

**S.A. D'IETEREN N.V.**  
 Company Number 0403448140  
 Rue du Mail 50  
 B - 1050 Brussels, Belgium  
[www.dieteren.com](http://www.dieteren.com)

### ORDINARY GENERAL MEETING

- 1. Directors' and auditor's reports on the annual and consolidated accounts for fiscal year 2004. Consolidated accounts for fiscal year 2004.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2004.**  
 Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2004.
- 3. Authorisations regarding the purchase and sale of own shares.**
  - 3.1.** Proposal to authorise the Board of Directors to purchase on the stock exchange, according to the provisions of the Company Code, for a period expiring at the date of the Ordinary General Meeting of 2006, a maximum of ten percent of the number of shares issued by the company (i.e. a maximum of 553,026 shares), for a value per share of minimum one euro and maximum ten percent above the average quotation of the last ten days.
  - 3.2.** Proposal to authorise the subsidiaries of the company to purchase and sell shares of the S.A. D'Ieteren N.V., according to the articles 627, 628 and 632 of the Company Code, for the period and within the requirements mentioned in 3.1.

The resolutions aimed in point 3 of this agenda can only be passed if the Assembly represents at least half of the share capital and half of the total number of participating shares and if the resolutions are passed with a majority of at least 4/5<sup>th</sup> of the present and represented votes.

- 4. Corporate Governance**
  - 4.1.** Communication of the Board of Directors regarding the measures taken by the Company for the implementation of the Belgian Corporate Governance Code.
  - 4.2.** Proposal to authorise the Board of Directors to organize annual share option plans for the management of the company having at least three years of service, exercisable between January 1<sup>st</sup> of the third year following the date of the offer and the expiration of the 10<sup>th</sup> year that follows, excluding the two month periods preceding the communication of the annual and half-year results, giving the right to purchase, with immediate option to sell, existing shares of the company at a price corresponding either to the average quotation of the 30 business days preceding the offer date or to the closing price of the business day preceding the offer date, the number of offered options per category of managerial staff as well as the exercise price being determined on advice of the Nominations and Remuneration Committee.
- 5. Appointment of directors. Renewal of directorships and of the auditor's mandate.**  
 Proposal to :
  - 5.1.** bring up to twelve the number of directors ;
  - 5.2.** appoint Mssrs. Jean-Pierre Bizet, Nicolas D'Ieteren and Olivier Périer as directors for a period of three years expiring at the end of the Ordinary General Meeting of 2008 ;
  - 5.3.** renew the directorship of Mssrs. Maurice Périer and Gilbert van Marcke de Lummen for a period of three years expiring at the end of the Ordinary General Meeting of 2008 ;
  - 5.4.** appoint as statutory auditor Société DELVAUX, FRONVILLE, SERVAIS et ASSOCIES, represented by Mssrs. Gérard DELVAUX and Jean-Louis SERVAIS, for a period of three years expiring at the end of the Ordinary General Meeting of 2008, according to the provisions of article 156 of the Company Code, and set their annual fee at EUR 144,000 excl. VAT for the control of the statutory and consolidated accounts
- 6. Discharge to the directors and to the statutory auditor.**  
 Proposal to give discharge, by separate vote, to the directors and to the statutory auditor for carrying out their functions in 2004.