

NOTICE

The shareholders are invited to the Ordinary and Extraordinary General Meetings of D'Ieteren SA/NV which will be held on **Thursday 6 June 2019, 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

Agenda

- 1. Directors' and Auditor's reports on the annual and consolidated accounts for the financial year 2018. Communication of the consolidated financial statements for the year 2018.**
- 2. Approval of the annual financial statements as at December 31st, 2018, including the distribution of profits.**
Proposal to approve the annual financial statements as at 31 December 2018, including the distribution of profits.
- 3. Remuneration Report 2018.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2018.
- 4. Discharge to the Directors and to the statutory auditor.**
Proposal to give discharge through separate voting:
 - to all Directors in function in 2018
 - to the statutory auditor*for carrying out their functions in 2018.*
- 5. Appointment of new directors and renewal of directors.**
 - 5.1.** *Proposal to renew the mandate of Mr Nicolas D'Ieteren, as director, for a period of 5 years expiring at the end of the Ordinary General Meeting of 2024.*
 - 5.2.** *Proposal to renew the mandate of Mr Olivier Périer, as director, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2023.*
 - 5.3.** *Proposal to renew the mandate of Mrs Michèle Sioen, as director, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2023.*
 - 5.4.** *End of Mrs Sophie Gasperment's mandate as director, and proposal to appoint Gemms Partners SARL, permanently represented by Mrs Sophie Gasperment, as independent director in the meaning of article 526ter of the Company Code (all criteria being met for this candidate), for a period of 3 years expiring at the end of the Ordinary General Meeting of 2022.*
 - 5.5.** *End of Axel Miller's mandate as managing director, with effect as from April 8, 2019.*

EXTRAORDINARY GENERAL MEETING

Agenda

1. Renewal of authorized capital. Communication of the special report of the Board of Directors. Modification of the Articles of Association.

1.1. *Communication of the special report of the Board of Directors of February 28, 2019, in accordance with Article 604 of the Companies Code, containing the presentation to the General Meeting of the reasons justifying the renewal of the authorized capital, including the circumstances in which the Board of Directors will be able to use it and the objectives it will pursue.*

1.2. *Proposal to grant the Board of Directors a new authorization for a period of five years to increase the capital up to a maximum amount of SIXTY MILLION EURO (60,000,000 EUR) in accordance with article 9bis of the Articles of Association:*

The capital increases decided pursuant to this authorization may be carried out either by contributions in cash or in kind within the limits permitted by the Companies Code, or by incorporation of disposable or non-disposable reserves or issue premiums, with or without creation of new shares, whether preferred or not, with or without voting rights, with or without subscription rights.

The new shares to be subscribed in cash are offered by preference to the shareholders, in proportion to the part of the capital which their shares represent. The Board of Directors may, however, limit or remove, in accordance with the corporate interest and according to the conditions prescribed by law, the preferential subscription right for the capital increases decided by it, including in favour of one or more specified persons.

The Board of Directors is authorized to decide, within the framework of the authorized capital, the issue of bonds convertible into shares, of subscription rights or securities that may give rights to shares of the company, in accordance with the conditions set by the Companies Code, and up to a maximum amount such that the amount of capital increases that may result from the exercise of the rights and securities referred to above does not exceed the limit of the remaining authorized capital. The Board of Directors may limit or waive, in accordance with the corporate interest and under legal conditions, the preferential subscription right in the event of issues of bonds convertible into shares, of subscription rights or securities that may give entitlement to shares of the company, including in favour of one or more specified persons.

1.3. *Proposal to replace the text of the first two paragraphs of Article 9bis of the Articles of Association as follows:*

"On the dates and on the terms and conditions it fixes, the Board of Directors is authorized to increase the share capital on one or more occasions up to a maximum amount of SIXTY MILLION EUROS (EUR 60,000,000).

This authorization is valid for a period of five years from the publication in the Belgian State Gazette of the amendment of the articles of association decided by the Extraordinary General Meeting of June six, two thousand and nineteen. "

- 1.4. *Proposal to grant all powers to the Board of Directors to implement this resolution, and more specifically with a view to coordinating the articles of association.*
- 1.5. *Proposal to grant all powers to an employee of the cooperative limited liability company, "Berquin Notaires", to draft the text of the coordination of the articles of association of the Company, sign it and file it with the registry of the competent company court, in accordance with the relevant legal provisions.*

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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 23rd, 2019, 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 31st, 2019, 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 or by mail to SA D'Ieteren NV, rue du Mail 50, 1050 Brussels (Belgium), to the attn. of Anne-Catherine Zoller, Financial Communication Officer;
 - 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**

Only the persons who were shareholders on the record date of Thursday May 23rd, 2019 at 24h (Belgian time) and who notified their intention to attend the General Meeting before Friday May 31st, 2019, 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 or e-mail at the abovementioned addresses. For proxies sent by e-mail, 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 31st, 2019, at 4:00 pm. Please note, however, that Thursday May 30th is a bank holiday in Belgium and that it is, therefore, advisable for shareholders to ensure that the mentioned forms (if sent by post) reach Euroclear Belgium on Wednesday May 29th by the latest.**

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 15th, 2019**. If needed, the company shall publish an amended agenda **at the latest on Wednesday May 22nd, 2019**.

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 31st, 2019 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. Anne-Catherine Zoller, Financial Communication Officer; or
- by e-mail to financial.communication@dieteren.be.

The Board of Directors