

**GROUPE BRUXELLES LAMBERT**  
Limited Company  
Registered office: avenue Marnix 24 – 1000 Brussels  
Company Number: 0407.040.209  
RPM/RPR Brussels

Shareholders and bondholders are invited to attend the Ordinary General Meeting to be held on Tuesday 13 April 2010 at 3.00 p.m. at the registered office, avenue Marnix 24 at 1000 Brussels. The agenda of this Meeting is the following:

**AGENDA**

**1. Management Report of the Board of Directors and Reports of the Statutory Auditor on the financial year 2009**

**2. Financial statements for the year ended 31 December 2009**

Presentation of the consolidated financial statements for the year ended 31 December 2009.

Proposal for approval of the non-consolidated annual accounts for the year ended 31 December 2009, including appropriation of profit.

**3. Discharge of the Directors**

Proposal for the discharge to be granted to the Directors for duties performed during the year ended 31 December 2009.

**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 2009.

**5. Statutory appointments**

▪ **Renewal of Directors' term of office**

Proposal for the re-election of Jean-Louis Beffa, Victor Delloye, Maurice Lippens, Michel Plessis-Bélair, Amaury de Seze, Jean Stéphane, Gunter Thielen and Arnaud Vial as Director, for a term of three years, whose current term of office expire at the end of this General Meeting.

▪ **Ascertainment of the independence of Directors**

Proposal to establish in accordance with article 526(b) of the Company Code, the independence of the following Directors:

- Jean-Louis Beffa
- Maurice Lippens
- Jean Stéphane
- Gunter Thielen

subject to their appointment as Director referred to in the above item. These persons meet the different criteria laid down in article 526(b) of the Company Code, included in the GBL Corporate Governance Charter.

▪ **Renewal of the Statutory Auditor's mandate**

Proposal to renew the mandate of the Statutory Auditor, Deloitte Reviseurs d'Entreprises SC s.f.d. SCRL, represented by Michel Denayer, for a term of three years and to set this company's fees at EUR 70,000 a year, which amount is non indexable and exclusive of VAT.

**6. Stock option plan**

In accordance with the decisions on the establishment of a stock option plan by the General Meeting of 24 April 2007, proposal to set at EUR 12.5 million the maximum value of the shares in relation to the options to be granted in 2010.

**7. Miscellaneous**

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In order to attend this Meeting, the shareholders are requested to comply with article 536 of the Company Code and Article 29 of the Articles of Association:

- Holders of dematerialised shares must obtain a certificate from the approved financial establishment attesting to the non-availability of the securities for which they wish to participate in the General Meeting and must deposit the certificate no later than Thursday 8 April 2010 at the Company's registered office or at a Belgian bank, with financial service provided by ING Belgium (System Paying Agent) and BNP Paribas Fortis (Paying Agent).
- Holders of bearer shares must deposit their shares no later than on Thursday 8 April 2010 at the Company's registered office or at the counters of one of the above-mentioned banks.
- Holders of registered shares must express their intention to attend the Meeting, no later than on Thursday 8 April 2010, by sending a letter or a proxy and indicate the number of shares for which they will be voting.

The consolidated financial statements, the annual non consolidated accounts, the list of shares making up the Company's portfolio, the report of the Board of Directors, as well as the reports of the Statutory Auditor are available to the public from 29 March 2010 at the Company's registered office, avenue Marnix 24, 1000 Brussels, and on the website of the Company (<http://www.gbl.be>).

Shareholders are invited to arrive, if possible, half an hour before the Ordinary General Meeting in order to make the drawing up of the attendance list easier.

**The Board of Directors**