

**S.A. D'IETEREN N.V.**  
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**EXTRAORDINARY GENERAL MEETING**

- 1. Partial demerger of the public limited company S.A. D'IETEREN LEASE N.V. by transfer of some of its assets and liabilities to the public limited company S.A. D'IETEREN N.V.**
  - 1.1.** Examination and discussion by the shareholders of the following documents of which copies can be made available free of charge:
    - 1.1.1.** the partial demerger proposal of the boards of directors of the companies participating in the transaction assimilated to a demerger (hereafter: "*partial demerger*"), prepared in accordance with article 728 of the Company Code;
    - 1.1.2.** the special report of the board of directors of the Receiving Company relating to the partial demerger and to the increase of the share capital through contribution of assets in kind into the Receiving Company following the partial demerger transaction prepared in accordance with articles 730 and 602 of the Company Code;
    - 1.1.3.** the report relating to the demerger proposal and to the share capital increase through contribution of assets in kind into the Receiving Company following the partial demerger transaction prepared by the statutory auditor in accordance with articles 731 and 602 of the Company Code.
  - 1.2.** Information with respect to important changes to the assets and liabilities of the companies participating in the transaction assimilated to a demerger between the date of the partial demerger proposal and the date of the partial demerger, in accordance with article 732 of the Company Code.
  - 1.3.** Resolution of partial demerger whereby the Receiving Company absorbs the whole of the assets and liabilities of the public limited company S.A. D'IETEREN LEASE N.V., hereafter "*the Demerged Company*", except those maintained within the Demerged Company as listed in the partial demerger proposal, the above mentioned assets and liabilities being demerged and transferred in accordance with the terms and conditions of the under 1.1. above mentioned partial demerger proposal, without dissolution of the Demerged Company which does not cease to exist.
  - 1.4.** Following the partial demerger resolution, increase of the share capital of the Receiving Company with twenty-seven euros (EUR 27,00) by issuance of one new share enjoying the same rights and advantages as the existing shares, considering it will only participate in the benefit appropriation as of July 1<sup>st</sup> 2005 and in accordance with article 740, § 2 of the Company Code which provides that shares of the Receiving Company cannot be exchanged for shares of the Demerged Company held by the Receiving Company itself.

Proposal to pass the resolutions under 1.3. and 1.4. of the agenda.

- 2. Amendments to the Articles of Association.**

Following the above mentioned transaction of partial demerger, amendment of articles 5, 6 and 42 of the Articles of Association.
- 3. 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.
- 4. 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 co-ordinated 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.