

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

**Information relating to the resolutions proposed to the Extraordinary General Meeting
of the S.A. D'Ieteren N.V of 26 May 2005**

Resolutions 1.1. en 1.2.

The General Meeting is invited to renew the authorisations extended every 3 year to the Board of Directors allowing them to take the necessary measures to protect the share capital in case of hostile takeover bid on the Company shares, and in particular :

- to make use of the EUR 60 million authorised capital renewed in 2004 to increase the share capital of the Company ;
- to purchase Company shares without prior approval of the Assembly.

Resolution 2

This is a restructuring operation - similar to those approved by the General Meeting in 2003 - relating to the S.A. LEEUWENVELD, a subsidiary of S.A. D'IETEREN which is the owner-manager of the Seat Center Woluwe inaugurated in 2004. The integration of S.A. LEEUWENVELD within the S.A. D'IETEREN would generate numerous operational synergies for the absorbed company, e.g. with respect to real estate management and sharing of technical resources, among which the use of the repair and after-sale service offered by the neighbouring Zaventem Audi Center also managed by the S.A. D'IETEREN.

It is proposed to increase the share capital with EUR 25.23 by issuing one new share in order to remunerate the minority shareholder of S.A. LEEUWENVELD for its contribution to the proposed merger.

Resolution 3

The following changes to the Articles of association are proposed to the approval of the General Meeting :

- resolution 3.1. : change articles 5 and 6 so as to adapt the amount of the share capital and the number of issued shares in case of approval by the shareholders of the merger proposed under resolution 2 ;
- resolution 3.2.1. : change article 25 so as to adapt the terms of the invitation to the General Meeting to the requirements of the Company Code, i.e. a minimum 24-day prior notice for listed companies and a limitation of the number of publications in the press ;
- resolution 3.2.2. : change article 37 relating to the appropriation of profit so as to eliminate the relationship between the remuneration of the Directors and the results, which is not conform to the Belgian Corporate Governance Code. In accordance with article 22 par. 5 of the Articles, the Directors shall receive a fixed remuneration to be booked as general expense.