

SPECIAL GENERAL MEETING

Agenda

1. Dividend distribution

Proposal to approve the distribution of an extraordinary gross dividend of EUR 74 per share and EUR 9.25 per profit share, which will be payable within ten (10) calendar days following the approval of such dividend distribution proposal.

2. Acknowledgement of board report in accordance with article 7:151/1 BCCA regarding a potential transfer of assets by the Company or its subsidiaries in the event of enforcement of securities granted in the context of the Company Financing and the Belron Financing

Proposal to acknowledge the board report in accordance with article 7:151/1 BCCA regarding a potential transfer of assets by the Company or its subsidiaries in the event of enforcement of securities granted in the context of the additional financing that will be attracted at the level of (i) the Company structured through syndicated term facilities with certain financial institutions (the "Company Financing") and (ii) Belron consisting partly of (a) a refinancing of the current financing arrangements at Belron level and (b) additional debt at Belron level (the "Belron Financing").

3. Approval of change of control clauses and potential transfer of assets in accordance with articles 7:151 and 7:151/1 of the BCCA

- *Proposal to approve, in accordance with articles 7:151 and 7:151/1 of the BCCA:*
 - *all provisions of a senior facilities agreement to be entered into by, amongst others, the Company as guarantor, D Participation Management SA/NV and D Participation Management Luxembourg SA as borrowers and certain financial institutions as lenders that grant rights to the lenders that have a significant impact on the Company's assets or create a significant debt or obligation for the Company, when the exercise of these rights depends on the making of a public takeover bid for the Company's shares or a change in the control exercised over it; and*
 - *the potential transfer of the pledged assets (as described in the board report prepared in accordance with article 7:151/1 BCCA) of the Company or its subsidiaries in the event of an enforcement of the securities granted by the Company and its subsidiaries in the context of the Company Financing and Belron Financing.*

4. Proxy for formalities.

Resolution to confer full powers on Amélie Coens, Aurélie Cautaearts and Isabelle Stanson, who all, for this purpose, elect domicile at Rue du Mail 50, 1050 Brussels, each acting separately, in order to carry out the formalities with a company counter with a view to ensuring the registration/modification of the data in the Crossroads Bank for Enterprises and, where applicable, with the Value Added Tax Administration.