

S.A. D'IETEREN N.V.
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1050 Brussels
VAT BE 0403448140 – Company Register Brussels

**Information relating to the resolutions proposed to the Extraordinary General Meeting
of the S.A. D'Ieteren N.V of 28 May 2009**

Resolutions 1.1. and 1.2.

The General Assembly is invited to renew the authorisation given to the Board of Directors to acquire Company shares under the conditions set out by the Company Code mainly for the hedging of stock option plans for managers. It is also proposed to renew the autorisations extended to the Board of Directors of subsidiaries to acquire and sell Company shares under the same conditions, and to extend to five years the period for which those authorisations are conferred, as allowed by article 620 of the Code.

Resolutions 2.1. and 2.2.

The company's Articles allow the Board of directors to increase the share capital by sixty million euro maximum by way of authorised capital and under the conditions set out by the law and the Articles.

The Board is of the opinion that this mechanism allowing it to increase the company's equity within a short delay in view of seizing opportunities offered by the market to developing the company's activities or to protect the company's capital structure against hostile offers, should be maintained. The Board invites therefore the Assembly to renew the authorisation conferred on May 27 2004 expiring this year for another five years, and justifies this proposal in the special report requested by article 604 of the Company Code.