

BOULEVARD DE LA WOLUWE, 58, 1200 BRUSSELS
AGENDA FOR THE ORDINARY GENERAL MEETING
HELD ON WEDNESDAY 14 MAY 2014 AT 3.30pm

1. *Examination of the management report on the corporate and consolidated financial year ending 31 December 2013*
2. *Proposal to approve the remuneration report for the corporate financial year ending 31 December 2013*
3. *Examination of the auditor's report on the company's accounts as at 31 December 2013 and the auditor's report on the consolidated accounts as at 31 December 2013*
4. *Approval of the company's annual accounts as at 31 December 2013 and allocation of results*
 - Proposal to approve the company's annual accounts as at 31 December 2013, including allocation of results.
 - Proposal to allocate a gross preferential dividend of 6,37 € to preferential shareholders and a gross dividend of 6,00 € to ordinary shareholders.
 - Proposal to suspend the dividend entitlement of the 40.211 ordinary own shares held by Cofinimmo for the stock option plan and to cancel dividend entitlement for the 2013 financial year in respect of 8.706 ordinary own shares held by Cofinimmo or the remaining ordinary own shares still held by Cofinimmo on the date of the General Meeting. The payment date is decided by the Board of Directors.
5. *Examination of the consolidated annual accounts as at 31 December 2013*
6. *Discharge of the directors*

Proposal to grant discharge to the company's directors for fulfilment of their mandate during the financial year ending 31 December 2013.
7. *Discharge of the auditor*

Proposal to grant discharge to the auditor for fulfilment of its mandate during the financial year ending 31 December 2013.
8. *Appointment of a director*

Proposal to appoint, subject to approval by the Financial Services and Markets Authority (FSMA), with immediate effect, as director, Mr Christophe Demain, until the end of the Ordinary General Meeting to be held in 2016.
9. *Renewal of the Auditor's mandate*
 - Proposal to renew the mandate of the SC s.f.d. SCRL Deloitte company editors, represented by Mr Frank Verhaegen, statutory auditor, having its registered office at 1831 Diegem, Berkenlaan 8B, until the end of the Ordinary General Meeting to be held in 2017.
 - Proposal to set the Auditor's annual fee at 116.700 €, without VAT and disbursements, to be indexed annually based on the health index.
10. *Miscellaneous*