

Extraordinary general shareholders' meeting

Amendment to warrants as a result of the extraordinary dividend payment

Proposed resolution: decision to make, following and subject to the condition precedent of the resolution with respect to the extraordinary dividend payment set forth in item 2 of the agenda of the annual shareholders' meeting held before this meeting, the following amendments to the conditions and features of the warrants mentioned hereafter, and to the resolutions related thereto that have been approved in the past:

- (a) In this resolution, the following terms with a capital letter have the following meaning (unless the context requires otherwise):

"Share": "Share", as defined in the articles of association of the company;

"Warrant": each of the warrants, called (A) "Warrants 2007" which were issued by resolution of the extraordinary general shareholders' meeting of December 27, 2007, (B) "Warrants 2008", which were issued by resolution of the extraordinary general shareholders' meeting of May 29, 2008, (C) "Warrants 2009", which were issued by resolution of the extraordinary general shareholders' meeting of May 28, 2009, and (D) "Warrants 2010", which were issued by resolution of the extraordinary general shareholders' meeting of April 28, 2010;

"Ex-Date": the date on which the Share is traded on Euronext Brussels without coupon number seven (7) (being the right to receive payment of the extraordinary dividend) for the first time, which date will be determined by the board of directors;

"Conversion Ratio": the result of the fraction with (A) as numerator (x) the last closing stock exchange price of the company's Share as listed on Euronext Brussels with coupon number seven (7) attached thereto (the "Reference Stock Price"), less (y) the amount of the extraordinary dividend, and (B) as denominator the Reference Stock Price, and this rounded to six numbers after the comma, whereby the following rounding rules will be applied: if the calculation number results into a number with more than six numbers after the comma, the number will be rounded up to the nearest higher number with six numbers after the comma (if the seventh number after the comma is higher than or equal to five (5)) or rounded down to the nearest lower number with six numbers after the comma (if the seventh number after the comma is less than five (5));

- (b) The number and the exercise price of the Warrants will be amended (whereby no other amendments are made to the issuance and exercise conditions of the relevant Warrants), on and effective as of the Ex-Date, as follows:
- (i) The respective number of each type of the already granted Warrants which still exist on the Ex-Date and which were not yet exercised will be split, per warrant holder, by dividing these numbers of Warrants by the Conversion Ratio.
 - (ii) The applicable exercise price of the already granted respective Warrants which still exist on the Ex-Date and which were not yet exercised will, after the split set forth in item (i) above, be equal to the applicable exercise price of the concerned Warrant, multiplied by the Conversion Ratio.
 - (iii) For the purposes of the amendments foreseen in items (i) and (ii) above, the following rounding rules are applied, per holder of the Warrants and per type of Warrants held by such holder:
 - (A) if the calculation of the new number of Warrants of a holder of such Warrants in accordance with the resolution relating to the split set forth in item (i) results into a number with numbers after the

Unofficial English translation – Please sign original Dutch version

comma, this number will be rounded up to the nearest higher number without numbers after the comma (if the first number after the comma is higher than or equal to five (5)) or rounded down to the nearest lower number without numbers after the comma (if the number after the comma is less than five (5));

- (B) if the calculation of the new exercise price of the Warrants (after the decision relating to the split set forth in item (i) above) in accordance with the resolution set forth in item (ii) results into a number with more than two numbers after the comma, the exercise price will be rounded up to two numbers after the comma (if the third number after the comma is higher than or equal to five (5)) or rounded down to two numbers after the comma (if the third number after the comma is less than five (5)).
- (iv) For clarity purposes, it is pointed out that the number of Warrants issued, but not yet granted to a beneficiary prior to the Ex-Date, does not change following the aforementioned decisions (i) up to and including (iii).
- (c) On and effective as of the Ex-Date, the respective resolutions adopted by the general shareholders' meeting relating to the Warrants, to the issuance of new shares and to the capital increase upon and to the extent of the exercise of the concerned Warrants, will be amended in order to take into account the resolutions set forth in item (b), and consequently it is resolved that as far as necessary and applicable:
 - (i) subject to and to the extent of the exercise of a concerned Warrant, one new ordinary Share will be issued per exercised Warrant, which share shall be an ordinary share and shall have the rights and benefits as determined in the company's articles of association and in the issuance and exercise conditions of the concerned Warrant and shall participate in the result of the company in the same way as the outstanding ordinary shares;
 - (ii) subject to and to the extent of the exercise of a Warrant, per exercised Warrant, the company's share capital will be increased, mutatis mutandis, in accordance with the issuance and exercise conditions of the concerned Warrant, taking into account the amendments set forth in item (b).

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	---	-------------------------------------

In case of amendments to the agenda and proposed additional resolutions as mentioned in article 533ter of the Belgian Company Code, the company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on or before Tuesday, April 9, 2013 at the latest. In addition, the company shall make amended forms available for votes by mail. Votes by mail that reach the company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out on the postal voting form. In accordance with the Belgian Company Code, a vote by letter regarding an agenda item for which a new proposed resolution was filed by a shareholder holding at least 3% of the shares, is null and void.

Unofficial English translation – Please sign original Dutch version

In case of amendments to a proposed resolution or a new proposed resolution:¹

- the Undersigned votes for the amended or new resolution*
- the Undersigned votes against the amended or new resolution*
- the Undersigned abstains from the vote on the amended or new resolution*
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs.*

.....

1 Absence of instructions on this form or to the proxy holder shall be tantamount to an instruction to vote for the amended or new resolution.

Done at, on 2013.

Signature(s):.....