

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 27, 2010 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 2009. Consolidated accounts for fiscal year 2009.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2009**
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2009.
- 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 2009.
- 4. Composition of the Board of Directors. Appointment of an independent Director. Acknowledgement of the quality of independent director to a Director. Renewal of Directorships**
 - 4.1. Proposal to bring the number of Directors from 12 to 13.
 - 4.2. Proposal to appoint Mr Axel MILLER 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 2014.
 - 4.3. Proposal to recognize the quality of independent director in the meaning of article 526ter of the Company Code and of the Company's Charter of Corporate Governance to Mr Gilbert van MARCKE de LUMMEN, Director
 - 4.4. Proposal to renew the directorship of Baron D'IETEREN for a period of 4 years expiring at the end of the Ordinary General Meeting of 2014
 - 4.5. Proposal to renew the directorship of S.A. Société de Participation et de Gestion, as represented by Mr Michel ALLE, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2014.
 - 4.6. Proposal to renew the directorship of sca Nayarit Participations, as represented by Mr Etienne HEILPORN, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2014.
 - 4.7. Proposal to renew the directorship of Mr Pascal MINNE for a period of 4 years expiring at the end of the Ordinary General Meeting of 2014.
 - 4.8. Proposal to renew the directorship of Mr Christian VARIN for a period of 4 years expiring at the end of the Ordinary General Meeting of 2014.

5. Approval of the Change of control clauses included in the Conditions of a Company's bond issue as well as in credit agreements concluded by the Company.

Proposal to approve and if necessary to ratify in accordance with article 556 of the Company Code, clauses conferring the right to obtain the early redemption of the bonds or the early repayment of the credits, prior to maturity, upon a Change of Control of the Company :

- 5.1. to the holders of the bonds issued by the Company on 23 December 2009 for an amount of 150.000.000 euros and with a five-year maturity ; and
- 5.2. to the credit institutions having concluded with the Company credit agreements for maximum EUR 100 million per credit institution and with initial maturities not exceeding 6 years.

EXTRAORDINARY GENERAL MEETING

Absorption of S.A. IMMONIN by S.A. D'IETEREN N.V. by way of a transaction assimilated to a merger by absorption in the meaning of article 676, 1° of the Company Code

1. Acknowledgement and discussion by the shareholders of the merger proposal set up on March 29, 2010 by the Boards of Directors of the companies to be merged and deposited on April 8, 2010 with the Clerk of the Tribunal of Commerce of Brussels, in accordance with article 719 of the Company Code, of which they may receive a copy for free
2. Approval of the merger proposal
3. Absorption by S.A. D'Ieteren N.V. of S.A. IMMONIN by way of a transaction assimilated to a merger by absorption, in the meaning of article 676, 1° of the Company Code and under the conditions set up in the merger proposal
4. Delegation of special powers, including those necessary to fulfil the formalities with the Register of Legal Persons

Proposal to approve the resolutions under items 2 to 4 of the agenda.

* *

*

In order to participate to the General Meetings, holders of dematerialised shares are invited to lodge at Bank 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, or at Bank Degroof in view of receiving a blocking certificate.

Shareholders who wish to be represented at the Meetings must use the proxy form set out by the Board of Directors; this form is available at the registered office or on the Company website: <http://www.dieteren.com/splash/en-en/investisseurs/infoaction/assemblees.aspx>. 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.