

Gimv
Naamloze Vennootschap
Karel Oomsstraat 37
2018 Antwerpen
Company number 0220.324.117
VAT-number: BE0220.324.117

The board of directors of Gimv NV (the "Company") invites all shareholders to attend the Annual General Meeting that will take place on Wednesday 25 June 2014 at 10:30 am at De Singel (Muziekstudio), Desguinlei 25, 2018 Antwerp.

This Annual General Meeting is convened to discuss and resolve on the following agenda:

AGENDA OF THE ANNUAL GENERAL MEETING

- 1. Presentation of the report of the board of directors on the financial year ending on 31 March 2014**
- 2. Presentation of the auditor's report on the financial year ending on 31 March 2014**
- 3. Presentation of the consolidated annual accounts and the consolidated reports of the board of directors and the auditor on the financial year ending on 31 March 2014**
- 4. Presentation and approval of the remuneration report**

Proposed resolution: *approval of the remuneration report as incorporated in the annual report of the board of directors on the financial year ending on 31 March 2014.*

- 5. Approval of the annual accounts of the financial year ending on 31 March 2014 and appropriation of profit**

Proposed resolution:

- *approval of the annual accounts of the financial year ending on 31 March 2014, including the distribution of the results as proposed by the board of directors, and adoption of a gross dividend of EUR 2,45 per share;*
- *presentation of the option for the shareholders to have the dividend paid out in shares of the Company, under the terms and conditions as further explained during the Annual General Meeting.*

- 6. Discharge to the directors**

Proposed resolution: *discharge to the directors for the performance of their mandate during the financial year ending on 31 March 2014.*

- 7. Discharge to the auditor**

Proposed resolution: *discharge to the auditor for the performance of his duties during the financial year ending on 31 March 2014.*

8. Resignation and appointment of directors

- 8.a. Proposed resolution: reappointment, upon recommendation of the nomination committee, of Ms. Christine Joris as independent director. Christine Joris meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Christine Joris has 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 two years until the end of the annual general meeting in 2016.
- 8.b. Proposed resolution: reappointment, upon recommendation of the nomination committee, of Ms. Sophie Manigart as independent director. Sophie Manigart meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Sophie Manigart has 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 two years until the end of the annual general meeting in 2016.
- 8.c. Proposed resolution: reappointment, upon recommendation of the nomination committee, of Mr. Bart Van Hooland as independent director. Bart Van Hooland meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Bart Van Hooland has 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 two years until the end of the annual general meeting in 2016.
- 8.d. Proposed resolution: reappointment, upon recommendation of the nomination committee, of Mr. Dirk Boogmans as independent director. Dirk Boogmans meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Dirk Boogmans has 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 annual general meeting in 2018.
- 8.e. Proposed resolution: appointment, upon recommendation of the nomination committee, of Mr. Luc Missorten as independent director. Luc Missorten meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Luc Missorten has 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 annual general meeting in 2018.
- 8.f. Proposed resolution: appointment, upon recommendation of the nomination committee, of Mr. Marc van Gelder as independent director. Marc van Gelder meets the functional, family and financial criteria of independence as set out by article 526ter, 1° to 5° and 7° to 9° of the Belgian Company Code. Furthermore, Marc van Gelder has 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 annual general meeting in 2018.

A short resumé of the proposed new directors is available at <http://gimv.com/en/about-gimv/corporate-governance/board-of-directors> (corporate governance, board of directors, members).

9. 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 1 450 000 EUR per year and authorisation to the board of directors to decide on the allocation hereof amongst the directors;*
- *determination of the fixed annual remuneration of the chairmen of the audit committee, the remuneration committee and the nomination committee at 7 500 EUR and for the members of each of these committees at 3 750 EUR;*
- *determination of the attendance fee for each director at 670 EUR and this for every meeting of the board of directors or a committee set up within the board of directors, and the total annual amount of attendance fees for committee attendances per committee not exceeding 3 350 EUR.*

Formalities to be fulfilled

Shareholders of the Company who wish to attend the annual general meeting can only take part through the securities they hold on the registration date, regardless of the number of securities they will be holding on the actual day of the annual general meeting. In accordance with article 29 of the articles of association, the ultimate registration date is **Wednesday 11 June 2014** (the fourteenth day prior to the annual general meeting) at midnight (Belgian time).

Each shareholder can participate by one of the three following procedures:

a) personally attending the meeting

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

- holders of shares that are registered in the Company's shareholders' register, have to inform the Company in writing no later than **Thursday 19 June 2014** of their intention to attend the meeting, either by letter, facsimile or e-mail. A model confirmation letter is available at the registered offices of the Company and on its website (www.gimv.com).
- holders of dematerialised shares have to register their shares no later than **Thursday 19 June 2014** at a branch of KBC or at the registered offices of the Company, by way of a certificate issued by their financial intermediary or authorised account holder. This certificate formally states the number of dematerialised shares on the registration date and represents the amount of shares with which the shareholder can participate in the general meeting.

b) voting by proxy

Shareholders can also be represented by a proxy of their own choice, who may or may not be a shareholder of the Company. In addition to fulfilling the abovementioned formalities (see a) above), the shareholder must ensure that the Company receives the proxy form no later than **Thursday 19 June 2014**, either by regular mail or e-mail (infogav@gimv.com). A model proxy form is available at the registered offices of the Company and on its website (www.gimv.com). This model will also be sent out, together with the notice of meeting to the 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 process and the decision of the shareholder on each of the items on the agenda. The shareholder is allowed to clarify and motivate his decisions. In order to be valid, the voting form must be sent to the Company by registered letter with acknowledgement of receipt no later than **Thursday 19 June 2014**. A model voting form is available at the registered offices of the Company and on its website (www.gimv.com). This model will also be sent out with the notice of meeting to the registered shareholders and to the other shareholders who have fulfilled the aforementioned formalities (see a) above).

Information at the shareholders' disposal

The annual report of the board of directors and the report of the auditor on the financial year ending on 31 March 2014 (agenda items 1 and 2), the annual and consolidated annual accounts on the financial year ending on 31 March 2014 (agenda items 3 and 5) are available at the registered offices of the Company and on its website (www.gimv.com). These documents will also be sent to the registered shareholders and to the other shareholders who have timely registered their shares in accordance with the formalities to attend the general meeting (see below).

Additions to the agenda and proposed resolutions

Shareholders who independently or jointly hold 3% of the Company's share capital have the right to add items to the agenda of the annual general meeting and to introduce propositions of resolutions, at the latest by Tuesday 3 June 2014 (in accordance with article 533ter of the Belgian Company Code). These propositions can also be sent to the Company by e-mail (infogav@gimv.com). The resolutions proposed by the shareholders, if any, will be published on the Company's website, at the latest by Tuesday 10 June 2014.

More detailed information relating to article 533ter of the Belgian Company Code can be found on the Company's website.

Written inquiries

Shareholders who meet with the conditions to participate in the general meeting, have the right to address the board of directors with their questions relating to its report and the items on the agenda. These inquiries can also be sent to the Company's registered offices or by e-mail (infogav@gimv.com), at the latest by Thursday 19 June 2014.

More detailed information relating to article 540 of the Belgian Company Code can be found on the Company's website.

The Board of Directors

For more information, please contact:

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Gimv NV
Building leading companies
Karel Oomsstraat 37, B-2018 Antwerpen
Company number 0220.324.117
VAT-number BE0220.324.117

www.gimv.com

**ROUTE DESCRIPTION
DE SINGEL – MEETING ROOM “MUZIEKSTUDIO”
DESGUINLEI 25
2018 ANTWERP**

General travel information

Website NMBS: <http://www.belgianrail.be/nl> ~ Tel: +32 3 204 20 40

Website De Lijn: <http://reisinfo.delijn.be/reisinfo/> ~ Tel: +32 3 218 14 06

Website Slimweg: <http://www.slimweg.be/toplocaties/desingel.htm>

1. By car

De Singel is located very near the ringway around Antwerp. GPS: Desguinlei 25, 2018 Antwerp

Coming from Brussels (E19)

E19 * get off at exit 5a - Antwerpen Centrum, Berchem, Singel – turn left at the traffic lights – follow direction Singel-Zuid – De Singel is located at the second traffic lights

Coming from Ghent (E17)

E17 * get off at exit 5 – Wilrijk – as from here you can follow the signs to “De Singel”

Coming from Breda/Hasselt

E19/E313 * get off at exit 4 - Berchem – turn right at the traffic lights – turn immediately left at the next traffic lights – follow direction Singel-Zuid – De Singel is located at the third traffic lights

2. Public transport

Website De Lijn: <http://reisinfo.delijn.be/reisinfo/> - Tramway schedule Antwerp: see enclosed

Coming from Antwerp Central Station

- tram 2 direction Hoboken or tram 6 direction Olympiade, stop “De Singel”
- bus 17 direction UZA, stop “Desguinlei”

Coming from direction Groenplaats

- tram 9 direction Eksterlaar or tram 15 direction Boechout, stop “Diamant” or “Plantin”, and next tram 2 direction Hoboken, stop “De Singel”
- bus 22 direction UZA, stop “Desguinlei”

Coming from train station Antwerpen Zuid

- 15 minutes by foot alongside the Desguinlei

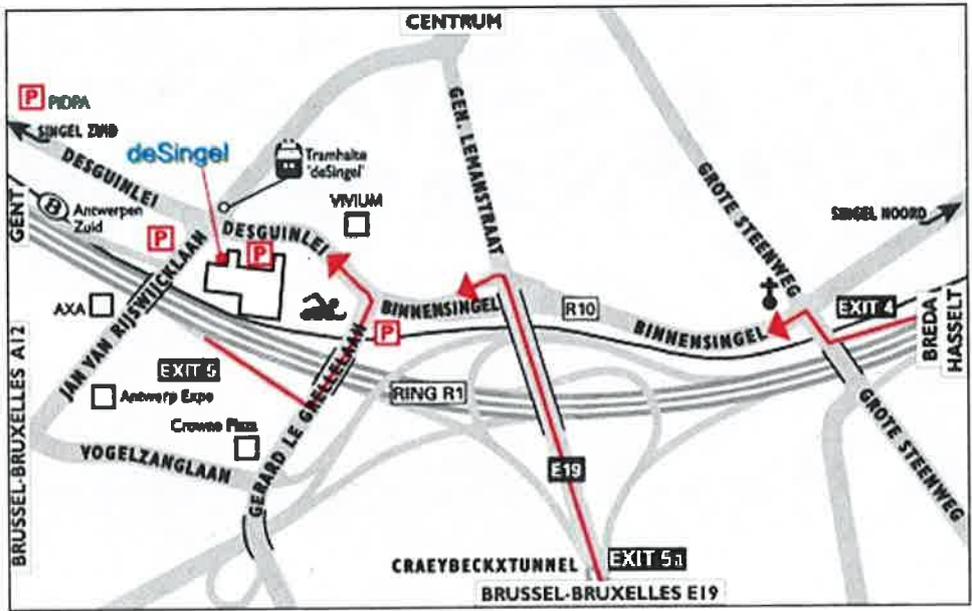
3. By bike

- spacious bike shed near the main entrance and the Grand Café
- bike station Velo

PARKING

- a couple of privileged parking spaces for disabled persons very near the main entrance to De Singel
- a spacious parking lot alongside the Desguinlei, beyond the crossing at De Singel direction Zuid, at a 5 minutes' walk
- a limited number of parking spaces in front of De Singel





Antwerpen tramstad

vanaf 1 september 2012

TRAMLINIEN	
2	Hoboken - Merksem
3	Merksem - Zwijndrecht
4	Hoboken - Silsburg
5	Wijnegem - Linkeroever
6	Olympiade - Luchtbal
7	Mortsel - Sint-Pietersvliet
8	Eksterlaar - Linkeroever
9	Wijnegem - Melkmarkt
10	Berchem Station - Melkmarkt
11	Sportpaleis - Groenplaats
12	Boechout - Linkeroever
13	Silburg - Schoonselhof

LEGENDE	
○	halte
○	eindhalte
○	metrohalte
○	belangrijke halte
⊗	knooppunt

