

NOTICE

The shareholders are invited to the Ordinary and Extraordinary General Meetings of D'Ieteren SA/NV which will be held on **Thursday May 31<sup>st</sup>, 2018, 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**  
**Proposed agenda**

- 1. Directors' and Auditor's reports on the annual and consolidated accounts for the financial year 2017. Communication of the consolidated financial statements for the year 2017.**
- 2. Approval of the annual financial statements and appropriation of the result as at December 31<sup>st</sup>, 2017.**  
*Proposal to approve the annual financial statements and the appropriation of the result as at 31 December 2017.*
- 3. Remuneration Report 2017.**  
*Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2017.*
- 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 2017.*
- 5. Appointment of new directors and renewal of directors.**  
*Proposal to appoint Mrs Sophie Gasperment and CB Management SARL unipersonnelle, permanently represented by Cécile Bonnefond, as independent directors in the meaning of article 526ter of the Company Code (all criteria being met for those two candidates), for a period of 4 years expiring at the end of the Ordinary General Meeting of 2022.*

*Proposal to renew the mandate of Pierre-Olivier Beckers sprl, permanently represented by Mr Pierre-Olivier Beckers, as independent director in the meaning of article 526ter of the Company Code (all criteria still being met with respect to this director), for a period of 4 years expiring at the end of the Ordinary General Meeting of 2022.*

*Proposal to renew the mandates of GEMA sprl, permanently represented by Mr Michel Allé, s.a. de Participation et de Gestion, permanently represented by Mr Denis Pettiaux, Nayarit Participations s.c.a., permanently represented by Mr Frédéric de Vuyst and Mr Pascal Minne, as non-executive directors, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2022.*

*Proposal to renew the mandate of Mr Axel Miller, as managing director, for a period of 4 years expiring at the end of the Ordinary General Meeting of 2022.*

**EXTRAORDINARY GENERAL MEETING**  
**Proposed agenda**

**1. Renewal of the authorisations granted to the Board of Directors concerning the purchase and disposal of own shares.**

*Proposal to renew (for a period of five years) the authorisation of the Board of Directors regarding the purchase and disposal of own shares:*

- *Authorisation to purchase, in accordance with the provisions of the Company Code, a maximum of ten percent of the number of shares issued by the company for a price per share of minimum one euro and maximum ten percent above the average quotation of the last ten days;*
- *Authorisation to dispose of the acquired treasury shares according to the terms set out by the Board of directors;*
- *Authorisation to the subsidiaries of the company to purchase and dispose of shares of the company, in accordance with the provisions of the Company Code, at the same conditions as those set out above for the company itself.*

**2. Authorisation granted to the Board of Directors to cancel treasury shares.**

*Proposal to authorise (for a period of five years) the Board of Directors to cancel, at any time, the treasury shares and to amend the articles of association as a result of the decrease of the total number of company shares.*

**3. Proxy for the coordination of the articles of association.**

*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.*

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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 17<sup>th</sup>, 2018, 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 25<sup>th</sup>, 2018, 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)**

**Only the persons who were shareholders on the record date of Thursday May 17<sup>th</sup>, 2018 at 24h (Belgian time) and who notified their intention to attend the General Meeting before Friday May 25<sup>th</sup>, 2018, 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 25<sup>th</sup>, 2018, 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 9<sup>th</sup>, 2018**. If needed, the company shall publish an amended agenda **at the latest on Wednesday May 16<sup>th</sup>, 2018**.

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 25<sup>th</sup>, 2018 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