



Agenda of the ordinary and extraordinary general meeting

The Board of Directors of Gimv NV (the 'Company') invites all shareholders to attend the general and extraordinary general meeting that will take place on Wednesday 30 June 2010 at 10.30 am at Hangar 26 (meeting room Barcelona), Rijnkaai 95, 2000 Antwerpen.

The required quorum of at least 50% of the capital was not met at the extraordinary general meeting of Tuesday 1 June 2010. The extraordinary general meeting on Wednesday 30 June 2010 will be able to validly discuss and resolve on the agenda as mentioned below, regardless of the number of shares present or represented.

The general and extraordinary general meeting are convened to discuss and resolve on the following agenda:

Agenda of the ordinary general meeting

1. Presentation of the report of the Board of Directors on the financial year ending on 31 March 2010

2. Presentation of the auditor's report on the financial year ending on 31 March 2010

3. Presentation of the consolidated annual accounts and the consolidated reports on the financial year ending on 31 March 2010

4. Approval of the annual accounts on the financial year ending on 31 March 2010 and adoption of the appropriation of profit

Proposed resolution: approval of the annual accounts on the financial year ending on 31 March 2010, including the adoption of the appropriation of profit as proposed by the board of directors, and adoption of a dividend of EUR 2.40 per share.

5. Discharge to the directors

Proposed resolution: discharge to the directors for the performance of their duties during the financial year ending on 31 March 2010.

6. Discharge to the auditor

Proposed resolution: discharge to the auditor for the performance of his duties during the financial year ending on 31 March 2010.

7. Resignation and appointment of directors

7 a. Proposed resolution: acknowledgement and acceptance of the honourable resignation of Eddy Geysen as a director of the company.

7.b. Proposed resolution: appointment of Christl Joris as independent director. Christl Joris meets the functional, family and financial criteria of independence as set out by article 526ter of the Company Code. Christl Joris has furthermore explicitly stated that she has nor had any significant business connections with the company which could harm her independence, a statement which is endorsed by the Board of Directors. This term of office will run for a period of four years until the end of the general shareholders' meeting of 2014.

7.c. Proposed resolution: appointment of Sophie Manigart as independent director. Sophie Manigart meets the functional, family and financial criteria of independence as set out by article 526ter of the Company Code. Sophie Manigart has furthermore explicitly stated that she has nor had any significant business connections with the company which could harm her independence, a statement which is endorsed by the Board of Directors. This term of office will run for a period of four years until the end of the general shareholders' meeting of 2014.

7.d. Proposed resolution: appointment of Bart Van Hooland as independent director. Bart Van Hooland meets the functional, family and financial criteria of independence as set out by article 526ter of the Company Code. Bart Van Hooland has furthermore explicitly stated that he has nor had any significant business connections with the company which could harm his independence, a statement which is endorsed by the Board of Directors. This term of office will run for a period of four years until the end of the general shareholders' meeting of 2014.

7.e. Proposed resolution: appointment of Dirk Boogmans as director. This term of office will run until the end of the general shareholders' meeting of 2014.

8. Adoption of the remuneration of the directors

Proposed resolution: determination of the total amount of the fixed remuneration of all members of the Board of Directors, including the remuneration of the chairman and the managing director, at EUR 1 450 000 per year and authorisation granted to the Board of Directors to distribute the remuneration amongst the directors.

9. Appointment of the auditor

Proposed resolution: appointment of Ernst & Young Bedrijfsrevisoren BCV, with offices at 2140 Borgerhout, J. Englishstraat 52, represented by Jan De Luyck, auditor, as statutory auditor for a period of three (3) years until the end of the general shareholders' meeting which will be invited to approve the annual accounts on the financial year 2012-2013 and adoption of the annual remuneration at EUR 90 915, annually adapted to the evolution of the Belgian consumer price index. .

Agenda of the extraordinary general meeting

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

Proposed resolution: authorization for a three (3) year period to the board of directors to acquire or sell own shares if deemed necessary to prevent the company from a serious and imminent damage and as a consequence in Article 11 of the Articles of Association: Serious and imminent damage replace the words "twenty fifth of June two thousand and eight (June 25 2008)" by "thirtieth of June two thousand and ten (June 30 2010)".

11. Authorized capital

11.a. Report

The report of the Board of Directors according to article 604 of the Company Code in which the board indicates in which special circumstances it will be able to use the authorized share capital and for what purposes.

11.b. Authorizations – Amendments to the articles of association

Proposed resolution: Renewal of the authorisation 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 (June 30 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)".

12. Authorization to co-ordinate 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.

Information at the shareholders' disposal

The annual reports of the Board of Directors and the auditor on the financial year ending on 31 March 2010 (agenda items 1 and 2), the annual and consolidated annual accounts on the financial year ending on 31 March 2010 (agenda items 3 and 4), are put at the disposal of the shareholders as from June 2 2010 and will be available from the registered office of the company and on its website (www.gimv.com). These documents will also be sent to registered shareholders and to the other shareholders who have deposited their shares on time in accordance with the provisions of the articles of association (see below).

Formalities to be fulfilled to take part in the general and extraordinary general meeting

Each holder of securities in the Company can take part in the general and extraordinary general meeting by choosing out of 3 possibilities:

a) personally attending the meeting

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

- holders of registered shares have to inform the Company in writing no later than Friday June 25 2010 of their intention to attend the meeting. A model confirmation letter is available from the registered office and on the website (www.gimv.com).

- holders of bearer shares must deposit their shares no later than Friday June 25 2010 at a branch of KBC or at the registered office of the Company. The bank will issue a receipt of deposit, which the shareholder or his proxy will have to present on the day of the meeting in order to be granted access to the meeting room.

- holders of dematerialised shares have to deposit no later than Friday June 25 2010 at a branch of KBC or at the registered office of the company a certificate, issued by an authorised account holder or by the clearing organisation, appointed in accordance with article 468 of the Company Code, confirming the unavailability of the shares until June 30 2010 and mentioning the number of shares that is made unavailable. The bank will issue a receipt of deposit, which the shareholder or his proxy will have to present on the day of the meeting in order to be granted access to the meeting room.

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 Friday June 25 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 (see a) above), 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 Friday June 25 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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