

S.A. D'IETEREN N.V.
Rue du Mail, 50
1050 Brussels
VAT BE 0403448140 – Company Register Brussels

Shareholders are invited to the Ordinary and Extraordinary General Meetings of the company that will be held on Thursday, May 29, 2008 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 MEETING

1. Authorisations regarding the purchase and sale of own shares

- 1.1. 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 2009, 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.
- 1.2. 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 en 632 of the Company Code, for the period and within the requirements mentioned in 1.1.

2. Authorisations given to Board of Directors concerning the capital defence mechanisms

- 2.1. Proposal to authorise the Board of Directors, for a period of three years, to raise the capital in those circumstances and in accordance with the conditions set out in the sixth paragraph of article *9bis* in the Articles of association in case of a takeover bid on the shares of the Company, and to modify the Articles of association accordingly.
- 2.2. Proposal to authorise the Board of Directors, for a period of three years, to purchase own shares of the Company in the circumstances foreseen in the first paragraph of article *9ter* in the Articles of association in order to prevent the Company from suffering a severe and imminent damage and to modify the Articles of association accordingly.

3. Proxy to the Board of Directors for the execution of 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 Notaires*" all powers 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, holders of dematerialised shares are invited to lodge at Banque Degroof, five full days before the date of the meetings, a blocking certificate drawn up in accordance with the article 474 of the Company Code. The holders of bearer shares are also held to lodge these, within the same delay, either at the registered office, either at Banque Degroof in view of receiving a blocking certificate.

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. 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.