



Public Limited Company making or having made a public appeal on savings  
Venecoweg 26, 9810 NAZARETH  
VAT BE 0431.676.229 Crossroads Databank of Enterprises Ghent

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Since the legally required quorum has not been achieved during the Extraordinary General Meeting on 4 June 2007, the holders of shares, warrants and bonds are kindly invited to a second Extraordinary General Meeting to be held on 6 July 2007 at 11 am at the office of Mr Dirk Van Haesebrouck, public notary, at 8511 Kortrijk-Aalbeke, Moeskroensesteenweg 124 (or at a location to be announced at that time) with the following agenda, containing motions to vote.

I. Amendment of articles 8 and 13 of the articles of association in accordance with the law of 14 December 2005, Belgian Official Gazette of 23 December 2005.

1. Amendment of the articles of association pursuant to the modified legislation in relation to the abolition of bearer securities and the dematerialisation of securities.
2. Amendment of articles 8 and 13 of the articles of association.

*Motion to vote:* Approval of the motion to amend the articles of association pursuant to the modified legislation in relation to the abolition of bearer securities and the dematerialisation of securities and the consequent amendment to article 8 and 13 of the articles of association as follows:

“Article 8: Form of the securities.

*Shares not fully paid up are registered. Fully paid up shares and other securities of the company are registered (nominative), bearer or dematerialised, within the limitations prescribed by law.*

*Every owner of securities may at his own expense, request the conversion of his securities to registered securities or dematerialised securities.*

*A register will be kept at the registered office of the company for each category of registered securities. Each holder of securities is entitled to consult the register that relates to his securities.*

*A dematerialised security is represented by booking on an account in the name of the owner or holder, with a registered account holder or settlement institution.*

*Bearer securities registered on a security account shall be lawfully converted on 1 January 2008 and from that date shall exclusively exist in a dematerialised form. The other bearer securities shall, as registered on a security account from 1 January 2008, also be automatically converted.*

*Bearer securities issued before the publication of the law of 14 December 2005 and that are not registered on a security account, shall lawfully be converted in dematerialised securities on 1 January 2014.*

*Bearer securities issued after the publication of the law of 14 December 2005 and that are not registered on a security account shall be lawfully converted into dematerialised shares as of 1 January 2013.*

Article 13: Issue of bonds and warrants.

*The board of directors is authorised to issue bonds, regardless of whether these bonds are guaranteed by a mortgage or otherwise.*

*The general meeting may decide to issue convertible bonds or warrants.*

*Within the limits of the authorised capital the board of directors is competent to issue warrants or bond loans convertible into shares.*

*This document has been translated for information purposes only; the Dutch text is the only valid document.*

*Within the limits of the law of 14 December 2005 relating to the abolition of bearer securities, these bonds and warrants may be issued in registered, bearer or dematerialised form.*

*The bearer bonds are valid if signed by at least two directors; the signatures may be replaced by name stamps.*

*With regard to the conversion of bearer bonds and warrants already issued reference is made to the transitional clauses in relation to bearer securities as stated in article 8 of these articles of association.”*

II. Change to the date of the annual meeting – Amendment to article 30 of the articles of association.

1. A change to the date of the annual meeting of the company so that it must in future be called on the first Monday of May starting for the first time on Monday 5 May 2008.
2. Amendment of Article 30 of the articles of association.

*Motion to vote:* Approval of the motion to change the date of the annual meeting and consequently to amend the 1<sup>st</sup> paragraph of article 30 of the articles of association as follows:

*“The ordinary general meeting of the shareholders, called the annual meeting, must be called each year on the first Monday of May at seven PM.”*

III. Authority regarding the acquisition and alienation of treasury shares – Amendment of article 53 of the articles of association.

1. Extension of the authority granted to the board of directors for a period of eighteen months from the granting of the authority to acquire treasury shares, by means of purchase or exchange, directly or through a person acting on their own behalf but for the account of the company, at a price that may not be lower than EUR 1.00 and not exceed the average closing share price of the 10 working days prior to the date of the purchase or exchange, increased by 10% and this in such a way that the company shall at no moment hold treasury shares for which the fractional value shall be greater than 10% of the subscribed capital of the company.

The board of directors is moreover authorised to alienate these shares without being bound by the aforementioned price and time restrictions.

These authorities may also be used for any acquisition or alienation of shares of the company by direct subsidiaries in accordance with article 627 of the Belgian Company Code.

2. Amendment of Article 53 of the Articles of Association.

*Motion to vote:* Approval of the motion to authorize the board of directors and consequent amendment of article 53 of the articles of association as follows:

- Delete section 1 and 2.
- Delete and replace section 3 with:

*“The extraordinary general meeting of (either) fourth June two thousand and seven (or) sixth July two thousand and seven has authorised the board of directors to acquire treasury shares, through purchase or exchange, directly or through a person acting on their own behalf but for the account of the company, at a price that may not be lower than one Euro (€1.00) and not exceed the average closing share price of the ten (10) working days prior to the date of the purchase or exchange, increased by ten percent (10%) and this in such a way that the company shall at no moment hold treasury shares for which the fractional value shall be greater than ten percent (10%) of the subscribed capital of the company.*

*The board of directors was moreover authorised to alienate these shares without being bound by the aforementioned price and time restrictions.*

*These authorities may also be used for any acquisition or alienation of shares of the company by direct subsidiaries in accordance with article 627 of the Company Code.”*

- In section 4 delete and replace “seventh July two thousand and six” by either “fourth June two thousand and seven” or “sixth July two thousand and seven”.

IV. Coordination of the articles of association.

Commissioning the notary to coordinate the articles of association.

Motion to vote: Approval of the proposed commission.

Conditions of admission

The holders of registered shares, warrants and bond must inform the board of directors of their intention of attending the general meetings at the latest by 3 July 2007. Holders of bearer shares must deposit their shares at the counter of one of the following banks by 3 July 2007 at the latest: ING België, Dexia Bank, KBC Bank, Fortis Bank, Bank Degroof or Petercam. The shareholders shall be admitted on presentation of a certificate confirming that the shares were filed. The holders of dematerialised shares have to deposit, by 3 July 2007 at the latest, at ING België, Dexia Bank, KBC Bank, Fortis Bank, Bank Degroof or Petercam, a certificate by a certified account holder or by the settlement institution whereby the unavailability of these shares for the general meetings is ascertained.

Powers of attorney

Shareholders wishing to be represented by nominees, must use the power of attorney drawn up by the board of directors in accordance with article 33 of the articles of association of which a copy is available at the registered office. The power of attorney form may also be obtained from the company's website at [www.omega-pharma.be](http://www.omega-pharma.be). Other powers of attorney will not be accepted. This power of attorney must be submitted at the registered office of the company for the attention of the board of directors at the latest on 2 July 2007. It is indicated in this regard that the powers of attorney for the extraordinary general meeting of 4 June 2007 shall remain valid for the second extraordinary general meeting of 6 July 2007.

The shareholders and holders of warrants and bonds may consult the documents, which are required by law to be made available to them, at the registered office of the company on working days and during normal business hours. The 2006 annual report is available at [www.omega-pharma.be](http://www.omega-pharma.be).

The board of directors