

NOTICE

The shareholders are invited to the Ordinary General Meeting of D'Ieteren SA/NV that will be held on **Thursday May 26th, 2016, at 3:00 p.m.** at the registered office of the company, rue du Mail 50, 1050 Brussels (Belgium). The agenda is as follows:

ORDINARY GENERAL MEETING

- 1. Directors' and Auditor's reports on the annual and consolidated accounts for the financial year 2015. Communication of the consolidated financial statements for the year 2015.**
- 2. Approval of the annual financial statements and appropriation of the result as at December 31st, 2015**
Proposal to approve the annual financial statements and the appropriation of the result as at 31 December 2015.
- 3. Remuneration Report 2015**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2015.
- 4. Discharge to the Directors and to the statutory auditor**
Proposal to give discharge through separate voting:
 - to the Directors
 - to the statutory auditor*for carrying out their functions in 2015.*
- 5. Approval of the change of control clauses included in the conditions of credit agreements entered into by the company**
Proposal to approve and to ratify, if necessary, in accordance with article 556 of the Company Code, clauses conferring the right to credit institutions having entered into credit agreements with the company (for maximum EUR 75 million per credit institution and with initial maturities not exceeding 5 years) to obtain the repayment of the credits prior to maturity in case of a change of control of the company.

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I. CONDITIONS TO ATTEND THE MEETING

In order to attend and to vote at the General Meeting, the shareholders must fulfil the following two conditions:

- 1) the registration, on the shareholder's name, of the shares with which he/she wishes to vote, on the **record date** which is **Thursday May 12th, 2016, at 24h Belgian time (CET)** resulting from:

- either their registration in the shareholders' register of the company; or
- their registration in the books of an approved financial or clearing institution.

No specific action is required from the shareholder to this end.

2) the notification by the shareholder, **at the latest on Friday May 20th, 2016, at 4:00 pm**, of his/her intention to attend the General Meeting and of the number of shares with which he/she intends to vote:

- for the owners of registered shares: either by e-mail to financial.communication@dieteren.be, by mail to SA D'Ieteren NV, rue du Mail 50, 1050 Brussels (Belgium), to the attn. of Thierry Dossogne, Financial Communication Officer, or by fax at the number +32 2 536 91 39;
- for the owners of dematerialised shares: by notification to the agreed financial or clearing institution. The latter will issue a certificate attesting the number of dematerialised shares held on the shareholder's name in its books with which he/she wishes to vote, and send it to:

Euroclear Belgium, Issuer Services,

- **by mail, 1, Blvd du Roi Albert II, 1210 Brussels (Belgium) or**
- **by e-mail to ebe.issuer@euroclear.com or**
- **by fax at the number + 32 2 337 54 46.**

Only the persons who were shareholders on the record date of Thursday May 12th, 2016 at 24h (Belgian time) and who notified their intention to attend the General Meeting before Friday May 20th, 2016, will be entitled to participate in and vote at the Meeting.

The company does not deliver access cards.

II. VOTE BY PROXY – VOTE BY CORRESPONDENCE

Shareholders who wish to vote by proxy or by correspondence are invited to use the forms approved by the Board of Directors available at the company's registered office or at the following address: www.dieteren.com/en/shareholder-meetings, and send the documents, duly filled in and signed, to Euroclear Belgium:

- vote by proxy: by mail, e-mail or fax at the abovementioned addresses. For proxies sent by mail or by fax, the originals must be given to the Chairman of the General Meeting at the latest at the beginning of the Meeting. If this formality is not fulfilled, the company will not recognize the power of attorney of the proxy holder.
- vote by correspondence: only the original documents sent by post will be accepted.

These documents must be sent **at the latest on Friday May 20th, 2016, at 4:00 pm**.

III. RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS – RIGHT TO ASK QUESTIONS

One or more shareholders holding jointly at least 3% of the share capital and wishing to add new items to the agenda and/or to file resolution proposals in relation to existing or new agenda items, are invited to notify them to the company by sending an e-mail to financial.communication@dieteren.be **at the latest on Wednesday May 4th, 2016**. If needed, the company shall publish an amended agenda **at the latest on Wednesday May 11th, 2016**.

The shareholders may also, as from the publication of this invitation, ask questions in writing about the reports of the Board of Directors or of the statutory auditor and/or agenda items, by sending them to financial.communication@dieteren.be, at the latest on **Friday May 20th, 2016 at 4:00 pm**. The questions will be answered during the General Meeting.

IV. AVAILABILITY OF DOCUMENTS

All documents that the company is legally required to submit to the General Meeting together with the agenda of the Meeting, possibly completed in accordance with Article 533ter of the Company Code, the related resolution proposals and the forms to be used for the vote by proxy or by correspondence, are available on www.dieteren.com/en/shareholder-meetings and, on demand and for free, at the registered office of the company upon request:

- by mail to rue du Mail 50, 1050 Brussels (Belgium), attn. Thierry Dossogne, Financial Communication Officer; or
- by e-mail to financial.communication@dieteren.be; or
- by fax at the number + 32 2 536 91 39.

The Board of Directors