

# GRUPE BRUXELLES LAMBERT

Société Anonyme

## Ordinary General Shareholders' Meeting of 22 April 2014

### *Agenda*

- 1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE FINANCIAL YEAR 2013**
- 2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013**
  - 2.1. Presentation of the consolidated financial statements for the year ended 31 December 2013.
  - 2.2. Approval of annual accounts for the year ended 31 December 2013.
- 3. DISCHARGE OF THE DIRECTORS**

Proposal for the discharge to be granted to the Directors for duties performed during the year ended 31 December 2013.
- 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 2013.
- 5. STATUTORY APPOINTMENT**

Appointment of a Director.

Proposal to appoint Paul Desmarais III for a four-year term as Director.
- 6. PROPOSAL FOR APPROVAL OF THE CHANGE OF CONTROL CLAUSES CONTAINED IN ARTICLES 6.13 AND 7.4(I) OF THE TERMS AND CONDITIONS OF THE BOND CONVERTIBLE INTO GBL SHARES 2013-2018**

Approval, in accordance with article 556 of the Companies Code, of the change of control clauses contained in Articles 6.13 and 7.4(i) of the Terms and Conditions of the bond issued by Sagerpar on 9 October 2013 in the amount of EUR 428,400,000, guaranteed by GBL, bearing interest at the rate of 0.375%, maturing in 2018 and convertible into GBL shares.
- 7. REMUNERATION REPORT**

Proposal to approve the Board of Directors' remuneration report for the financial year 2013.

**8. LONG TERM INCENTIVE**

- 8.1. Proposal to approve the option plan on shares, referred to in the remuneration report in accordance with which the members of the Executive Management and the personnel may receive in 2014 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 2014 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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