

ORDINARY GENERAL SHAREHOLDERS' MEETING**May, 12th, 2015 at 10:30 a.m.****The Square - Brussels****AGENDA**

1. Management Report 2014 including the Declaration of Corporate Governance, External Auditor's Report.
2. Approval of compensation report.
It is proposed to approve the compensation report found in chapter 6 of the Declaration of Corporate Governance.
3. Consolidated accounts from 2014 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2014 – Distribution of earnings and setting of dividend.
It is proposed to approve the annual accounts as well as the distribution of earnings for the year and to increase the gross dividend per entirely liberated share at 3.40 EUR, or 2.55 EUR net. After deduction of the prepayment of dividend at 1.3 EUR gross per share (1.3 with repeating decimal), which corresponds to 1.00 EUR net per share paid on January 22, 2015, the balance of the dividend will amount to 2.06 EUR gross (with repeating last decimal), or 1.55 EUR net, payable as of May 19, 2015.
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2014.
It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2014 fiscal year.
6. Board of Directors: Term renewals – Nominations
 - a) The terms of Mr. Charles Casimir-Lambert and Mr. Yves-Thibault de Silguy will expire at the end of this meeting.
It is proposed to successively reelect Mr. Charles Casimir-Lambert and Mr. Yves-Thibault de Silguy for a four-year term each as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2019.
 - b) It is proposed to confirm the designation of Mr. Charles Casimir-Lambert as an independent Board member on the Board of Directors.
 - c) It is proposed to confirm the designation of Mr Yves-Thibault de Silguy as an independent Board member on the Board of Directors.
 - d) Resignation of Chevalier Guy de Selliers de Moranville and decision not to reassign his mandate.
 - e) It is proposed to designate Mrs. Marjan Oudeman (see curriculum vitae attached) as a Board member for a four-year term. The term of Mrs. Marjan Oudeman will expire at the end of the General Shareholders' Meeting in May 2019.
 - f) It is proposed to designate Mrs. Marjan Oudeman as an independent Board member on the Board of Directors.
7. Miscellaneous