

OPTION

**NAAMLOZE VENNOOTSCHAP
GASTON GEENSLAAN 14
3001 HEVERLEE**

BTW BE 0429.375.448 RPR LEUVEN

ORDINARY GENERAL MEETING OF SHAREHOLDERS

Following the extraordinary shareholders' meeting of 29 May 2015, the annual ordinary general meeting of shareholders will be held at 10 A.M. at the Company's registered office, with the following agenda and proposed resolutions:

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 2014.**
- 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 2014.**
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 2014.
- 3. Presentation and acknowledgement of the reports of the statutory auditor for the financial year ended on 31 December 2014.**
- 4. Presentation of the consolidated annual accounts and consolidated reports for the financial year ended on 31 December 2014.**
- 5. Approval of the annual statutory accounts for the financial year ended on 31 December 2014 and allocation of results.**
Proposal of resolution:
The meeting approves the annual accounts for the financial year ended on 31 December 2014, 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 2014.
- 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 2014.
- 8. Appointment and reappointment of directors.**

Proposal of resolution

- *The meeting resolves to confirm and approve the appointment as non-executive director of the company of Dimitri Duffeleer BVBA, with registered office at Fazantenlaan 17, 8790 Waregem, having as permanent representative Mr. Dimitri Duffeleer, as was decided by the board of directors dated 24 September 2014 provisionally by way of co-optation. The appointment of Dimitri Duffeleer BVBA entered into force on 1 November 2014 and shall expire after the general meeting that will be invited to approve the annual accounts relating to financial year 2016.*
- *The meeting further resolves to re-appoint FVDH Beheer BVBA, with registered office at Kommandant Lothairelaan 53/55, 1040 Etterbeek, having as permanent representative Mr. Francis Vanderhoydonck, as non-executive director of the company. The appointment of FVDH Beheer BVBA shall expire after the general meeting that will be invited to approve the annual accounts relating to financial year 2017.*
- *The mandate of all directors is remunerated.*

To be admitted to the extraordinary and ordinary general meeting of shareholders (hereafter jointly: 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 (14th) day preceding the general meeting (i.e. on 15 May 2015), 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 with how many shares that are registered to the shareholder on the registration date (i.e. 15 May 2015), he wishes to participate in the general meeting.

At the latest on the sixth day preceding the general meeting, (i.e. on 22 May 2015), 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 (Christine Pollie, Gaston Geenslaan 14, 3001 Leuven), or by email (c.pollie@option.com with copy to 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 22 May 2015, or by email. (c.pollie@option.com with 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 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 7 May 2015, 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 (Christine Pollie, Gaston Geenslaan 14, 3001 Leuven), or by email (c.pollie@option.com with copy to 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 14 May 2015 through the company's website (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. The proxy forms have to be deposited at least six (6) days prior to the general meeting at the company's registered office (i.e. no later than 22 May 2015). 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 convertible bonds and/or 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) calendar days prior to the general meeting, i.e. no later than 22 May 2015.

The Board of Directors