

**S.A. D'IETEREN N.V.**  
rue du Mail, 50  
1050 Brussels  
Company Number 0403448140

Shareholders are invited to the Ordinary and Extraordinary General Meetings of the company that will be held on Thursday, May 26, 2005 at 3:00 p.m. at the registered office of the company, rue du Mail 50,1050 Brussels. The agenda is set forth below :

**EXTRAORDINARY GENERAL MEETING**

**1. Authorisations to the Board of Directors.**

- 1.1. Proposal to renew for a period of three years the authorisation given to the Board of Directors to increase the share capital in the circumstances and according the clauses of Article 9bis, paragraph 6 of the Articles of Association in the case of a public take-over bid on the Company shares, and subsequently modify the Articles of Association.
- 1.2. Proposal to renew for a period of three years the authorisation given to the Board of Directors to acquire shares of the Company pursuant to Article 9ter, paragraph 1 of the Articles of Association in order to prevent serious and imminent damage to the Company, and subsequently modify the Articles of Association.

**2. Merger by absorption of the public limited company S.A. LEEUWENVELD by the public limited company S.A. D'IETEREN N.V.**

- 2.1. Examination and discussion by the shareholders of the following documents of which copies can be made available free of charge:
  - 2.1.1. the merger proposal prepared by the boards of directors of the merging companies, in accordance with article 693 of the Company Code;
  - 2.1.2. the special report prepared by the board of directors of the Company in accordance with article 694 of the Company Code ;
  - 2.1.3. the report with respect to the merger proposal prepared by the statutory auditor in accordance with article 695 of the Company Code.
- 2.2. Information with respect to important changes to the assets and liabilities of the companies to be merged between the date of the merger proposal and the date of the merger, in accordance with article 696 of the Company Code.
- 2.3. Decision to merge by absorption, in accordance with the above mentioned merger proposal, the total assets and liabilities, without exception or reserve, of the public limited company S.A. LEEUWENVELD, hereafter "*the Absorbed Company*", by the public limited company S.A. D'IETEREN N.V., Receiving Company.
- 2.4. Following the merger decision, increase of the share capital of the Receiving Company with twenty-five euros and twenty-three cents (EUR 25,23) by issuance of one new share enjoying the same rights and advantages as the existing shares, considering it will only participate in the appropriation of profit as of the fiscal year starting January 1<sup>st</sup> 2005 and in accordance with article 703, § 2 of the Company Code which provides that shares of the Receiving Company cannot be exchanged for shares of the Absorbed Company held by the Receiving Company itself.

Proposal to pass the resolutions under 2.3. and 2.4 of the agenda.

**3. Amendments to the Articles of Association.**

**3.1.** Following the above mentioned transaction of merger, amendment of articles 5 and 6 of the Articles of Association.

**3.2.** Amendment of the Articles of Association in accordance with the "Loi-programme" of 27 December 2004 and the Belgian Corporate Governance Code, and thus:

**3.2.1.** Replacement of article 25 of the Articles of Association by the following text:

*"The notices to all general meetings are made in accordance with the provisions of the Company Code. The agenda of the general meetings is set out by the Board of Directors."*

**3.2.2.** Replacement of the fifth paragraph of article 37 of the Articles of Association by the following text :

*"The excess constitutes the distributable profit to be paid as dividend to the shareholders, in the proportion of the paid-in ratio of the shares and pro rata temporis, so that the participating share receives one eighth of the dividend paid to the ordinary share."*

Proposal to approve the amendments to the Articles of Association under 3.1 and 3.2 of the agenda.

**4. Proxy to the Board of Directors for the execution for the above mentioned resolutions.**

Proposal to grant the Board of Directors all necessary powers to execute the above mentioned resolutions.

**5. Proxy for the co-ordination of the Articles of Association.**

Proposal to grant a co-worker of the company « *Berquin, Ockerman, Deckers, Spruyt, van der Vorst & Dekegel, Notaires Associés* », société civile ayant la forme d'une société coopérative à responsabilité limitée, all powers in order to draft the coordinated text of the Articles of Association, sign and file it at the clerk's office at the competent Commercial Court, in accordance with the corresponding legal provisions.

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In order to participate to the General Meetings, shareholders are invited to lodge their shares five full days before the date of the meetings, either at the registered office, rue du Mail 50 at 1050 Brussels, or at the counters, branches and agencies of Banque Degroof, Fortis Bank, ING Bank or Petercam.

Shareholders who wish to be represented at the Meetings should use the proxy form set out by the Board of Directors; this form is available at the registered office or on the Company web site ([www.dieteren.com](http://www.dieteren.com)). The proxies must be lodged at the registered office rue du Mail 50 at 1050 Brussels three full days before the date of the meetings.

The Board of Directors.