

**Gimv**  
Naamloze Vennootschap  
Karel Oomsstraat 37  
2018 Antwerpen  
Company number 0.220.324.117  
VAT-number: BE 220.324.117

The board of directors of Gimv NV (the 'Company') invites all shareholders to attend the general and extraordinary general shareholders' meeting which will take place on Wednesday 26 June 2013 at 10.30 am at Conference centre ALM (room "Orangerie"), located at Filip Williotstraat 9, 2600 Antwerp (Berchem), Belgium.

In relation to agenda items 12 and 13, as set out below, the required quorum of at least 50% of the capital was not met during the extraordinary general meeting of Wednesday 22 May 2013. Consequently, the extraordinary general meeting of 26 June 2013 will be able to validly discuss and resolve on the items on the agenda, regardless of the number of shares present or represented during this meeting.

The general and extraordinary general meetings are 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 2013**
- 2. Presentation of the auditor's report on the financial year ending on 31 March 2013**
- 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 2013**
- 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 2013.*

- 5. Approval of the annual accounts on the financial year ending on 31 March 2013 and adoption of the appropriation of profit**

Proposed resolution:

- *approval of the annual accounts on the financial year ending on 31 March 2013, including the adoption of the appropriation of profit as proposed by the board of directors, and adoption of a gross dividend of EUR 2,45 per share;*
- *introduction of the possibility for the shareholders to have their dividend paid out in shares of the Company, under the terms and conditions which will be further clarified during the annual general meeting.*

- 6. Discharge to the directors**

Proposed resolution: *discharge to the directors for the performance of their duties during the financial year ending on 31 March 2013.*

## 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 2013.*

## 8. Resignation and appointment of directors

**8.a.** Proposed resolution: *appointment of Koen Dejonckheere as director, nominated by the board of directors. This term of office will run for a period of four years until the end of the annual general meeting in 2017.*

**8.b.** Proposed resolution: *appointment of Mr. Emile van der Burg as independent director. Emile van der Burg meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Emile van der Burg has explicitly stated that he has nor had any significant business connections with the Company which could harm his independence, a statement which is endorsed by the board of directors. This term of office will run for a period of one year until the end of the annual general meeting of 2014.*

**8.c.** Proposed resolution: *appointment of Eric Spiessens as director, nominated by the board of directors. This term of office will run for a period of one year until the end of the annual general meeting in 2014.*

**8.d.** Proposed resolution: *certification of the current mandate of Dirk Boogmans as independent director, as from 1 July 2013. As from that date, Dirk Boogmans meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Dirk Boogmans has explicitly stated that he has nor had any significant business connections with the Company which could harm his independence, a statement which is endorsed by the board of directors. This term of office will run for a period of one year until the end of the annual general meeting of 2014.*

A short resumé of the proposed new directors is available at [www.gimv.com](http://www.gimv.com) (corporate governance, board of directors, members).

## 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 granted to the board of directors to decide on the allocation hereof amongst the directors;*
- *determination of the fixed remuneration of the chairmen of the audit committee, the remuneration committee and the nomination committee at 7 500 EUR, and for the members of each of these committees at 3 750 EUR;*
- *determination of the attendance fee for each director at 670 EUR and this for every meeting of the board of directors or a committee set up within the board of directors, and the total yearly amount of attendance fees for committee attendances per committee not exceeding 3 350 EUR.*

## 10. Deliberation on the proposal of reappointment of the auditor

The audit committee proposes to reappoint the candidate as presented in agenda item 11 as auditor of the Company for a period of three years, until the end of the annual general meeting which will approve the annual accounts for financial year 2015-2016.

## 11. Appointment of the auditor

Proposed resolution: appointment of Ernst & Young Bedrijfsrevisoren BCV, having their registered office at 2140 Borgerhout, J. Englishstraat 52, represented by Jan De Luyck, company auditor, as auditor of the Company for a period of three years until the end of the annual general meeting which will approve the annual accounts for financial year 2015-2016 and determination of the annual remuneration to the auditor on 95 000 EUR, an amount which will be amended yearly in accordance with the evolution of the Belgian Consumer Price Index.

## **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

## 12. Authorised capital

### 12.a. Report

Report of the board of directors in accordance with article 604 of the Belgian Company Code in which the board proposes to renew its existing authorisation in relation to the authorised capital including the special circumstances whereunder the board will be able to make use of this authorisation, as well as the intended purposes.

### 12.b. Renewal of the existing authorisation – Modification of the articles of association

Proposed resolution: The current authorisation granted to the board of directors in relation to the authorised capital, as set out in article 8 of the Company's articles of association, will be abrogated as from enforcement of the renewed authorisation as defined below. Upon ratification, the board of directors is granted the broadest authority to, within the scope and limits of articles 603, 605, 606 and 607 of the Belgian Company Code, increase the Company's capital integrally or fragmentally, with € 227.478.071,40, in cash or in kind, such as these authorisations are defined in article 8 of the Company's articles of association and in the report by the board of directors as referred to in 1.a. above.

This authorisation will remain valid for 5 years, respectively 3 years in case of a public takeover bid as defined in article 607 of the Belgian Company Code, in both cases counting as from publication of this resolution.

In this respect, article 8 ("Authorised Capital") of the Company's articles of association will be amended as follows:

- Replacement in the first paragraph of the amount "two hundred and twenty million Euro (€.220.000.000,-)" by the amount "two hundred and twenty seven million four hundred and seventy eight thousand and seventy one Euro and forty Euro Cents (€ 227.478.071,40)";
- Modification and replacement of the fourth bullet point (" – ") in the second paragraph as follows: "when, because of market opportunities, a capital increase in accordance with the procedure of authorised capital, is required in order to strengthen the investment capacity of the Company";
- Replacement in the third paragraph of the words "thirty June two thousand and ten (30 June 2010)" by "26 June 2013";
- Replacement in the fourth paragraph of the words "until thirty June two thousand thirteen dertig (30 juni 2013)" by "for a period of three years as from ratification of the decision of the extraordinary general meeting as set out in the previous paragraph"; and
- Deletion of the last paragraph in relation to the applied authorisation in line with the expired authorisations.

### **13. Renewal of authorisation granted to the board of directors to purchase own shares**

#### **13.a. Renewal of the authorisation as set out in article 11 of the Company's articles of association**

*Proposed resolution: Renewal of the authorisation granted to the board of directors, for a period of three (3) years, to acquire and/or sell own shares if such action is deemed necessary to prevent a serious and imminent damage to the Company.*

*In this respect, the words "thirty June two thousand and ten" are replaced by "26 June 2013" in article 11 ("Serious and imminent damage") of the Company's articles of association.*

#### **13.b. New authorisation to the board of directors in accordance with article 10 of the Company's articles of association**

Proposed resolution: The current authorisations to the board of directors in relation to the acquisition and/or sale of own shares, as granted by decision of the extraordinary general meeting of 24 June 2009, is abrogated as from enforcement of the renewed authorisations as set out below. The general meeting grants to the board of directors a renewed authorisation to, subject to the conditions set by law, for a period of five (5) years as from ratification of this decision and with immediate effect, taking into account the shares which would have been acquired earlier by the Company and which it holds in portfolio, or those shares acquired by a subsidiary in accordance with article 631 of the Belgian Company Code, as well as those acquired by a person acting in his own name but for the account of the Company or of such subsidiary, with available means in accordance with article 617 of the Belgian Company Code, to acquire on or outside the stock exchange a maximum of twenty percent (20%) of the Company's shares at a price per share within a price range equal to the share quotation of the last trading day prior to the date of redemption, decreased by twenty percent (20%) (minimum price) or increased with twenty percent (20%) (maximum price). This authorisation also applies to the acquisition on or outside the stock exchange of shares of the Company by one of its direct subsidiaries, within the meaning of article 627, first section of the Belgian Company Code. If the acquisition occurs outside of the stock exchange, regardless whether this acquisition is made by the Company or by one of its direct subsidiaries, the Company will make an offer to all shareholders under the same conditions, in accordance with article 620, §1, 5° of the Belgian Company Code.

### **14. Authorisations**

Proposed resolution: *The meeting grants, with the power of substitution, to the board of directors and the managing director the broadest authority useful or necessary to carry out the decisions and to amend the articles of association accordingly.*

### **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 2013 (agenda items 1 and 2), the annual and consolidated annual accounts on the financial year ending on 31 March 2013 (agenda items 3 and 4) and the report of the board of directors in accordance with article 604 of the Belgian Company Code (agenda item 12) are at the disposal of the shareholders as from 24 May 2013 and will be available at the registered office of the Company and on its website ([www.gimv.com](http://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 general meeting and to introduce propositions of resolutions, at the latest by Tuesday 4 June 2013 (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](mailto:infogav@gimv.com)). The resolutions proposed by the shareholders, if any, will be published on the Company's website, at the latest by Wednesday 12 June 2013.

More detailed information relating to article 533ter of the Belgian Company Code can be found on the Company's website ([www.gimv.com](http://www.gimv.com)).

### **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. These inquiries can also be sent to the Company's registered offices or by e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)), at the latest by Thursday 20 June 2013.

More detailed information relating to article 540 of the Belgian Company Code can be found on the Company's website ([www.gimv.com](http://www.gimv.com)).

### **Formalities to be fulfilled**

Shareholders of the Company who wish to attend the general and/or extraordinary 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 general meeting. In accordance with article 29 of the articles of association, the ultimate registration date is **Wednesday 12 June 2013** (the fourteenth day prior to the 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 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 Tuesday 18 June 2013 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](http://www.gimv.com)).
- holders of bearer shares must register their shares no later than Tuesday 18 June 2013 at a branch of KBC Bank 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 bearer shares on the registration date and represents the amount of shares with which the shareholder can participate in the General Meeting.
- holders of dematerialised shares have to register their shares no later than Tuesday 18 June 2013 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 Tuesday 18 June 2013, either by regular mail or e-mail ([infogav@gimv.com](mailto:infogav@gimv.com)). A model proxy form is available at the registered offices of the Company and on its website ([www.gimv.com](http://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 Tuesday 18 June 2013. A model voting form is available at the registered offices of the Company and on its website ([www.gimv.com](http://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).

**Important notice**

The board of directors would like to notify its holders of bearer shares of the fact that the legal term for transposition of their bearer shares into registered shares or dematerialised shares ends on **31 December 2013** and invites them to contact their financial institution in order to timely deposit their bearer shares.

The Board of Directors

**For more information, please contact:**

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