

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

S.A. D'IETEREN N.V.
rue du Mail, 50
1050 Brussels (Belgium)
TVA BE 0403448140 - RPM Brussels

Shareholders are invited to the Ordinary General Meeting and to the Extraordinary General Meeting of the company that will be held on Thursday, May 28, 2009 from 3:00 p.m. onwards at the registered office of the company, rue du Mail 50, 1050 Brussels. The agenda's are set forth below:

ORDINARY GENERAL MEETING

- 1. Directors' and auditor's reports on the annual and consolidated accounts for fiscal year 2008. Consolidated accounts for fiscal year 2008.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2008**
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2008.
- 3. Discharge to the directors and to the statutory auditor**
Proposal to give discharge
 - 3.1. to the directors and
 - 3.2. to the statutory auditorfor carrying out their functions in 2008.
- 4. Appointment of an independent Director and renewal of a Directorship**
 - 4.1 Proposal to appoint Mrs Christine Blondel as independent Director in the meaning of article 526ter of the Company Code and of the Company's Charter of Corporate Governance for a period of 4 years expiring at the end of the Ordinary General Meeting of 2013.
 - 4.2 Proposal to renew the directorship of Baron Alain Philippon for a period of 4 years expiring at the end of the Ordinary General Meeting of 2013.

EXTRAORDINARY GENERAL 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 2014, a maximum of ten percent of the number of shares issued by the company (i.e. maximum 553,026 shares), for a price per share of minimum one euro and maximum ten percent above the average quotation of the last ten days.

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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. Renewal of the authorised capital. Communication of the special report of the Board of Directors. Amendment of the Articles.

2.1. Communication of the special report of the Board of Directors of March 5, 2009, according to article 604 of the Company Code, to the General Meeting explaining the motives justifying the renewal of the authorised capital, including the circumstances in which the Board can make use of it and which objectives it pursues.

2.2. Proposal to grant the Board of Directors a new authorisation for a period of five years to increase the capital with a maximum amount of SIXTY MILLION EUROS (60.000.000 EUR) and to replace as follows the text of the two first paragraphs of article 9bis of the articles :

"At the dates and conditions fixed by the Board of Directors, the latter is authorised to increase the subscribed capital in one or more times with a maximum amount of SIXTY MILLION EUROS (60.000.000 EUR).

This authorisation is valid for a period of five years as of the publication in the Belgian Official Gazette of the amendment of the Articles decided by the Extraordinary General Meeting of May 28, 2009. "

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 and in particular to coordinate the articles of association.

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.

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 article 474 of the Company Code. The holders of bearer shares are also invited 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 website 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.

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