

OPTION
PUBLIC LIMITED LIABILITY COMPANY
GASTON GEENSLAAN 14
3001 HEVERLEE

VAT BE 0429.375.448 RLE LEUVEN

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

As the Board of Directors ascertained that the required attendance quorum was not reached at the extraordinary general meeting of shareholders on 25 October 2013, the shareholders are hereby invited to attend a second extraordinary shareholders' meeting, which will be held at the registered offices of the Company (Gaston Geenslaan 14, 3001 Heverlee) on **Wednesday 13 November at 10.30 a.m.**, and which will be able to decide upon all items on the agenda irrespective of the represented share capital.

The extraordinary general shareholders' meeting has the following agenda containing proposals of decision:

1. Acknowledgement of the special report drawn up by the board of directors pursuant to Article 633 of the Companies' Code.
2. Decision on the dissolution or continuation of the Company following the decrease of its net equity to less than a fourth of its share capital in conformity with Article 633 of the Companies' Code.
Proposal of decision: The general meeting of shareholders resolves not to dissolve the Company and to continue the Company's activities.

3. Capital increase by conversion of the issue premium into share capital
Proposal of decision: To increase the share capital with an amount of fifty eight million nine hundred forty three thousand eight hundred euro (€58,943,800.00) to bring it from twelve million two hundred thirty two thousand one hundred and thirty four euro and forty two eurocents (€12,232,134.42) to seventy one million one hundred seventy five thousand nine hundred thirty four euro and forty two eurocent (€71,175,934.42) by conversion into share capital of the aforementioned amount from the "Issue premium" and without issue of new shares.

4. Decrease of the share capital via incorporation of the losses carried forward
Proposal of decision: To decrease the share capital with an amount of sixty seven million fifty one thousand and four euro and eighty two eurocent (€67,051,004.82) to bring it from seventy one million one hundred seventy five thousand nine hundred thirty four euro and forty two eurocent (€71,175,934.42) to four million one hundred twenty four thousand nine hundred twenty nine euro and sixty eurocent (€4,124,929.60) by incorporation of the losses carried forward as of 31 December 2012 for the amount aforementioned and without reduction of the number of shares. From a tax point of view, given the absence of taxed reserves incorporated into the share capital, this capital decrease will be completely offset from the effectively paid up share capital.

5. Modification of the articles of association
Proposal of decision: In Article 5: Share Capital of the articles of association
(i) To adjust the first sentence to the new amount of the share capital following the decisions taken with regards to the above mentioned agenda items

(ii) To add at the end of History of the share capital a new item 24 in which the decisions with regards to the above mentioned agenda items to increase and decrease the share capital are reflected.

6. 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.
7. Decision on the renewal of the authorized capital and accordingly the 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 [THE AMOUNT OF THE SHARE CAPITAL RESULTING FROM THE DECISION ON AGENDA ITEM 5. AS SET FORTH ABOVE], 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 [THE AMOUNT OF THE SHARE CAPITAL AS SET FORTH IN THE ABOVE DECISION ON AGENDA ITEM 5. OF THE EXTRAORDINARY GENERAL MEETING THAT WILL DECIDE UPON THE RENEWAL OF THE AUTHORIZATION].

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."

In order to be admitted to the extraordinary general meeting, the holders of securities issued by the Company have to comply with the provisions of Articles 29 and 30 of the Company's articles of association, as well as Article 536 of the Companies' Code.

In order to participate in the extraordinary general meeting and to exercise their voting rights, shareholders must be registered as shareholders of the company on the fourteenth (14th) day preceding the extraordinary general meeting (i.e. on 30 October 2013), at twelve (12:00) AM at the latest, either:

- by their inclusion in the register of registered shares of the company;
- 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. 30 October 2013), if he wishes to participate in the extraordinary general meeting).

At the latest on the sixth day preceding the extraordinary general meeting (i.e. on 7 November 2013), the shareholders must notify the company or a person designated thereto by the company, of their intention to participate in the extraordinary general meeting. Registration of participation can occur in writing (Christine Pollie, Gaston Geenslaan 14, 3001 Leuven) or by e-mail (c.pollie@option.com; with a copy to j.bral@option.com).

Shareholders who comply with the formalities to be admitted to the extraordinary 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 7 November 2013, or by e-mail (c.pollie@option.com; with a copy to j.bral@option.com). Only those questions that are raised by shareholders who have complied with all the formalities to be admitted to the extraordinary

general meeting, and thus have proved to have the capacity of shareholder on the registration date, will be addressed during the meeting.

The shareholders can cast their votes by proxy or in writing, by using the forms drawn up by the Company which can be obtained free of charge at the Company's registered office. These forms will also be timely available on the Company's website www.option.com. The proxy forms have to be deposited at the Company's registered office at least six (6) days prior to the meeting. 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 at least six (6) days prior to the date of the extraordinary general meeting to the registered office of the Company (the post stamp serving as evidence) and containing the following elements:

- (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