

**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:

**ORDINARY GENERAL MEETING**

- 1. Directors' and auditor's reports on the annual and consolidated accounts for fiscal year 2007. Consolidated accounts for fiscal year 2007.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2007**  
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2007.
- 3. Discharge to the directors and to the statutory auditor**  
Proposal to give discharge to the directors and to the statutory auditor for carrying out their functions in 2007.
- 4. Renewal of Directorships**  
Proposal to renew the directorship of Mssrs.
  - 4.1 Jean-Pierre BIZET,
  - 4.2 Nicolas D'IETEREN
  - 4.3 Gilbert van MARCKE de LUMMEN
  - 4.4 Maurice PERIER
  - 4.5 Olivier PERIER,for a period of three years expiring at the end of the Ordinary General Meeting of 2011.
- 5. Renewal of the auditor's mandate**  
Proposal to renew the mandate of the auditor Société DELVAUX, FRONVILLE, SERVAIS et ASSOCIES scrl, 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 2011, according to the provisions of article 156 of the Company Code, and set their annual fee at EUR 160,000 excl. VAT for the control of the statutory and consolidated accounts.

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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](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.