Showco interests are secured. This negotiations should take place in every case before the decision for EuroTier 2012 will be made.
- Mr Søren Ring
(Chairman) asked the meeting two questions for a (pre)-vote.
a) Should we go on as Mr Finco proposed?
All participants voted with "YES".
b) If DLG accepts the Showco requirements, will we decide in principle for Hanover 2012?
All participants voted with "YES".
- Mr Bernd Meerpohl
(BIG DUTCHMAN) suggested advertising in poultry magazines.
Two reasons are important for that:
a) To make Showco more popular and to interest other companies for membership.
b) To inform our customer that we exhibit 2010 in Utrecht only.
There was a total consensus with that idea.
A discussion was held, if the name of all Showco member companies should be shown in the advertisement.
A big majority supports this generally, but all companies should have the possibility to agree or to disagree before the announcement goes public.

Mr Klaus Fahlbusch
(SHOWCO)

supported the advertising-idea. Especially he considered this as a way to use our budget overplus wise and in a way, which promotes Showco strategically very clever. (Of course, it reduced the possibility of Credit-Notes, as discussed under [3]). He promised to send all members the design before the advertisement goes public. There is one week time then for each company to vote against its name. All participants of the meeting agree with this way.

Mr Richard Wentzel
(IMPEX)

suggested trying for editorial magazine articles regarding Showco in connection with the intended advertising.

Agenda Topic (14)

Mr Søren Ring asked Mr Klaus Fahlbusch to refer about the actual situation regarding the Showco website.

Klaus Fahlbusch reported about a decision of the Executive Committee to bring the responsibility for the Showco website into the operative office. (Our member ROTEM does everything in the matter on voluntary basis until now).

Furthermore a design reconstruction should be made by a professional company.

Mr Jacob Gazit (ROTEM) has been contacted for his general acceptance of the transfer, and Mr Gazit agreed. Klaus Fahlbusch asked two companies for their offers and decided to cooperate with Bitter & Partner, Vechta.

Nearly one month ago Klaus Fahlbusch has been informed, that there is anything with our website. When he opened it he found a total occupation by (Iranian?) hackers. A big picture of the Iranian president and many polemic and bad slogans against Israel, USA and several European countries are on our homepage and nothing else. Klaus Fahlbusch contacted Mr Gazit to take our website from the net. Mr Gazit reacted immediately with the notice, the new website is under reconstruction.

Since almost 10 days there is a new trouble because the provider puts a message under our address with the content, the site is suspended because non-payment. Mr Gazit does his very best to solve this problem, but it takes time. Most frustrating in the matter is the fact, that the provider message is not true. The domain is already paid until December 2010.

We do our best to overcome the problem soonest.

Agenda Topic (15)

Mr Søren Ring underlines the importance to increase the number of our members. As more members we have as more power we have in negotiations with show organizer. The Executive Committee deliberate on additional activities to recruit new members especially out of the Breeder-, Incubator- and Processing-industry.

But a special appeal Mr Ring directed to each Showco member, to win one new member for Showco within the next 12 months. So we can double our membership within one year. To know who is already member, we will send you with the minutes the most actual member list.

Agenda Topic (16)

Mr Søren Ring asked Mr Klaus Fahlbusch to refer about using of VIV invitation tools. Klaus Fahlbusch told about first negotiations with VNU Utrecht under the impression of the very critical and labile political situation during the time before the VIV-Asia 2009. We asked VNU for a reimbursement for Showco exhibitors in case the VIV-Asia suffers under the political circumstances. VNU discussed with us but they want not to accepts our philosophy, to pay for bad success. VNU offered us a reimbursement in case Showco supports VNU for a good show success. For sure, that's the better philosophy! The reimbursement is based on four parameters: Increasing of visitors, better show-rating by the visitors, better show-rating by the exhibitors and (important) visitors which are direct invited by Showco members. But the VNU-tools for invitations (in paper and electronic) are unsatisfactory. There is no benefit for the customer to use the code number of the inviting company. Klaus Fahlbusch had a discussion with Mr Leeuwenburgh about and now we got the info from VNU that modifications are in preparation. Details come out in November. However the result is, Showco has impact. We will keep you informed when we knows news and ask you kindly to use the invitation tools for the VIV-Europe.

Agenda Topic (17)

Mr Søren Ring directed the attention of the meeting to the upcoming "FIGAP-VIV America Latina 2010" in Guadalajara, Mexico (October 21.-23. 2010).

A very agile discussion takes place, because it is a new show. The former feedstuff show is extended now to a general fair for livestock management.

Several members asked the question if Guadalajara, Mexico is the right place for an America Latina exhibition.

Mr B. Meerpohl pointed out that nobody knows the impact of very new laws in few American states, concerning cages for hens. Furthermore he advised to the fact, that this new show will be three months before Atlanta 2011, for which Showco has a decision of participation.

Mr N. Brechters believed that the big and important Mexican customer in every case go to Atlanta/USA. And customer of other countries of the region goes as well to Atlanta.

Mr R. Segalla (SKA) asked for an alternative to Mexico. Furthermore he asked the meeting of its opinion regarding a rotation model.

The idea of a rotation model with a 2-year-rhythm and changing between important South- (and perhaps Central-) American countries created a big interest. The majority of the present members estimated the upcoming

“FIGAP-VIV America Latina 2010” in Guadalajara, Mexico not as an interesting show.

Mr Søren Ring asked for a vote of the present members regarding the fair.

One member has already booked.

Two members voted by abstention.

All the other present members (18) voted:

The “**FIGAP-VIV America Latina 2010**” in Guadalajara, Mexico is a

“Not preferred exhibition”

Agenda Topic (18)

Mr Søren Ring asked Mr K. Fahlbusch to refer about VAT (ges. Mehrwertsteuer) as a special German matter.

Mr Fahlbusch reported, that now after nearly one year Showco got from the German Finance Authorities a Tax- and a VAT-Identification number.

Tax-Nr.: **147 / 273 / 73080**

VAT-Id.-Nr.: **DE265869039**

Accordingly to the information of our finance advisor (and because of the Operative Office of Showco in Germany) the VAT has only to be charged for German members.

Therefore Showco will send all German members within the next days a Credit Note each, covering the already paid member fees. (Without VAT).

Furthermore we send them a new Invoice, covering the member fees plus VAT.

We ask the German members kindly to pay us the difference (= VAT) within four weeks.

Agenda Topic (19)

No discussions under this topic.

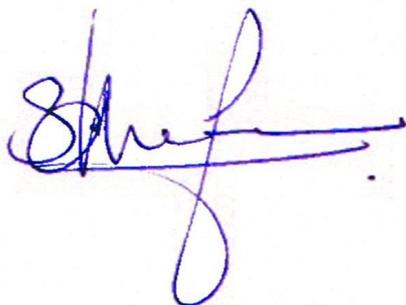
Chairman Mr Søren Ring thanked all participants for their support and the engaged discussion during the meeting.

The new Showco President and the new elected Executive Committee he wished all time good success and a harmonic cooperation in benefit of Showco.

He invited the participants of the meeting in behalf of Showco to a common lunch after the meeting.

With best wishes for a save journey home he closed the meeting at 12:30 h.

October 16th 2009

A handwritten signature in blue ink, appearing to read 'Paul de Schouwer'.

Paul de Schouwer / President

A handwritten signature in blue ink, appearing to read 'Søren Ring'.

Søren Ring / Chairman of the meeting

A handwritten signature in blue ink, appearing to read 'Klaus Fahlbusch'.

Klaus Fahlbusch / Director

Addendum:

- a) List of Participants
- b) Presidents Report (separate)
- c) Final Financial Balance 2008 (separate)
- d) Actual Member List (separate)

List of participants

| | |
|----------------------------|--|
| BIG DUTCHMAN Intern. | Bernd Meerpohl + Andreas Böske |
| FACCO & C. s.p.a. | Massimo Finco |
| FARMER AUTOMATIC | Ludwig Strietholt |
| GASOLEC | Henk Ruiken |
| HATO BV | Paul Obers |
| HELLMANN Poultry | Marzellus Hellmann |
| HOTRACO AGRI BV | Frank Schreuers |
| iLOX | Stefan Warnking |
| IMPEX | Richard Wentzel |
| JANSEN Poultry Equipment | Mari van Gruijthuijsen |
| LAE Anlagenbau | Klaus Wöhlkens |
| LTZ Lohmann Tierzucht | Dr. Hans-Friedrich Finck |
| LUBING Maschinenfabrik | Markus von der Assen |
| REVENTA GmbH & Co. KG | Katja Huning |
| SALMET International | Norbert Brechters |
| SKA s.r.l | Ruggero Segalla |
| SKOV A/S | Mark van de Ven + Peter Neldorf Petersen |
| SPECHT TEN ELSEN | Hans-Theo Ten Elsen |
| TECNO Poultry Equipm. (IT) | Piero Lupi |
| TEXHA p.a. (UA) | Alexander Nadykto + Vladimir Kovalsky |
| VDL AGROTECH BV | Brian van Hooff + Marini Wijlaars |
| SHOWCO Association | Søren Ring + Klaus Fahlbusch |