

GRUPE BRUXELLES LAMBERT

Société Anonyme

Ordinary General Shareholders' Meeting of 28 April 2015

Agenda

- 1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE FINANCIAL YEAR 2014**
- 2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014**
 - 2.1. Presentation of the consolidated financial statements for the year ended 31 December 2014.
 - 2.2. Approval of annual accounts for the year ended 31 December 2014.
- 3. DISCHARGE OF THE DIRECTORS**

Proposal for the discharge to be granted to the Directors for duties performed during the year ended 31 December 2014.
- 4. DISCHARGE OF THE STATUTORY AUDITOR**

Proposal for the discharge to be granted to the Statutory Auditor for duties performed during the year ended 31 December 2014.
- 5. DISMISSALS AND STATUTORY APPOINTMENTS**
 - 5.1. Acknowledgment of the resignation of Georges Chodron de Courcel and Jean Stéphane as Director at the conclusion of this General Shareholders' Meeting.
 - 5.2. Non renewal of a term of office of Director
Acknowledgment of the non renewal, according to his wish, of the term of office of Director of Albert Frère expiring at the conclusion of this General Shareholders' Meeting.
 - 5.3. Renewal of Directors' term of office
Proposal to re-elect for a four-year term, in their capacity as Director, Antoinette d'Aspremont Lynden, Paul Desmarais, Jr., Gérald Frère, Gérard Lamarche and Gilles Samyn, whose current term of office expires at the conclusion of this General Shareholders' Meeting.
 - 5.4. Appointment of Directors
Proposal to appoint Cédric Frère, Ségolène Gallienne and Marie Polet for a four-year term as Director.

5.5. Ascertainment of the independence of Directors

Proposal to establish in accordance with Article 526ter of the Companies Code, the independence of the following Directors:

- Antoinette d'Aspremont Lynden
- Marie Polet

subject to their appointment as Director referred to in the above item. These persons meet the different criteria laid down in Article 526ter of the Companies Code and included in the GBL Corporate Governance Charter.

6. LAPSE OF THE VVPR STRIPS

Acknowledgment of the lapse of the issued VVPR strips.

7. REMUNERATION REPORT

Proposal to approve the Board of Directors' remuneration report for the financial year 2014.

8. LONG TERM INCENTIVE

8.1. Proposal to approve the option plan on shares, referred to in the remuneration report by which the members of the Executive Management and the personnel may receive in 2015 options relating to existing shares of a sub-subsidiary of the company. These options may be exercised or transferred upon the expiration of a period of three years after their granting pursuant to Article 520ter of the Companies Code.

8.2. To the extent necessary, proposal to approve all clauses of the aforementioned plan and all agreements between the company and the holders of options, giving these holders the right to exercise or to transfer their options prior to the expiration of the aforementioned period of three years in case of a change of control in the company, pursuant to Articles 520ter and 556 of the Companies Code.

8.3. Proposal to set the maximum value of the shares to be acquired by the sub-subsidiary in 2015 in the framework of the aforementioned plan at EUR 13.5 million.

8.4. Report of the Board of Directors drawn up pursuant to Article 629 of the Companies Code with respect to the security referred to in the proposal of the following resolution.

8.5. Pursuant to Article 629 of the Companies Code, to the extent necessary, proposal to approve the grant by GBL of a security to a bank with respect to the credit granted by that bank to the sub-subsidiary of GBL, permitting the latter to acquire GBL shares in the framework of the aforementioned plan.

9. MISCELLANEOUS

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