

**NOTICE**

The Shareholders are invited to the Ordinary General Meeting of the company that will be held on **Thursday May 28, 2015, 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 fiscal year 2014. Communication of the consolidated accounts for financial year 2014.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2014.**  
Proposal to approve the annual accounts and the appropriation of the result as at 31 December 2014.
- 3. Remuneration Report 2014.**  
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2014.
- 4. Discharge to the Directors and to the statutory auditor.**  
Proposal to give discharge through separate voting:
  - 4.1. to the Directors;
  - 4.2. to the statutory auditor KPMG Réviseurs d'entreprise scrl, represented by Mr. Alexis Palm;for carrying out their functions in 2014.
- 5. Renewal of directorships and independent directorship.**  
Proposal to renew the directorships of:
  - 5.1. Mr Nicolas D'Ieteren;
  - 5.2. Mr Olivier Périer;
  - 5.3. Ms Michèle Sioen, as independent Director in the meaning of article 526ter of the Company Code and of the Company's Corporate Governance Charter for a period of 4 years expiring at the end of the Ordinary General Meeting of 2019.
- 6. Acknowledgment of the loss of value and subsequent cancellation of the VVPR strips**  
Proposal to cancel the 11,552,410 VVPR strips (former ISIN codes BE0005514824 and BE0005642161) issued by the company in 1994 pursuant to the acknowledgment of their loss of value resulting from the cancellation of the associated tax benefit by the law of December 27, 2012, and from the expiry of the 3-year period to claim this benefit..

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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 14, 2015, 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 22, 2015, 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](mailto:financial.communication@dieteren.be), by mail to s.a. D'Ieteren n.v., 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 dematerialized shares: by notification to the agreed financial or clearing institution. The latter will issue a certificate attesting the number of dematerialized 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](mailto: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 14, 2015 at 24h (Belgian time) and who notified their intention to attend the General Meeting before Friday May 22, 2015 will be entitled to participate in and vote at the Meeting.**

**Access cards will not be delivered.**

## 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](http://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 above mentioned addresses. For proxies sent by mail or by fax, the originals should be remitted 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 22, 2015, 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](mailto:financial.communication@dieteren.be) **at the**

**latest on Wednesday May 6, 2015.** If needed, the company shall publish an amended agenda **at the latest on Wednesday May 13, 2015.**

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](mailto:financial.communication@dieteren.be), at the latest on **Friday May 22, 2015 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 533<sup>ter</sup> 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](http://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](mailto:financial.communication@dieteren.be) or
- by fax at the number + 32 2 536 91 39.

The Board of Directors.