

GROUPE BRUXELLES LAMBERT

Limited Liability Company

Registered office: avenue Marnix 24 – 1000 Brussels

Business number: 0407.040.209 – RPM Brussels

AGENDA

- 1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE FINANCIAL YEAR 2011**
- 2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011**
 - 2.1. Presentation of the consolidated financial statements for the year ended 31 December 2011.
 - 2.2. Approval of annual accounts for the year ended 31 December 2011.
- 3. DISCHARGE OF THE DIRECTORS**

Proposal for the discharge to be granted to the Directors for duties performed during the year ended 31 December 2011.
- 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 2011.
- 5. RESIGNATIONS AND APPOINTMENTS**
 - 5.1. Take note of the resignation of Gérald Frère and Thierry de Rudder as Managing Directors at the end of 2011 (without prejudice of their capacity as Directors).
 - 5.2. Renewal of Directors' terms of office
Proposal to re-elect for a four-year term, in their capacity as Directors, Georges Chodron de Courcel, Ian Gallienne and Thierry de Rudder, whose current term of office expires at the end of this General Meeting.
- 6. REMUNERATION REPORT**

Proposal to approve the Board of Directors' remuneration report for the year 2011.
- 7. SETTING OF FEES FOR NON-EXECUTIVE DIRECTORS**

Proposal to set fees for non-executive Directors for the performance of their duties in the Board of Directors and in Committees set up from amongst its members, at a maximum total of EUR 1,400,000 per year, to be allocated on a decision of the Board of Directors.
- 8. 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 up at EUR 13 million the maximum value of the shares in relation to the options to be granted in 2012.
- 9. MISCELLANEOUS**

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