



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 19 July 2011 at 10:30 am at the Company's registered office, 2018 Antwerp, Karel Oomsstraat 37.

With regard to items 1 up to 4 on the agenda below, the required quorum of at least 50% of the capital was not met at the extraordinary general meeting of Wednesday 29 June 2011. Consequently, the extraordinary general meeting of Tuesday 19 July 2011 will be capable to validly discuss and resolve on these items of the agenda, regardless of the number of shares present or represented at this meeting.

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

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

SECOND CONVOCATION: PROPOSAL REGARDING THE SILENT MERGER OF GIMV AND VIM

1. Proposal of merger

Presentation, discussion and approval of the proposal regarding the merger (the "Merger Proposal") in accordance with article 719 of the Company Code, formulated on 19 April 2011 and deposited on 11 May 2011 at the court registry of the commercial court of Antwerp in the respective files of the companies identified in agenda item 3 and involved in the with a merger equated operation as meant in article 676.1 of the Company Code.

Proposed resolution: Na voorafgaandelijke lezing en bespreking keurt de vergadering het Fusievoorstel goed.

2. Announcement of possible important changes in assets and liabilities

Announcement of possible material changes in the assets and liabilities of the companies involved in the merger that occurred since the date of the formulation of the Merger Proposal.

3. Resolution regarding the with a merger equated operation

Resolution regarding the with a merger equated operation as meant in article 676.1 of the Company Code pursuant to the acquisition by one party of all the shares, as suggested in the Merger Proposal, through the acquisition by Gimv NV, RPR Antwerp 0220.324.117, with registered office at 2018 Antwerp, Karel Oomsstraat 37, who makes a public appeal on the savings system and who will acquire the total assets - all rights as well as all liabilities - of V.I.M. NV, RPR Antwerp 0421.600.008, with registered office at 2018 Antwerp, Karel Oomsstraat 37.

Proposed resolution: The meeting approves the with a merger equated operation, through the acquisition of all the shares by Gimv NV (the "Acquiring company") of VIM NV (the "Acquired Company") through the acquisition of all the assets - all rights as well as all commitments - of

the Acquired Company by the Acquiring Company conform the Merger Proposal. All transactions, done by the Acquired Company after 1 April 2011 will be considered done by the Acquiring Company for accounting purposes. The other conditions for the merger are set by the meeting as proposed in the Merger proposal. Furthermore, it will be verified whether the condition precedent, formulated in the minutes of the extraordinary general meeting of the shareholders of the Acquired Company, which will be held beforehand, has been fulfilled, at which time the operation equated with a merger is accomplished.

4. Authorizations

Proposed resolution: The meeting grants the board of directors and the managing director, each with the authority to act separately and each with the power of substitution, a special authorization to represent the Company at one or more business offices to do all actions, make declarations, sign and deposit documents necessary for the registration, modification or cessation of the registration at the crossroads database for enterprises, and, in general, to do everything deemed useful and necessary in connection with the execution of this assignment, and this with regard not only to this operation equated with a merger but also with regard to earlier resolutions of the board of directors and the general meeting of the Company, as well as a special authorization to represent the Company towards all tax authorities, VAT included.

Information at the shareholders' disposal

The Proposal of merger (item 1 on the agenda) has been made available for the shareholders as from 26 May 2011 and can be consulted at the Company's registered office, as well as on its website (www.gimv.com).

These documents will also be sent by regular or courier mail to registered shareholders and to the other shareholders who have timely deposited their shares in accordance with the provisions of the articles of association (see below).

Formalities to be fulfilled in order to be admitted to the Extraordinary General Meeting

Each shareholder of the Company who wishes to take part in this extraordinary general meeting, can choose between the three following options:

a) personally attending the meeting

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

- holders of registered shares have to inform the Company in writing no later than Thursday 14 July 2011 of their intention to attend the meeting. A model confirmation letter is available at the Company's registered office, as well as on its website (www.gimv.com).
- holders of bearer shares must deposit their shares no later than Thursday 14 July 2011 at a branch of KBC or at the Company's registered office. 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 Thursday 14 July 2011 at a branch of KBC or at the Company's registered office 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 up to and including 19 July 2011 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 Thursday 14 July 2011. A model proxy form is available at the Company's registered office, as well as 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 above-mentioned 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 Thursday 14 July 2011. A model voting form is available at the Company's registered office, as well as 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