



Agenda of the extraordinary general meeting

The Board of Directors of Gimv NV (the 'Company') invites all shareholders to attend the extraordinary general meeting that will take place on Tuesday 1 June 2010 at 10 am at the registered office of the Company at 2018 Antwerp, Karel Oomsstraat 37.

Please be informed that, based on the experience of previous years, the required quorum of at least 50% of the capital will most probably not be met and that the meeting consequently will not be able to validly discuss and resolve.

You will be notified thereof and be invited to attend the general and extraordinary general meetings of the company on Wednesday 30 June 2010, which will be able to validly discuss and resolve, irrespective of the number of present or represented shares.

1. Authorisation granted to the Board of Directors to purchase own shares

Proposed resolution: authorisation granted to the Board of Directors, for a period of three (3) years, to acquire and/or sell own shares if such action is necessary to prevent a serious and imminent damage to the company, and to replace the words "twenty five June two thousand and eight (25 June 2008)" with the words "thirty June two thousand and ten (30 June 2010)" in Article 11 (Serious and imminent damage) of the articles of incorporation accordingly.

2. Authorized capital

2.a. Report

Report of the Board of Directors in accordance with article 604 Company Code in which the board indicates in what special circumstances it will be able to use the authorized capital and which purposes it is pursuing in doing so.

2.b. Authorization – Modification of the Articles of Incorporation

Proposed resolution: renewal of the authorization granted to the Board of Directors to:

a) within a period of five (5) years as from the publication of the present resolution in the annexes to the Belgian Official Gazette (Belgisch Staatsblad/ Moniteur belge), to increase the capital in one or several times with a total amount of two hundred and twenty million euro (€ 220 000 000), inter alia by means of contribution in cash or in kind within the limits set forth by the Company Code, or by conversion of reserves and of issue premiums, with or without issuing new voting or non-voting shares, or by issuing subordinated or unsubordinated convertible bonds or by issuing warrants or bonds to which warrants or other financial instruments are attached, or of other securities, such as shares under a stock option plan, within the limits of aforementioned amount of two hundred and twenty million euro (€ 220 000 000), with or without the limitation or cancellation of the preferential subscription right of the existing shareholders, including in favor of one or more specific persons, or personnel of the company or its affiliated companies, and this in the following special circumstances:

- when an unforeseen urgent need for financing arises and market conditions do not lend themselves to a public issue;
- where it appears necessary to allow the company to react quickly to market opportunities, especially with regard to full or partial acquisitions of companies, mergers and/or establishing strategic alliances;
- whenever the costs of convening a general shareholders' meeting are disproportionate to the amount of the intended capital increase;
- when, owing to the pressing urgency of the particular situation, a capital increase under the authorized capital procedure appears necessary in the interest of the company;
- when the company wishes to issue shares, warrants, options or other instruments to the employees, directors or advisers of the company or of its associated companies;
- and for all transactions related thereto.

b) during a period of three (3) years as from the publication of the present resolution in the annexes to the Belgian Official Gazette (Belgisch Staatsblad/ Moniteur belge), under the conditions and within the limits set by articles 605, 606 and 607 of the Company Code, to use the aforementioned authorized capital, with or without the limitation or cancellation of the preferential subscription right of the existing shareholders, as to defend the company in the event of a public take-over bid on the securities issued by the company; and consequently in the text of article 8: Authorized capital, third section, of the articles of association to replace the words "twentieth of June two thousand and five (20 June 2005)" by the words "thirtieth of June two thousand and ten (30 June 2010)" and in the text of article 8: Authorized capital, fourth section, of the articles of association to replace the words "July sixth two thousand and ten (July 6 2010)" by the words "thirtieth of June two thousand thirteen (June 30 2013)".

3. Authorization to coordinate the Articles of Association

Proposed resolution: authorization to the managing director, with power of substitution, to coordinate the Articles of Association in accordance with the abovementioned modifications to the Articles of Association.

Formalities to be fulfilled to be admitted to the extraordinary general meeting

According to the experience of previous years, this meeting will most likely determine that it cannot validly discuss and resolve because the required quorum has not been met.

Shareholders of the Company who nevertheless wish to attend this meeting, have a choice of three possibilities to participate:

a) personally attending the meeting

Each shareholder is entitled to personally attend the general meeting, subject to fulfillment of the following formalities:

- holders of registered shares or warrants have to inform the Company in writing no later than Wednesday 26 May 2010 of their intention to attend the meeting;
- holders of bearer shares must deposit their shares no later than Wednesday 26 May 2010 at a branch of KBC or at the registered office of the Company.

b) voting by proxy

Shareholders may also be represented by a proxy of their own free choice, who may or may not be a shareholder of the Company. In addition to fulfilling the above-mentioned formalities (see a) above) the shareholder must ensure that the Company receives the proxy form no later than Wednesday 26 May 2010. A model proxy form is available from the registered office of the company and on its website (www.gimv.com). This model is also sent out with the notice of meeting to registered shareholders and to the other shareholders who have fulfilled the aforementioned formalities (see a) above).

c) voting by correspondence

Finally, each shareholder has the right to vote by correspondence on the items on the agenda. In addition to the abovementioned formalities (supra a), the voting form should contain the shareholder's full and precise identity, the number of shares he participates with in the voting and the decision of the shareholder on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decision. In order to be valid, the voting form must be sent to the Company by registered letter against acknowledgement of receipt no later than Wednesday 26 May 2010. A model voting form is available from the registered office of the company and on its website (www.gimv.com). This model is also sent out with the notice of meeting to registered shareholders and to the other shareholders who have fulfilled the aforementioned formalities (see a) above).

The Board of Directors

For more information, please contact:

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