

NOTICE

The shareholders are invited to the Ordinary and Extraordinary General Meetings of D'Ieteren SA/NV which will be held on **Thursday June 1<sup>st</sup>, 2017, 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 financial year 2016. Communication of the consolidated financial statements for the year 2016.**
- 2. Approval of the annual financial statements and appropriation of the result as at December 31<sup>st</sup>, 2016**  
*Proposal to approve the annual financial statements and the appropriation of the result as at 31 December 2016.*
- 3. Remuneration Report 2016**  
*Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2016.*
- 4. Discharge to the Directors and to the statutory auditor**  
*Proposal to give discharge through separate voting:*
  - *to the Directors*
  - *to the statutory auditor**for carrying out their functions in 2016.*
- 5. Renewal of mandate of independent director**  
*Proposal to renew the mandate of Mrs Christine Blondel as independent director in the meaning of article 526ter of the Company Code, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2021.*
- 6. Renewal of statutory auditor**  
*Proposal, upon the recommendation of the Audit committee and in accordance with article 156 of the Company Code, to renew the mandate as statutory auditor of KPMG Réviseurs d'Entreprises SCRL civile (B00001), Avenue du Bourget 40 à 1130 Evere (Belgium), represented by Mr Alexis PALM (IRE Nr. A01433), for the control of the statutory and consolidated accounts for the fiscal years 2017, 2018 and 2019, and to set its annual fees for the control of the statutory and the consolidated accounts at EUR 223,300 excl. VAT.*

## EXTRAORDINARY GENERAL MEETING

1. **Renewal of the authorisations granted to the Board of Directors concerning the share capital defence mechanisms**
  - 1.1. *Proposal to renew the authorisation to the Board of Directors, for a new period of three years, to increase the share capital in those circumstances and in accordance with the conditions set out in the seventh paragraph of article 9bis of the Articles of association in the event of a takeover bid on the shares of the Company, and to modify the Articles of association accordingly.*
  - 1.2. *Proposal to renew the authorisation to the Board of Directors, for a new period of three years, to purchase own shares of the Company in the circumstances foreseen in the first paragraph of article 9ter of the Articles of association in order to prevent the Company from suffering a severe and imminent damage, and to modify the Articles of association accordingly.*
2. **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.*
3. **Proxy for the coordination 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.*

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### 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 May 18<sup>th</sup>, 2017, 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 financial 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 May 26<sup>th</sup>, 2017, 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 e-mail to [financial.communication@dieteren.be](mailto:financial.communication@dieteren.be), by mail to SA D'Ieteren NV, rue du Mail 50, 1050

Brussels (Belgium), to the attn. of Anne-Catherine Zoller, Financial Communication Officer, or by fax at the number +32 2 536 91 39;

- for the owners of dematerialised shares: by notification to the agreed financial 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, Issuer Services,**

- **by mail, 1, Blvd du Roi Albert II, 1210 Brussels (Belgium) or**
- **by e-mail to [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) or**
- **by fax at the number + 32 2 337 54 46.**

**Only the persons who were shareholders on the record date of Thursday May 18<sup>th</sup>, 2017 at 24h (Belgian time) and who notified their intention to attend the General Meeting before Friday May 26<sup>th</sup>, 2017, will be entitled to participate in and vote at the Meeting.**

**The company does not deliver access cards.**

## **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: [www.dieteren.com/en/shareholder-meetings](http://www.dieteren.com/en/shareholder-meetings), and send the documents, duly filled in and signed, to Euroclear Belgium:

- vote by proxy: by mail, e-mail or fax at the abovementioned addresses. For proxies sent by mail or by fax, the originals must be given to the Chairman of the General Meeting at the latest at the beginning of the Meeting. If this formality is not fulfilled, the company will not recognize the power of attorney of the proxy holder.
- vote by correspondence: only the original documents sent by post will be accepted.

These documents must be sent **at the latest on Friday May 26<sup>th</sup>, 2017, 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](mailto:financial.communication@dieteren.be) **at the latest on Wednesday May 10<sup>th</sup>, 2017**. If needed, the company shall publish an amended agenda **at the latest on Wednesday May 17<sup>th</sup>, 2017**.

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](mailto:financial.communication@dieteren.be), at the latest on **Friday May 26<sup>th</sup>, 2017 at 4:00 pm**. The questions will be answered during 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, possibly completed in accordance with Article 533ter of the Company Code, the related resolution proposals and the forms to be used for the vote by proxy or by correspondence, are available on [www.dieteren.com/en/shareholder-meetings](http://www.dieteren.com/en/shareholder-meetings) and, on demand and for free, at the registered office of the company upon request:

- by mail to rue du Mail 50, 1050 Brussels (Belgium), attn. Anne-Catherine Zoller, Financial Communication Officer; or
- by e-mail to [financial.communication@dieteren.be](mailto:financial.communication@dieteren.be); or
- by fax at the number + 32 2 536 91 39.

The Board of Directors