

OPTION

**NAAMLOZE VENNOOTSCHAP
GASTON GEENSLAAN 14
3001 HEVERLEE**

BTW BE 0429.375.448 RPR LEUVEN

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The board of directors is honoured to invite the shareholders to attend the extraordinary general meeting of shareholders which will take place at the registered office of the company on:

- a) **29 May 2015 at 9:30 AM**, and,
in the event the required attendance quorum is not reached, on the second extraordinary general meeting of shareholders which will be held on
- b) **18 June 2015 at 11:00 AM**.

Each time with the following agenda containing proposals for resolution

AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Report.

Acknowledgment of the special report drawn up by the board of directors pursuant to Article 604 of the Companies' Code in which the board indicates under which special circumstances it will make use of the authorized capital and for what purposes.

2. Decision to renew the authorized capital - Amendment of the articles of association.

Proposal of decision:

Authorization to the board of directors, for a period of five (5) years as from the date of publication of the present amendment to the articles of association in the Annexes to the Belgian Official State Gazette, in one or more occasions, to increase the share capital by a total amount of four million seven hundred thirty eight thousand nine hundred sixty four euro and fifty cent (EUR 4,738,964.50), both by means of contribution in cash or in kind, within the limits imposed by the Belgian Code of Companies as well as by conversion of reserves and issue premiums, with or without the issue of new shares, with or without voting right, or through the issue of convertible bonds, subordinated or not, or through the issue of warrants or of bonds to which warrants or other movables are linked, or of other securities, such as shares in the framework of a Stock Option Plan.

Furthermore to grant the board of directors special authority, in the event of a public take over bid for securities issued by the Company during a period of three (3) years, running from the extraordinary general shareholders' meeting which will resolve on this authorization, to proceed with capital increases under the conditions foreseen by the Belgian Code of Companies.

To authorize the board of directors, in the interest of the company, within the limits and in accordance with the conditions imposed by the Belgian Code of Companies, to limit or suspend the preferential rights of the shareholders, when a capital increase occurs within the limits of the authorized capital. This limitation or suspension may likewise occur for the benefit of one or more specified persons.

Consequently, to reformulate the text of Article 5bis: Authorized Capital of the articles of association of the Company as follows:

“The Board of Directors is competent to increase the share capital in one or more occasions, with a total amount of four million seven hundred thirty eight thousand nine hundred sixty four euro and fifty cent (EUR 4,738,964.50).

The capital increases that are decided in accordance with this section, can occur following the modalities decided by the Board of Directors such as by means of contribution in cash or in kind, within the limits imposed by the Belgian Code of Companies as well as by conversion of reserves and issue premiums, with or without the issue of new shares, with or without voting right, or through the issue of convertible bonds, subordinated or not, or through the issue of warrants or of bonds to which warrants or other movables are linked, or of other securities, such as shares in the framework of a Stock Option Plan.

The board of directors can exercise this competence during a period of five years after the publication in the annexes of the Belgian Official State Gazette of the amendment of the articles of association approved by the extraordinary general meeting that resolved on granting this authorization.

This competence can be renewed in accordance with the statutory stipulations.

The board of directors receives special authority, in the event of a public take over bid for securities issued by the Company during a period of three (3) years, after the extraordinary general shareholders’ meeting which resolved on this authorization, to proceed with capital increases under the conditions foreseen by the Belgian Code of Companies. The board of directors can, in the interest of the Company, within the limits and in accordance with the conditions imposed by the Belgian Code of Companies, limit or suspend the preferential rights of the shareholders, when a capital increase occurs within the limits of the authorized capital. This limitation or suspension may likewise occur for the benefit of one or more specified persons.

In the event that an issue premium is paid on the occasion of a capital increase decided by the board of directors, or following the conversion of bonds, or the exercise of warrants or of rights over other securities, this shall legally be paid onto an inaccessible account, named “Issue Premium”, which shall constitute the guarantee for third parties to the same extent as the share capital, and which, subject to the possibility for converting this reserve into share capital, may only be disposed of in accordance with the conditions for decrease of the share capital, as set forth by the Belgian Code of Companies.

The board of directors is authorized, with the possibility to substitute, following each capital increase, which has come about within the limits of the authorized capital to bring the articles of association into line with the new share capital and share situation, and to complete the history of the share capital.”