

**OPTION**  
**PUBLIC LIMITED LIABILITY COMPANY**  
**GASTON GEENSLAAN 14**  
**3001 HEVERLEE**

**VAT BE 0429.375.448 RLE LEUVEN**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors is honoured to invite the shareholders to the annual general shareholders' meeting, which will take place on **Friday 31 May 2013 at 10.00 a.m.** at the registered offices of the Company with the following agenda containing proposals of resolution:

**AGENDA ORDINARY GENERAL MEETING OF SHAREHOLDERS**

- 1. Presentation and acknowledgement of the annual report of the Board of Directors for the financial year ended on 31 December 2012.**
- 2. Discussion and approval of the remuneration report as included in the annual report of the Board of Directors for the financial year ended on 31 December 2012.**

*Proposal of resolution:*

*The meeting decides, by separate vote, to approve the remuneration report as included in the annual report of the Board of Directors for the financial year ended on 31 December 2012.*

- 3. Presentation and acknowledgement of the reports of the statutory auditor for the financial year ended on 31 December 2012.**
- 4. Presentation of the consolidated annual accounts and consolidated reports for the financial year ended on 31 December 2012.**
- 5. Approval of the annual statutory accounts for the financial year ended on 31 December 2012 and allocation of results.**

*Proposal of resolution:*

*The meeting approves the annual accounts for the financial year ended on 31 December 2012, including the allocation of the results (loss) as proposed by the Board of Directors, i.e. to allocate the losses as loss to be carried forward to the next financial year.*

- 6. Release of liability of the directors.**

*Proposal of resolution:*

*The meeting resolves, by separate vote, to release the directors from liability for the performance of their duties in the course of the financial year ended on 31 December 2012.*

**7. Release of liability of the statutory auditor.**

Proposal of resolution:

*The meeting resolves, by separate vote, to release the statutory auditor from liability for the performance of his duties in the course of the financial year ended on 31 December 2012.*

**8. Reappointment of director.**

Proposal of resolution:

*The meeting resolves to reappoint Mr Jan Callewaert, Van den Tymplestraat 43/5, 3000 Leuven, as director of the Company.*

*This appointment immediately enters into force and shall expire after the general meeting that will be invited to approve the annual accounts relating to financial year 2016.*

*The meeting resolves to reappoint An Other Look To Efficiency BVBA, with registered office at Chaussee de Dinant 755, 5100 Wepion, represented by Mr Olivier Lefebvre, as independent director of the Company.*

*The meeting resolves to reappoint Q-List BVBA, with registered office at Zonnelaan 34, 8300 Knokke-Heist, represented by Mr Philippe Vermeulen, as director of the Company.*

*The meeting resolves to reappoint Mr Lawrence Levy, Burroughs Warf, 50 Battery Street, Boston, MA 02109, USA, as director of the company.*

*The appointments of An Other Look To Efficiency BVBA, Lawrence Levy and Q-List BVBA as director immediately enter into force and shall expire after the general meeting that will be invited to approve the annual accounts relating to financial year 2013.*

*The mandates of the directors are remunerated.*

**9. Reappointment of statutory auditor.**

Proposal of resolution:

*The meeting resolves to reappoint Deloitte Bedrijfsrevisoren, with registered office at 1831 Diegem, Berkenlaan 8B, represented by Mr Dominique Roux, as statutory auditor of the company. The reappointment of Deloitte Bedrijfsrevisoren immediately enters into force and shall expire after the general meeting that will be invited to approve the annual accounts relating to financial year 2015. The mandate of the statutory auditor is remunerated.*

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To be admitted to the ordinary general meeting of shareholders (hereafter: the General Meeting), the holders of securities issued by the company have to comply with the dispositions of articles 29 and 30 of the company's articles of association and article 536 of the Companies Code.

In order to participate in the General Meeting and to exercise their voting rights, shareholders must be registered as shareholders of the company on the fourteenth (14<sup>th</sup>) day preceding the general meeting (i.e. on 17 May 2013), at twelve (12:00) AM at the latest, either:

- (i) by their inclusion in the register of registered shares of the company;
- (ii) by their inclusion on the accounts of a certified account holder or clearing institution

The financial intermediary, certified account holder or clearing institution provides the shareholder with a certificate evidencing how many shares that are registered in the name of the shareholder on the registration date (i.e. 17 May 2013), if he wishes to participate in the general meeting.

At the latest on the sixth day preceding the general meeting, (i.e. on 25 May 2013), the shareholders must notify the company or a person designated thereto by the company, of their intention to participate in the general meeting. Registration of participation can occur in writing (Patrick Hofkens, Gaston Geenslaan 14, 3001 Leuven), or by email ([p.hofkens@option.com](mailto:p.hofkens@option.com); with a copy to [j.bral@option.com](mailto:j.bral@option.com) ).

Shareholders who comply with the formalities to be admitted to the general meeting can both orally (during the meeting) and in writing prior to the meeting ask questions. Written questions have to be submitted to the company (at its registered office) on 25 May 2013, or by email ([p.hofkens@option.com](mailto:p.hofkens@option.com); with a copy to [j.bral@option.com](mailto:j.bral@option.com) ). Only those questions that are raised by shareholders who have complied with all the formalities to be admitted to the general meeting, and thus have proved to have the capacity of shareholder on the registration date, will be addressed during the meeting.

One or more shareholders who jointly own more than 3% of the total outstanding share capital can, at the latest on 9 May 2013, have items placed on the agenda of the general meeting and propose resolutions relating to the thus added items on the agenda, if they can evidence that they are shareholders. Questions or resolutions can be transmitted in writing (Patrick Hofkens, Gaston Geenslaan 14, 3001 Leuven), or by email ([p.hofkens@option.com](mailto:p.hofkens@option.com); with a copy to [j.bral@option.com](mailto:j.bral@option.com) ). Receipt is acknowledged by the company within 48 hours.

In the event that shareholders thereto entitled desire to add additional items or proposed resolutions to the agenda, an amended agenda will be made public no later than 16 May 2013 through the company's website ([www.option.com](http://www.option.com)). This amended agenda will also be published in the Annexes of the Belgian State Gazette.

The shareholders may vote through proxy forms or by letter, using the forms thereto drafted by the company, which can be obtained free of charge at the company's registered office. These forms will also be made available on the company's website [www.option.com](http://www.option.com). The proxy forms have to be deposited at least six (6) days prior to the general meeting at the company's registered office. In order to be valid, voting by letter has to be made through a registered letter with acknowledgement

of receipt, which is sent at the latest six (6) days prior to the general meeting to the registered office of the company (the post stamp serving as evidence) and containing the following information:

- i. full and precise identification of the shareholder and of the number of shares with which he participates in the voting;
- ii. the complete agenda;
- iii. the proposals of decision and the voting intentions of the shareholder (for, against, abstention). The shareholder is allowed to clarify or motivate his voting intentions.

The holders of warrants have to inform the Company of their intention to participate in the meeting by ordinary letter to the Company's registered office at the latest six (6) working days prior to the general meeting.

The Board of Directors