

S.A. D'IETEREN N.V.
rue du Mail, 50
1050 Brussels (Belgium)
VAT BE 0403.448.140 - Brussels RPM

Shareholders are invited to the Ordinary General Meeting of the Company that will be held on **Thursday 31st May 2012 at 3:00 p.m.** at the registered office of the Company, rue du Mail 50, 1050 Brussels (Belgium). The agenda is as follows:

ORDINARY GENERAL MEETING

- 1. Directors' and auditor's reports on the annual and consolidated accounts for the fiscal year 2011. Consolidated accounts for the fiscal year 2011.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2011.**
Proposal to approve the annual accounts and the appropriation of the result as at December 31, 2011.
- 3. Remuneration Report 2011.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2011.
- 4. Discharge to the Directors and to the statutory auditor.**
Proposal to give discharge through separate voting
 - 4.1. to the Directors and
 - 4.2. to the statutory auditorfor carrying out their functions in 2011.

* * *

I. CONDITIONS TO ATTEND THE MEETING

In order to attend and to vote at the General Meeting, the shareholders must fulfil the following two conditions:

- (1) the registration, on the shareholder's name, of the shares with which he/she wishes to vote, on the **record date** which is **Thursday 17th May 2012 at 24h Belgian time (CET)** resulting from:
 - either their registration in the shareholders' register of the Company, or
 - their registration in the books of an approved account holder or clearing institution.

No specific action is required from the shareholder to this end;

- (2) the notification by the shareholder, **at the latest on Friday 25th May 2012 at 4:00 pm**, of his/her intention to attend the General Meeting and of the number of shares with which he/she intends to vote:
 - for the owners of registered shares: either by mail (S.A. D'Ieteren N.V., rue du Mail 50, 1050 Brussels (Belgium), to the attn. of the Financial Communication), by e-mail to financial.communication@dieteren.be, or by fax at the number +32 2 536 51 39;
 - for the owners of dematerialized shares: by notification to the agreed account holder or clearing institution. The latter will issue a certificate attesting the number of dematerialised shares held on the shareholder's name in its books with which he/she wishes to vote, and send it to:

Euroclear Belgium, to the attn. of Matthieu Piquard

- by mail, avenue de Schiphol 6, 1140 Brussels (Belgium) or
- by e-mail to ebe.issuer@euroclear.com or
- by fax at the number + 32 2 337 54 46.

As a reminder, the bearer form for the D'Ieteren shares has been cancelled by decision of the Extraordinary General Meeting of 20th December 2010, so that the owners of shares under this form must either register them in the shareholders register or dematerialize them with a financial institution in order to be allowed to participate to the General Meeting or, in general, to exercise any rights attached to these shares.

Only the persons who were shareholders on the record date and who notified their intention to attend the General Meeting in due time will be entitled to participate in and vote at the Meeting.

The holders of bonds issued by the Company may participate to the Meeting with consultative vote, according to the Company Code, and are submitted to the same admission formalities as those applying to shareholders.

II. VOTE BY PROXY – VOTE BY CORRESPONDENCE

Shareholders who wish to vote by proxy or by correspondence are invited to use the forms approved by the Board of Directors available at the Company's registered office or at the following address: <http://www.dieteren.com/shareholders/shareholders-meetings>, and send them duly filled in and signed to Euroclear Belgium, at the above mentioned address, **at the latest on Friday 25th May 2012 at 4:00 pm.**

III. RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS – RIGHT TO ASK QUESTIONS

One or more Shareholders holding jointly at least 3% of the share capital and wishing to add new items to the agenda and/or to file resolution proposals in relation to existing or new agenda items, are invited to notify them to the Company by sending an e-mail to financial.communication@dieteren.be **at the latest on Wednesday 9th May 2012.**

The Shareholders may also, as from the publication of this invitation, ask questions in writing about the reports of the Board of Directors or of the statutory auditor and/or agenda items, by sending them to financial.communication@dieteren.be, at the latest on **Friday 25th May 2012 at 4:00 pm.** The questions will be answered at the General Meeting.

IV. AVAILABILITY OF DOCUMENTS

All documents that the Company is legally required to submit to the General Meeting together with the agenda of the Meeting, as the case may be completed in accordance with Article 533^{ter} of the Company Code, the relating resolution proposals and the forms to be used for the vote by proxy or by correspondence, are available on <http://www.dieteren.com/shareholders/shareholders-meetings> and, on demand and for free, at the registered office of the company by sending a request:

- by mail to rue du Mail 50, 1050 Brussels (Belgium), attn. the Financial Communication
- by e-mail to financial.communication@dieteren.be or
- by fax at the number + 32 2 536 51 39.

The Board of Directors.