

The Board of Directors of GIMV NV (the 'Company') invites all shareholders to attend the **Extraordinary General Meeting** that will take place on **Wednesday, June 4, 2008 at 10 am** at the registered office of the Company at 2018 Antwerp, Karel Oomsstraat 37.

Please be informed that 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 officially and be invited to attend the **General and Extraordinary General Meetings** of the Company of **June 25, 2008**.

#### AGENDA OF THE EXTRAORDINARY GENERAL MEETING

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

**1a) Proposed resolution:** authorisation granted to the Board of Directors, subject to the conditions set by law, for a period of eighteen (18) months as from 25 June 2008, taking into account the shares which would have been acquired earlier by the company and which it holds in portfolio, or those shares acquired by a subsidiary in accordance with article 631 of the Company Code, as well as those acquired by a person acting in his own name but for the account of the company or of such subsidiary, with available means in accordance with article 617 of the Company Code, to acquire on or outside the stock exchange at the most ten percent (10%) of the company's shares at a price per share within a price range equal to the share quotation of the last trading day prior to the date of redemption, decreased by twenty percent (20%) (minimum price) or increased with twenty percent (20%) (maximum price). This authorisation also applies to the acquisition on or outside the stock exchange of shares of the company by one of its direct subsidiaries, within the meaning of article 627, first section of the Company Code. If the acquisition occurs outside of the stock exchange, regardless whether this acquisition is made by the company or by one of its direct subsidiaries, the company will make an offer to all shareholders under the same conditions, in accordance with article 620, §1, 5° of the Company Code.

**1b) 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 "twentieth of June two thousand and five" by "twentyfifth of June two thousand and eight (June 25, 2008)".

### 2. Authorized capital – Renewal authorization as in art. 607 Company Code

**Proposed resolution:** new authorization to the Board of Directors, as from the publication of this resolution in the Annexes to the Belgian Official Gazette, under the conditions and within the limits as set forth in articles 605, 606 en 607 of the Company Code, to use the existing authorization regarding authorized capital granted by resolution of the extraordinary shareholders' meeting of June 20, 2005, be it with or without suppression or limitation of the pre-emptive right of the existing shareholders, in order to defend the company against a public take-over bid on the shares of the company and this for the remaining period of the aforementioned existing authorization and as a consequence, replace in Article 8 'Authorized Capital', fourth paragraph of the Articles of Association the words 'during three (3) years as from the decision of the extraordinary shareholders' meeting of the twentieth of June two thousand and five' with the words 'until six July two thousand and ten (July 6, 2010)'.

### 3. Modification to the Articles of Association

**Proposed resolution:** cancellation of the transitional provisions that have become effective and have no use anymore in Article 45 of the Articles of Association, as of the second paragraph.

### 4. 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 and warrants have to inform the Company in writing no later than 30 May 2008 of their intention to attend the meeting;
- holders of bearer shares must deposit their shares no later than 30 May 2008 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 30 May 2008. A model proxy form is available from the registered office of the company and on its website ([www.gimv.com](http://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 30 May 2007. A model voting form is available from the registered office of the company and on its website ([www.gimv.com](http://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