

GRUPE BRUXELLES LAMBERT

Limited Liability Company

Ordinary General Shareholders' Meeting of 24 April 2018

Agenda

1. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS AND REPORTS OF THE STATUTORY AUDITOR ON THE 2017 FINANCIAL YEAR

2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

2.1. Presentation of the consolidated financial statements for the year ended 31 December 2017.

2.2. Approval of annual accounts for the year ended 31 December 2017.

3. DISCHARGE OF THE DIRECTORS

Proposal for the discharge to be granted to the Directors for duties performed during the year ended 31 December 2017.

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 2017.

5. RENEWAL OF A DIRECTOR'S TERM OF OFFICE

Proposal to re-elect for a four-year term, in his capacity as Director, Paul Desmarais III, whose current term of office expires at the conclusion of this General Shareholders' Meeting.

6. REMUNERATION REPORT

Proposal to approve the Board of Directors' remuneration report for the 2017 financial year.

7. LONG TERM INCENTIVE

7.1. Proposal to approve the option plan on shares, referred to in the remuneration report by which the members of the Executive Management may receive in 2018, options relating to existing shares of a sub-subsiidiary of the company. These options may be exercised upon the expiration of a period of three years after their granting pursuant to Article 520ter of the Companies Code and if the TSR at this anniversary date reaches at least 5% per year on average for the period since the grant. This condition will have to be met at each further anniversary date for the exercises of each subsequent year, the TSR relating each time to the period since the grant. The 2018 option plan will also benefit to the staff.

- 7.2. 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 their options prior to the expiration of the aforementioned period of three years in case of a change of control of the company, pursuant to Articles 520ter and 556 of the Companies Code.
- 7.3. Proposal to set the maximum value of the underlying shares to be granted to the Executive Management in 2018, in the framework of the aforementioned plan, at EUR 3.87 million per Co-CEO.
- 7.4. 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.
- 7.5. Pursuant to Article 629 of the Companies Code, to the extent necessary, proposal to approve the grant by GBL of a guarantee 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.

8. MISCELLANEOUS

* * *