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Gimv
Naamloze Vennootschap
Karel Oomsstraat 37
2018 Antwerpen
Company number 0220.324.117
VAT-number: BE0220.324.117

The board of directors of Gimv NV (the "Company") invites all shareholders to attend the Annual General Meeting that will take place on Wednesday 24 June 2015 at 10:30 am at De Singel (Muziekstudio), Desguinlei 25, 2018 Antwerp.

This Annual General Meeting is convened to discuss and resolve on the following agenda:

AGENDA OF THE ANNUAL GENERAL MEETING

- 1. Presentation of the report of the board of directors on the financial year ending on 31 March 2015**
- 2. Presentation of the auditor's report on the financial year ending on 31 March 2015**
- 3. Presentation of the consolidated annual accounts and the consolidated reports of the board of directors and the auditor on the financial year ending on 31 March 2015**
- 4. Presentation and approval of the remuneration report**

Proposed resolution: *approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on 31 March 2015.*

- 5. Approval of the annual accounts of the financial year ending on 31 March 2015 and appropriation of profit**

Proposed resolution:

- *approval of the annual accounts of the financial year ending on 31 March 2015, including the distribution of the results as proposed by the board of directors, and adoption of a gross dividend of EUR 2,45 per share;*

- 6. Discharge to the directors**

Proposed resolution: *discharge to the directors for the performance of their mandate during the financial year ending on 31 March 2015.*

- 7. Discharge to the auditor**

Proposed resolution: *discharge to the auditor for the performance of his duties during the financial year ending on 31 March 2015.*

8. Resignation and appointment of directors

- 8.a. Proposed resolution: appointment of Brigitte Boone as director of the Company nominated by the Vlaamse Participatiemaatschappij NV, a subsidiary of the Flemish Government. This term of office will run for a period of four years until the end of the annual general shareholders' meeting of 2019.
- 8.b. Proposed resolution: appointment of Hilde Laga as director of the Company nominated by the Vlaamse Participatiemaatschappij NV, a subsidiary of the Flemish Government. This term of office will run for a period of four years until the end of the annual general shareholders' meeting of 2019.
- 8.c. Proposed resolution: reappointment of Urbain Vandeurzen as director of the Company nominated by the Vlaamse Participatiemaatschappij NV, a subsidiary of the Flemish Government. This term of office will run for a period of four years until the end of the annual general shareholders' meeting of 2019.
- 8.d. Proposed resolution: ratification of the co-optation dated 21 October 2014 of Marc Descheemaecker as director of the Company in replacement of Johan Van den Driessche and reappointment of Marc Descheemaecker nominated by the Vlaamse Participatiemaatschappij NV, a subsidiary of the Flemish Government as from 21 October 2014. This term of office will run for a period of four years until the end of the annual general shareholders' meeting of 2019.
- 8.e. Proposed resolution: appointment of Karel Plasman as director of the Company nominated by the Vlaamse Participatiemaatschappij NV, a subsidiary of the Flemish Government. This term of office will run for a period of four years until the end of the annual general shareholders' meeting of 2019.

A short resumé of the proposed new directors is available at
<http://gimv.com/en/investors/share/shareholder-meetings>

9. Adoption of the remuneration of the directors

Proposed resolution: determination of the total amount of the fixed remuneration of all members of the board of directors, including the remuneration of the chairman and the managing director, at 1 450 000 EUR per year and authorisation to the board of directors to decide on the allocation hereof amongst the directors.

Formalities to be fulfilled

Shareholders of the Company who wish to attend the annual general meeting can only take part through the securities they hold on the registration date, regardless of the number of securities they will be holding on the actual day of the annual general meeting. In accordance with article 29 of the articles of association, the ultimate registration date is **Wednesday 10 June 2015** (the fourteenth day prior to the annual general meeting) at midnight (Belgian time).

Each shareholder can participate by one of the three following procedures:

a) personally attending the meeting

Each shareholder is entitled to personally attend the annual general meeting, subject to fulfillment of the following formalities:

- holders of shares that are registered in the Company's shareholders' register, have to inform the Company in writing no later than **Thursday 18 June 2015** of their intention to attend the

meeting, either by letter, facsimile or e-mail. A model confirmation letter is available at the registered offices of the Company and on its website (www.gimv.com).

- holders of dematerialised shares have to register their shares no later than **Thursday 18 June 2015** at a branch of KBC or at the registered offices of the Company, by way of a certificate issued by their financial intermediary or authorised account holder. This certificate formally states the number of dematerialised shares on the registration date and represents the amount of shares with which the shareholder can participate in the general meeting.

b) voting by proxy

Shareholders can also be represented by a proxy of their own choice, who may or may not be a shareholder of the Company. In addition to fulfilling the abovementioned formalities (see a) above), the shareholder must ensure that the Company receives the proxy form no later than **Thursday 18 June 2015**, either by regular mail or e-mail (infogav@gimv.com). A model proxy form is available at the registered offices of the Company and on its website (www.gimv.com). This model will also be sent out, together with the notice of meeting to the registered shareholders and to the other shareholders who have fulfilled the aforementioned formalities (see a) above).

c) voting by correspondence

Finally, each shareholder has the right to vote by correspondence on the items on the agenda. In addition to the abovementioned formalities (supra a), the voting form should contain the shareholder's full and precise identity, the number of shares he participates with in the voting process and the decision of the shareholder on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decisions. In order to be valid, the voting form must be sent to the Company by registered letter with acknowledgement of receipt no later than **Thursday 18 June 2015**. A model voting form is available at the registered offices of the Company and on its website (www.gimv.com). This model will also be sent out with the notice of meeting to the registered shareholders and to the other shareholders who have fulfilled the aforementioned formalities (see a) above).

Information at the shareholders' disposal

The annual report of the board of directors and the report of the auditor on the financial year ending on 31 March 2015 (agenda items 1 and 2), the annual and consolidated annual accounts on the financial year ending on 31 March 2015 (agenda items 3 and 5) are available at the registered offices of the Company and on its website (www.gimv.com).

These documents will also be sent to the registered shareholders and to the other shareholders who have timely registered their shares in accordance with the formalities to attend the general meeting (see below).

Additions to the agenda and proposed resolutions

Shareholders who independently or jointly hold 3% of the Company's share capital have the right to add items to the agenda of the annual general meeting and to introduce propositions of resolutions, at the latest by Tuesday 2 June 2015 (in accordance with article 533ter of the Belgian Company Code). These propositions can also be sent to the Company by e-mail (infogav@gimv.com). The resolutions proposed by the shareholders, if any, will be published on the Company's website, at the latest by Tuesday 9 June 2015.

More detailed information relating to article 533ter of the Belgian Company Code can be found on the Company's website.



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Written inquiries

Shareholders who meet with the conditions to participate in the general meeting, have the right to address the board of directors with their questions relating to its report and the items on the agenda as well as the statutory auditor with regard to his report. These inquiries can also be sent to the Company's registered offices or by e-mail (infogav@gimv.com), at the latest by Thursday 18 June 2015.

More detailed information relating to article 540 of the Belgian Company Code can be found on the Company's website.

The Board of Directors

For more information you can contact:

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