

OPTION
PUBLIC LIMITED LIABILITY COMPANY
GASTON GEENSLAAN 14
3001 HEVERLEE

VAT BE 0429.375.448 RLE LEUVEN
(THE "COMPANY")

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The board of directors is honored to invite the shareholders to the extraordinary general meeting of the Company which will take place at the registered offices of the Company at Gaston Geenslaan 14, 3001 Leuven (Heverlee) on **Friday 25 October 2013 at 10.30 a.m.**

If the required attendance quorum is not reached at this meeting, i.e. half of the share capital of the Company is not represented, no item on the agenda shall be treated and the shareholders are hereby already invited to attend a second extraordinary general meeting with the same agenda, which will take place on **Wednesday 13 November 2013 at 10.30 a.m.** at the abovementioned registered offices of the Company, and which will be able to decide upon all items on the agenda irrespective of the represented share capital.

The extraordinary general shareholders' meeting has the following agenda containing proposals for resolution:

1. Acknowledgement of the special report drawn up by the board of directors pursuant to Article 633 of the Companies' Code.
2. Decision on the dissolution or continuation of the Company following the decrease of its net equity to less than a fourth of its share capital in conformity with Article 633 of the Companies' Code.

Proposal of decision: The general meeting of shareholders resolves not to dissolve the Company and to continue the Company's activities.

3. Acknowledgment of the special report drawn up by the board of directors pursuant to Article 604 of the Companies' Code in which the board indicates under which special circumstances it will make use of the authorized capital and for what purposes.
4. Decision on the renewal of the authorized capital and accordingly the amendment of the articles of association.

Proposal of decision: Authorization to the board of directors, for a period of five (5) years as from the date of publication of the present amendment to the articles of association in the Annexes to the Belgian Official State Gazette, in one or more occasions, to increase the share capital by a total amount of twelve million, two hundred thirty-two thousand, one hundred and thirty-four euro and forty-two eurocents (EUR 12,232,134.42), both by means of contribution in cash or in kind, within the limits imposed by the Companies Code as well as by conversion of reserves and issue premiums, with or without the issue of new shares, with or without voting right, or through the issue of convertible bonds, subordinated or not, or through the issue of warrants or of bonds to which warrants or other movables are linked, or of other securities, such as shares in the framework of a Stock Option Plan.

Furthermore to grant the board of directors special authority, in the event of a public take over bid for securities issued by the Company during a period of three (3) years, running from the extraordinary general shareholders' meeting which will resolve on this authorization, to proceed with capital increases under the conditions foreseen by the Companies Code.

To authorize the board of directors, in the interest of the company, within the limits and in accordance with the conditions imposed by the Companies Code, to limit or suspend the preferential rights of the shareholders, when a capital increase occurs within the limits of the authorized capital. This limitation or suspension may likewise occur for the benefit of one or more specified persons.

Consequently, to reformulate the text of Article 5bis: Authorized Capital of the articles of association of the Company as follows:

"The Board of Directors is competent to increase the share capital in one or more occasions, with a total amount of twelve million, two hundred thirty-two thousand, one hundred and thirty-four euro and forty-two eurocents (EUR 12,232,134.42).

The capital increases that are decided in accordance with this section, can occur following the modalities decided by the Board of Directors such as by means of contribution in cash or in kind, within the limits imposed by the Companies Code as well as by conversion of reserves and issue premiums, with or without the issue of new shares, with or without voting right, or through the issue of convertible bonds, subordinated or not, or through the issue of warrants or of bonds to which warrants or other movables are linked, or of other securities, such as shares in the framework of a Stock Option Plan.

The board of directors can exercise this competence during a period of five years after the publication in the annexes of the Belgian Official State Gazette of the amendment of the articles of association approved by the extraordinary general meeting that resolved on granting this authorization.

This competence can be renewed in accordance with the statutory stipulations.

The board of directors receives special authority, in the event of a public take over bid for securities issued by the Company during a period of three (3) years, after the extraordinary general shareholders' meeting which resolved on this authorization, to proceed with capital increases under the conditions foreseen by the Companies Code.

The board of directors can, in the interest of the Company, within the limits and in accordance with the conditions imposed by the Companies Code, limit or suspend the preferential rights of the shareholders, when a capital increase occurs within the limits of the authorized capital. This limitation or suspension may likewise occur for the benefit of one or more specified persons.

In the event that an issue premium is paid on the occasion of a capital increase decided by the board of directors, or following the conversion of bonds, or the exercise of warrants or of rights over other securities, this shall legally be paid onto an inaccessible account, named "Issue Premium", which shall constitute the guarantee for third parties to the same extent as the registered capital, and which, subject to the possibility for converting this reserve in capital, may only be disposed of in accordance with the conditions for reduction of the registered capital, set by the Companies Code.

The board of directors is authorized, with the possibility to substitute, following each capital increase, which has come about within the limits of the authorized capital to bring the articles of association into line with the new capital and share situation, and to complete the history of the capital."

To be admitted to the extraordinary general meeting of shareholders (hereafter: the “general meeting”), the holders of securities issued by the company have to comply with the dispositions of articles 29 and 30 of the company’s articles of association and article 536 of the Companies Code.

In order to participate in the general meeting and to exercise their voting rights, shareholders must be registered as shareholders of the company on the fourteenth (14th) day preceding the general meeting (i.e. on 11 October 2013), at twelve (12:00) PM at the latest, either:

- (i) by their inclusion in the register of registered shares of the company;
- (ii) by their inclusion on the accounts of a certified account holder or a clearing institution;

The financial intermediary, certified account holder or clearing institution provides the shareholder with a certificate evidencing with how many dematerialized shares that are registered to the shareholder on the registration date (i.e. on 11 October 2013), he wishes to participate in the general meeting.

At the latest on the sixth day preceding the general meeting, (i.e. on 19 October 2013), the shareholders must notify the company or a person designated thereto by the company, of their intention to participate in the general meeting. Registration of participation can occur in writing (Christine Pollie, Gaston Geenslaan 14, 3001 Leuven), or by email (c.pollie@option.com; with a copy to j.bral@option.com).

Shareholders who comply with the formalities to be admitted to the general meeting can both orally (during the meeting) and in writing prior to the meeting ask questions. Written questions have to be submitted by letter to the company (at its registered office) on 19 October 2013, or by email (c.pollie@option.com, with a copy to j.bral@option.com). Only those written questions that are raised by shareholders who have complied with all the formalities to be admitted to the general meeting, and thus have proved to have the capacity of shareholder on the registration date, will be addressed during the meeting.

One or more shareholders who jointly own more than 3% of the total outstanding share capital can, at the latest on 3 October 2013, have items placed on the agenda of the general meeting and propose resolutions relating to the thus added items on the agenda, if they can evidence that they are shareholders. Questions or resolutions can be transmitted in writing (Christine Pollie, Gaston Geenslaan 14, 3001 Leuven), or by email (c.pollie@option.com; with a copy to j.bral@option.com). Receipt is acknowledged by the company within 48 hours.

In the event that shareholders thereto entitled desire to add additional items or proposed resolutions to the agenda, an amended agenda will be made public no later than 10 October 2013 through the company’s website (www.option.com). This amended agenda will also be published in the Annexes of the Belgian State Gazette.

The shareholders may vote through proxy forms or by letter, using the forms thereto drafted by the company, which can be obtained free of charge at the company’s registered office. These forms will also be made available on the company’s website www.option.com. The proxy forms have to be deposited at least six days prior to the general meeting at the company’s registered office. In order to be valid, voting by letter has to be made through a registered letter with acknowledgement of receipt, which is sent at the latest six days prior to the general meeting to the registered office of the company (the post stamp serving as evidence) and containing the following information:

- i. full and precise identification of the shareholder and of the number of shares with which he participates in the voting;
- ii. the complete agenda;
- iii. the proposals of decision and the voting intentions of the shareholder (for, against, abstention). The shareholder is allowed to clarify or motivate his voting intentions.

The holders of warrants have to inform the Company of their intention to participate in the meeting by ordinary letter to the Company's registered office at the latest six working days prior to the general meeting.

The board of directors