

**GROUPE BRUXELLES LAMBERT**  
Limited Liability Company  
Registered office: avenue Marnix 24 – 1000 Brussels  
Business number: 0407.040.209  
RPM Brussels

Shareholders and bond-holders are invited to attend the extraordinary and ordinary General Meetings to be held on Tuesday, 12 April 2011, at 14:00 and 15:00 respectively, at the registered office, avenue Marnix 24, 1000 Brussels. The agendas are as follows:

**Extraordinary General Meeting**

**1. DECISION THAT MAY BE VALIDLY ADOPTED, IRRESPECTIVE OF THE NUMBER OF SHAREHOLDERS PRESENT OR REPRESENTED AT THE GENERAL MEETING, UPON APPROVAL BY A MAJORITY OF THE VOTES CAST.**

**1.1. Electronic voting on resolutions**

1.1.1. Proposal to allow electronic voting on resolutions, in accordance with the possibility to this effect offered to the general meeting by Article 28(2) of the Articles of Association.

**2. DECISIONS THAT MAY BE VALIDLY ADOPTED IF THE SHAREHOLDERS PRESENT OR REPRESENTED REPRESENT AT LEAST HALF THE SHARE CAPITAL, UPON APPROVAL BY FOUR FIFTHS OF THE VOTES CAST.**

**2.1. Acquisition and alienation of treasury shares**

2.1.1. Proposal to authorise the Board of Directors, for a period of five (5) years beginning on the date of the general meeting, to acquire on the stock exchange or in any other way, a maximum of 32,271,657 treasury shares at a unit price that may not be more than ten per cent (10%) below the lowest price of the twelve (12) months preceding the transaction or more than ten per cent (10%) greater than the highest price of the last twenty (20) share listings preceding the transaction, and to authorise the Company's direct subsidiaries, within the meaning and limits of Article 627(1) of the Company Code, to acquire shares in the Company under the same conditions.

If approved, this authorisation shall replace the authorisation given by the ordinary general meeting on 14 April 2009.

2.1.2. Proposal to authorise the Board of Directors, in accordance with Article 622(2) paragraphs 1 and 2, 1° of the Company Code, to alienate its treasury shares on the stock exchange or in any other way, without the prior intervention of the general meeting and under the conditions it shall determine, and to authorise the Boards of Directors of the Company's subsidiaries, within the meaning and limits of Article 627(1) of the Company Code, to alienate shares in the Company under the same conditions.

2.1.3. Proposal to authorise the Board of Directors, for a period of three (3) years beginning on the date of publication of this decision, to acquire and alienate

treasury shares, in accordance with the conditions laid down in Articles 620 and following of the Company Code, when such acquisition or alienation is necessary to prevent serious and imminent injury to the Company.

- 2.1.4. Accordingly, subject to approval of the proposals for decision 2.1.1 to 2.1.3, proposal to amend Article 8 of the Articles of Association as follows:

" The Company may, without the prior authorisation of the general meeting, in accordance with Articles 620 and following of the Company Code and within the limits prescribed therein, acquire on the stock exchange or in any other way a maximum of thirty-two million two hundred seventy-one thousand six hundred fifty-seven (32,271,657) shares in the Company at a unit price that may not be more than ten per cent (10%) below the lowest price of the twelve (12) months preceding the transaction or more than ten per cent (10%) greater than the highest price of the last twenty (20) share listings preceding the transaction. This faculty includes acquisition on the stock exchange or in any other way of shares in the Company by any of its direct subsidiaries, within the meaning and limits of Article 627(1) of the Company Code. If the acquisition is not made on the stock exchange, even if the shares are acquired from a subsidiary, it shall comply with Article 620(1) paragraph 5 of the Company Code and with Article 208 of the Royal Decree implementing the Company Code.

The aforesaid authorisation shall be valid for five years beginning on twelve April two thousand eleven.

The Company may, without the prior intervention of the general meeting and with unlimited effect, in accordance with Article 622(2) paragraphs 1 and 2, 1° of the Company Code, alienate its treasury shares, on the stock exchange or in any other way, upon a decision of the Board of Directors. This faculty includes the alienation of shares in the Company by any of its direct subsidiaries, within the meaning and limits of Article 627(1) of the Company Code.

By a decision of the extraordinary general meeting on twelve April two thousand eleven, the Board of Directors was authorised to acquire and to alienate its treasury shares, in keeping with the conditions laid down by Articles 620 and following of the Company Code, when such acquisition or alienation is necessary to prevent serious and imminent injury to the Company. This authorisation shall remain valid for three (3) years beginning on the date of publication in the Appendices to the *Moniteur Belge* of the aforesaid decision."

**3. DECISIONS THAT MAY BE VALIDLY ADOPTED IF THE SHAREHOLDERS PRESENT OR REPRESENTED REPRESENT AT LEAST HALF THE SHARE CAPITAL, UPON APPROVAL BY THREE FOURTHS OF THE VOTES CAST.**

**3.1. Proposal for renewal of authorisation in the framework of the authorised capital.**

- 3.1.1. Communication of the special report drawn up by the Board of Directors, in accordance with Article 604(2) of the Company Code, detailing the specific circumstances in which it may use the authorised capital and the objectives it shall pursue in so doing.

- 3.1.2. Proposal to renew, under the conditions referred to in Article 13 of the Articles of Association, the authorisation granted to the Board of Directors, for a period

of five (5) years beginning on the date of publication in the Appendices to the *Moniteur Belge* of the authorisation to be granted by the extraordinary general meeting on 12 April 2011, to implement capital increases in the amount of EUR 125 million.

This authorisation will replace, on the date of its publication, the authorisation granted by the extraordinary general meeting on 24 April 2007.

3.1.3. Accordingly, proposal to maintain the current wording of Article 13 of the Articles of Association, subject to the following modification: paragraph 2, first indent: replace the words "twenty-four April two thousand and seven" by "twelve April two thousand eleven".

3.1.4. Proposal to renew, under the conditions laid down in Article 14 of the Articles of Association, the authorisation granted to the Board of Directors, for a period of five (5) years from the date of publication in the Appendices to the *Moniteur belge* of the authorisation to be granted by the extraordinary General Meeting on 12 April 2011, to issue convertible bonds or bonds reimbursable in shares, subordinate or otherwise, subscription rights or other financial instruments, whether or not attaching to bonds or other securities and that can in time give rise to capital increases in a maximum amount such that the amount of capital increases that may result from exercise of these conversion or subscription rights, whether or not attaching to such securities, shall not exceed the limits of the remaining capital authorised by Article 13 of the Articles of Association. This authorisation will replace, on the date of its publication, the authorisation granted by the extraordinary general meeting on 24 April 2007.

3.1.5. Accordingly, proposal to maintain the current wording of Article 14 of the Articles of Association, subject to the following modification: paragraph 3, third indent: replace the words "twenty-four April two thousand and seven" by "twelve April two thousand eleven".

### **3.2. Proposal for various amendments to the Articles of Association**

#### **3.2.1. Amendment of Article 9**

Proposal to amend the first paragraph of Article 9 by adding at the end of the indent the following words: "electronically".

#### **3.2.2. Amendment of Article 11**

Proposal to delete the first paragraph of Article 11.

#### **3.2.3. Amendment of Article 15**

Proposal to amend the term of office of Directors to raise it to six years and to replace the first paragraph of Article 15 as follows: "The term of office may not exceed six years".

#### **3.2.4. Amendment of Article 16**

Proposal to replace Article 16 as follows:

" 1. The Board of Directors shall elect, from amongst its members, a chairman and may elect one or more vice-chairmen.

2. The Board of Directors may delegate the day-to-day management of the Company to one or more of its members who have been named managing directors. If there are several managing directors in charge of this management,

they shall act separately, jointly or as a college, in terms of the decision of the Board of Directors.

The Board of Directors may delegate the management of part of the company business to one or more directors or proxies chosen from amongst its members or otherwise. The Board may also delegate special powers to any agent in accordance with Article 22 of these Articles of Association.

3. The Board of Directors may also:

a) delegate its management powers to a Management Committee set up from amongst its members or otherwise, provided such delegation does not concern the general policy of the Company or all the acts reserved to the Board of Directors by law or by the Articles of Association.

4. The Board of Directors:

a) creates from amongst its members an Audit Committee and a Remuneration Committee, in accordance with Articles 526(a) and 526(c) of the Company Code.

b) may create from amongst its members and under its responsibility one or more advisory committees whose composition it shall define.

5. The Board of Directors allocates the duties, powers and the fixed or variable remuneration, charged to general overheads, of the persons to whom it delegates powers."

#### 3.2.5. Deletion of Article 18

Proposal to delete Article 18 of the Articles of Association and to renumber the following articles accordingly.

#### 3.2.6. Amendment of Article 21 (renumbered – formerly Article 20)

Proposal to replace the first paragraph of Article 21 as follows:

"The deliberations of the Board of Directors and of the Management Committee, and of any other committees created from amongst members of the Board, shall be recorded in minutes which shall be kept at the Company's registered office."

#### 3.2.7. Amendment of Article 22 (renumbered – formerly Article 21)

Proposal to replace Article 22 as follows:

" The Board of Directors, acting as a college, represents the Company with regard to third parties and in judicial proceedings.

The Company shall also be validly represented with regard to third parties and in judicial proceedings, either in Belgium or abroad,

(i) either by two Directors, acting jointly;

(ii) or by any special agents, acting within the limits of their mandate."

#### 3.2.8. Amendment of Article 24

Proposal to add a new paragraph after the first paragraph, as follows:

" The Company may derogate from the provisions of Article 520(b), paragraph two, of the Company Code, with regard to the grant of stock options and shares to any person coming under the scope of these provisions."

#### 3.2.9. Change of the date of the annual General Meeting (Article 26)

Proposal to change the date of the annual General Meeting of shareholders to place it on the fourth Tuesday of April and consequently to replace the words "the second Tuesday of April" in the first paragraph of Article 26 with the words "the fourth Tuesday of April".

3.2.10. Deletion of the transitional provision of Article 26

Proposal to delete the transitional provision contained in the fifth paragraph of Article 26.

3.2.11. Amendment of Article 28

Proposal to replace the second paragraph of Article 28 as follows:

"Unless otherwise decided by a majority of votes at the General Meeting, voting shall be by a show of hands, by roll-call or electronically."

3.2.12. Amendment of Article 35 (renumbered – formerly Article 33)

Proposal to delete the words "registered bonds or of bearer bonds" in the first paragraph of Article 35.

3.2.13. Deletion of Article 42

Proposal to delete Article 42 from the Articles of Association.

3.2.14. Deletion of the transitional provision on authorised capital

Proposal to delete the clause entitled "Authorised capital: transitional provision".

3.2.15. Deletion of the second indent of point 6 and of point 7 of the clause entitled "Transitional provisions".

Proposal to delete the second indent of point 6 beginning « However, the general meeting decides ... », as well as all of point 7 of the clause entitled "Transitional provisions".

**3.3. Proposal to adapt the Articles of Association to the provisions of the law concerning the exercise of certain rights of shareholders in listed companies.**

3.3.1. Coming into force of the amendments to the Articles of Association resulting from the law concerning the exercise of certain rights of shareholders in listed companies.

Proposal (i) to decide that the amendments to the Articles of Association referred to in points 3.3.2 to 3.3.6 (inclusive) below (a) will be made under the condition precedent that a law transposing Directive 2007/36 on the exercise of certain rights of shareholders in listed companies (the « Law ») is published in the *Moniteur Belge* and (b) will enter into force on the date on which the Law shall establish that amendments to articles of association resulting from the Law shall take effect (in the event that the Law does not establish such a date, these amendments shall enter into force on the date on which the Law enters into force); and (ii) to decide that former provisions of the Articles of Association that will be modified by virtue of points 3.3.2. to 3.3.6. (inclusive) hereunder will be kept as transitional provisions at the end of the Articles of Association until the corresponding amendments to the Articles of Association enter into force, and (iii) to delegate to Thierry de Rudder, with the option of sub-delegation, the power (a) to determine that the condition precedent mentioned in point (i) (a) above has been met and (b) to draw up the coordinated text of the Articles of Association accordingly.

Points (i) (a) and (iii) (a) of this proposal for decision 3.3.1 will not be put to the vote at the extraordinary general meeting of shareholders if the Law is

published prior to the extraordinary general meeting that will deliberate on these items.

3.3.2. Amendment of Article 27

Proposal to replace the second paragraph of Article 27 as follows:

"The notices are sent thirty days before the meeting to the shareholders, bondholders or registered holders of subscription rights, holders of registered certificates issued with the collaboration of the company, the Directors and Statutory Auditor, but it shall not be required to produce evidence that these formalities have been observed."

3.3.3. Amendment of Article 29

Proposal to replace Article 29 as follows:

"The right to participate in the general meeting and to exercise voting rights is subject to registration in the accounts of the shares in the name of the shareholder on the fourteenth (14<sup>th</sup>) day preceding the General Meeting of shareholders, at twenty-four hours Belgian time (the « record date » ), or by their registration in the register of the Company's registered shares, or by their registration in the accounts of an authorized custody account keeper or a clearing institution, but the number of shares held on the day of the general meeting of shareholders shall not be taken into account.

The shareholders shall inform the Company (or the person designated by the Company for this purpose) of their intention to participate in the general meeting no later than the sixth (6<sup>th</sup>) day preceding the date of the meeting by sending a signed original document to this effect on paper, or if the notice of meeting so authorises, by returning an electronic form (in which case the form shall be signed by means of an electronic signature in accordance with any applicable provisions of Belgian law), to the address shown on the notice of meeting.

The holder of dematerialised shares shall deposit (or have deposited) with the Company (or with the person designated by the Company for this purpose) no later than the sixth (6<sup>th</sup>) day preceding the date of the general meeting a certificate drawn up by the authorized custody account keeper or by the clearing institution certifying the number of dematerialised shares registered in the shareholder's name in its accounts on the date of registration, for which the shareholder has stated his intention to participate in the general meeting.

In addition, for holders of bearer shares, the right to participate in the meeting is subject to the prior conversion of their bearer shares into dematerialised or registered shares.

Any shareholder having voting rights may participate in the meeting in person or may be represented by a proxy. Save in the cases authorised by the Company Code, the shareholder may only designate, for a given general meeting, one person as his proxy.

The designation of a proxy by a shareholder shall be made in writing or using an electronic form and must be signed by the shareholder, where appropriate, in the form of an electronic signature in accordance with any applicable provisions of Belgian law. The Company must be notified of the proxy in writing or electronically at the address shown in the notice of meeting. The proxy must reach the Company no later than the sixth (6<sup>th</sup>) day preceding the date of the General Meeting.

The holders of profit shares, non-voting shares, bonds, subscription rights or other securities issued by the Company, as well as the holders of certificates issued with the collaboration of the Company and representing securities issued by it, if such certificates exist, may attend the general meeting of shareholders in an advisory capacity, to the extent that the law grants them this right. They may take part in the vote only in the cases allowed by law. In all cases, they shall be subject to the same formalities in terms of notice and access, form and deposit of proxies, as the other shareholders."

3.3.4. Addition of a new Article 30 (renumbered)

Proposal to introduce a new Article 30 as follows:

"Provided the Board of Directors has established this option in the notice of meeting, all shareholders are authorised to vote remotely prior to the general meeting, by correspondence or electronically, using a form drawn up and made available to shareholders by the Company for this purpose.

With regard to remote voting by correspondence, forms not received by the Company, by the latest on the sixth (6<sup>th</sup>) day preceding the date of the meeting, shall not be taken into account.

With regard to electronic distance voting, if such voting is authorised in the notice of meeting, the arrangements whereby the shareholder may vote in this way are determined by the Board of Directors, which shall ensure that it is possible with the system used to present the mandatory legal information, to verify compliance with the deadline for receipt stated at the end of this paragraph, and to verify the capacity and identity of the shareholder. The electronic vote may be cast up until the day before the General Meeting.

Shareholders voting remotely, either by correspondence or electronically, are obliged to carry out the notice formalities described in Article 29 of these Articles of Association."

3.3.5. Addition of a new Article 31 (renumbered)

Proposal to introduce a new Article 31 as follows:

"One or more shareholders holding together at least three per cent (3%) of the share capital may request the inclusion of items on the agenda of any general meeting and table proposals for decisions concerning items to be addressed already on the agenda or to be placed on the agenda, provided that (i) they give evidence of holding such a percentage of capital on the date of their request, and (ii) the additional items to be addressed or proposals for decisions have been submitted to the Board of Directors through the postal service or electronically (in which case the electronic form must be signed by the shareholder in the form of an electronic signature in accordance with any applicable provisions of Belgian law) no later than the twenty-second (22<sup>nd</sup>) day preceding the date of the meeting.

The complete agenda shall be published, where appropriate, no later than the fifteenth (15<sup>th</sup>) day preceding the date of the General Meeting. The review of these items to be addressed and of proposals for decisions is subject to the completion, for at least three per cent (3%) of the share capital, of the admission formalities described in Article 29 of these Articles of Association.

The right to request the inclusion of items on the agenda or to table proposals for decisions on items already on the agenda or to be placed on the agenda shall not apply to a second extraordinary general meeting convened due to the failure to satisfy the attendance conditions required for the first extraordinary general meeting of shareholders."

3.3.6. Amendment of Article 33 (renumbered – formerly Article 31)

Proposal to replace the third, fourth and fifth paragraphs of Article 33 as follows:

"Irrespective of the items on the agenda of the meeting, the Board of Directors has the right to adjourn any ordinary or extraordinary general meeting. It may use this right at any time, but only after the opening of the meeting. Its decision, for which it is not obliged to give reasons, must be notified to the meeting before the closing of the session and entered in the minutes. Such adjournment shall not annul the decisions adopted, save where the general meeting decides otherwise.

The shareholders must be convened again within five (5) weeks with the same agenda, if need be with the addition of the items or proposals for decisions submitted by the shareholders in accordance with Article 31 of these Articles of Association."

**3.4. Powers**

- 3.4.1. Proposal to delegate all powers to Thierry de Rudder, with a substitution option and, where appropriate, without prejudice to other delegations of power, in order (i) to coordinate the Articles of Association to take the above changes into account, to sign the coordinated versions of the Articles of Association and deposit them with the registry of the Brussels Commercial Court, and (ii) to carry out any other formalities for the deposit or publication of the above decisions.

**Ordinary General Meeting**

**1. Electronic voting on resolutions**

- 1.1. Proposal to allow electronic voting on resolutions, in accordance with the possibility to this effect offered to the General Meeting by Article 28(2) of the Articles of Association.

**2. Management Report of the Board of Directors and Reports of the Statutory Auditor on the financial year 2010**

**3. Financial statements for the year ended 31 December 2010**

- 3.1. Presentation of the consolidated financial statements for the year ended 31 December 2010.
- 3.2. Proposal for approval of the non-consolidated annual accounts for the year ended 31 December 2010, including appropriation of profit.

**4. Discharge of the Directors**

- 4.1. Proposal for the discharge to be granted to the Directors for duties performed during the year ended 31 December 2010.



## **5. Discharge of the Statutory Auditor**

- 5.1. Proposal for the discharge to be granted to the Statutory Auditor for duties performed during the year ended 31 December 2010.

## **6. Statutory appointments**

- 6.1. Renewal of Directors' terms of office

6.1.1. Proposal to re-elect for a four-year term, in their capacity as Directors, Albert Frère, Paul Desmarais, Gérard Frère, Paul Desmarais, jr and Gilles Samyn, whose current term of office expires at the end of this General Meeting.

- 6.2. Nomination of Directors

6.2.1. Proposal to nominate Antoinette d'Aspremont Lynden for a four-year term as Director.

6.2.2. Proposal to nominate Gérard Lamarche for a four-year term as Director.

- 6.3. Ascertainment of the independence of a Director

6.3.1. Proposal to ascertain the independence of Antoinette d'Aspremont Lynden, subject to approval of her nomination. This individual meets the different criteria laid down in Article 526(b) of the Company Code, which is incorporated into GBL's Corporate Governance Charter.

In the event that amendment of the Articles of Association to extend the term of office of Directors from three to six years at most is not approved by today's Extraordinary General Meeting (proposal for decision 3.2.3.), the term of office of these Directors would be three years, in accordance with Article 15(2) (non-amended) of the Articles of Association.

## **7. Setting of fees for non-executive Directors**

- 7.1. Proposal to set fees and attendance 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 1,200,000 per year, to be allocated on a decision of the Board of Directors.

## **8. Stock option plan**

- 8.1. 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 13,500,000 the maximum value of shares in relation to the options to be granted in 2011.

## **9. Miscellaneous**

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To attend these meetings, 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 institution attesting to the non-availability of the securities for which they wish to participate in the ordinary and/or extraordinary General Meeting and must deposit the certificate no later than Thursday 7 April 2011 at the Company's registered office or at an approved Belgian bank. The financial service is provided by ING Belgium (System Paying Agent).
- Registered shareholders are requested to make known no later than Thursday 7 April 2011, by letter or by proxy, whether they plan to attend the ordinary and/or extraordinary General Meeting as well as the number of shares for which they intend to participate in the voting at each of these assemblies.

Since 1 January 2011, the exercise of rights attaching to bearer shares has been suspended until such time as these shares have been converted into registered or dematerialised shares. Holders of bearer shares are therefore requested to convert their shares in the meantime, as described above, with a view to complying with the formalities imposed by the Articles of Association on holders of dematerialised or registered shares (see above).

Any shareholder may be represented at the General Meeting by a proxy, provided this person is also a shareholder and is entitled to attend the meeting.

However, incapacitated persons and legal persons may be represented by a non-shareholder proxy. The document authorising another person to attend as proxy must be deposited at the registered office no later than Thursday 7 April 2011.

The consolidated financial statements, the individual accounts, the list of shares that make up the Company's portfolio, the Board of Directors' management report and the Statutory Auditor's reports will be available to the public from 28 March 2011 at the Company's registered office, avenue Marnix 24, 1000 Brussels, and on the Company's website (<http://www.gbl.be>).

Shareholders are requested to arrive if possible one hour before the start of the extraordinary General Meeting in order to facilitate the taking of attendance for both meetings.

**The Board of Directors**