

S.A. D'IETEREN N.V.
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**Information relating to the resolutions proposed
to the Extraordinary General Meeting of the S.A. D'Ieteren N.V. of 5 June 2014**

Resolutions 1.1. and 1.2.

The General Meeting is invited to renew the authorisation given to the Board of Directors to acquire company shares under the conditions set out by the Company Code mainly for the hedging of stock option plans for managers, as well as the authorisations extended to the Board of Directors of subsidiaries to acquire and sell company shares under the same conditions, for the maximum period of 5 years allowed by article 620 of the Company Code expiring after the Ordinary General Meeting of 2019.

Resolutions 2.1. and 2.2.

The company's Articles allow the Board of directors to increase the share capital by maximum sixty million euro (EUR 60,000,000) by way of authorised capital and under the conditions set out by the law and the Articles.

The Board believes that this mechanism allowing for the increase of the company's equity within a short delay in view of seizing opportunities offered by the market to develop the company's activities or to protect the company's capital structure against hostile offers, should be maintained. The Board therefore invites the General Meeting to renew, for a new 5-year period ending after the Ordinary General Meeting of 2019, the authorisations conferred on 28 May 2009, expiring this year, and justifies this proposal in the special report made in accordance with article 604 of the Company Code.

Resolutions 3.1. and 3.2.

The Company's Articles of association provide for measures aimed at protecting the share capital through triennial authorisations given by the General Meeting to the Board of Directors to purchase company shares and/or to use the authorised capital of 60 million euro without prior approval of the General Meeting, as the case may be by waiving the shareholders' preferential subscription rights, to prevent the Company from suffering a severe and imminent damage e.g. in case of takeover bid on its shares.

The Board believes that the actual capital structure, the stability of which has been ensured by the D'Ieteren family majority shareholding for more than two hundred years, should be maintained. The Board therefore proposes to the General Meeting to renew these authorisations due to expire this year for another 3-year period ending after the Ordinary General Meeting of 2017.

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