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Public Limited Company making or having made a public appeal on savings  
Venecoweg 26, 9810 NAZARETH  
VAT BE 0431.676.229 CDE Gent

The board of directors is honoured to invite the holders of shares, warrants and bonds to attend (i) the annual general meeting, which will be held at the offices of the company at 9810 Nazareth, Venecoweg 26 on Monday May 5<sup>th</sup> 2008 at 7 p.m., (ii) the first extraordinary general meeting to be held immediately afterwards at the same location at 8:30 p.m. in the presence of Mr Xavier Deweer, public notary in Olsene, substituting his colleague Mr Dirk Van Haesebrouck, public notary in Aalbeke, lawfully impeded *ratione loci*, and if the legally required quorum to deliberate and adopt resolutions legitimately is not achieved during this meeting (iii) a second extraordinary general meeting to be held on Friday June 9<sup>th</sup> 2008 at 11 a.m., 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. Agenda of the annual general meeting**

1. Reading, deliberating and commenting of the annual report of the board of directors and the auditor's report on the annual accounts for the financial year 2007.
2. Discussion and approval of the annual accounts closed on December 31<sup>st</sup> 2007.

Motion to vote. Approval of the annual accounts closed on December 31<sup>st</sup> 2007.

3. Allocation of the result of the financial year closed on December 31<sup>st</sup> 2007.

Motion to vote: Approval of the allocation of the result as included in the annual accounts including a gross dividend of EUR 0.50 per share (net EUR 0.375 per share).

4. Communication of the consolidated annual accounts and the consolidated reports.
5. Granting discharge to the members of the board of directors and the auditor.

Motion to vote: By separate vote, granting full discharge to the directors and auditor who were active during the financial year 2007 for the tasks executed by them during the course of the financial year.

6. Resignation/Appointment of directors.

Motion to vote: Acknowledgement of the resignation offered by Messrs Lucas Laureys and Gerardus van Jeveren. Appointment of Lucas Laureys NV as independent director in accordance with and in fulfilment of the criteria stipulated in article 524 §4 of the Belgian Company code, with as permanent representative Mr Lucas Laureys, to continue the remaining period of the mandate of Mr Lucas Laureys.

7. Reappointment of independent director in accordance with article 524§4 of the Belgian Company code.

Motion to vote: Due to the expiry of his mandate, the reappointment of Mr Jean-Louis Duplat as independent director in accordance with and fulfilling the criteria stipulated in article 524§4 of the Belgian Company code for a period of 2 years, up to and including the annual meeting to be held in 2010.

8. Re-appointment of auditor.

Motion to vote: Due to the expiry of its mandate, re-appointment of PricewaterhouseCoopers Auditors bcvba, represented by Mr Peter Van den Eynde, auditor, as auditor for a period of three years, up to and including the annual meeting to be held in 2011.

9. Remuneration of auditor.

Motion to vote: Establishment of the auditor's remuneration for executing his mandate at EUR 112,347 per annum (statutory and consolidated).

10. Acknowledgement of the remuneration of non-executive directors.

The shareholders take notice of the fact that the annual remunerations for non-executive directors, as approved at the general shareholders' meeting of June 4<sup>th</sup> 2007, shall remain unchanged for 2008.

11. In accordance with article 556 of the Belgian Company code, confirmation and approval of the clauses of change of control as stipulated in the company's warrant plans and warrant issues.

Motion to vote: In accordance with article 556 of the Belgian Company code, confirmation and approval of the clauses of change of control as stipulated in the company's warrant plans and warrant issues.

12. Explanation and discussion of the Corporate Governance at Omega Pharma NV.

13. Miscellaneous.

## II . Agenda of the extraordinary general meeting

### I. Annulment of treasury shares - Amendment of article 5 of the articles of association.

Annulment, without capital decrease, of 2,000,000 shares in the company, acquired by the Company pursuant to article 620§1 of the Belgian Company code. Allocation of the net book value of these shares to the unavailable reserve created in accordance with article 623 of the Belgian Company code and the corresponding decrease of such unavailable reserve.

1. Amendment of article 5 of the articles of association.

2. Delegation of all powers to the board of directors or a managing director, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions necessary for the execution of the decision for annulment.

Motion to vote:

Approval of the motion to annul 2,000,000 treasury shares acquired by the company pursuant to article 620§1 of the Belgian Company code; allocation of the net book value of these shares to the unavailable reserve created in accordance with article 623 of the Belgian Company code and the corresponding decrease of such reserve. Amendment of article 5 of the articles of association as to the aforementioned decision on the annulment of 2,000,000 treasury shares, by stating the number of shares representing the capital following the annulment of shares.

Delegation of all powers to the board of directors or a managing director, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions necessary for the execution of the decision for annulment.

### II . Amendment of article 8 of the articles of association to the amended clauses of the act of December 14<sup>th</sup> 2005, Belgian Official Gazette of December 23<sup>rd</sup> 2005.

1. Amendment of the articles of association to the amended clauses of the act relating to the abolition of bearer shares.

2. Amendment of article 8 of the articles of association.

Motion to vote: Approval of the decision to amend the articles of association to the amended clauses of the act relating to the abolition of bearer shares and consequent replacement of the last two sentences of article 8 by:

*“The bearer shares not registered on a share account, shall lawfully be converted into dematerialised shares on January 1<sup>st</sup> 2014.”*

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

1. Renewal of the authority of the board of directors to acquire, for a period of 18 months from the authorisation, treasury shares, by means of purchase or exchange, directly or through a person acting in their own name but on the company's behalf, at a price that may not be lower than EUR 1.00 and not exceed the average of the closing share prices 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 not at any time hold treasury shares of which the fractional value is greater than 10% of the company's subscribed capital.

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

These authorisations may also be used for the possible acquisition or alienation of company shares 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 decision to authorize the board of directors and consequent amendment of article 53 of the articles of association, as follows:

- In section 1 delete and replace “July 6<sup>th</sup> 2007” by either “May 5<sup>th</sup> 2008” or “June 9<sup>th</sup> 2008”.
- In section 4 delete and replace “July 6<sup>th</sup> 2007” by either “May 5<sup>th</sup> 2008” or “June 9<sup>th</sup> 2008”.

### IV. Coordination of the Articles of Association.

Commissioning the notary to coordinate the articles of Association.

Motion to vote: Approval of the proposed assignment.

### Conditions of admission

The shareholders may participate in the general meetings and exercise their right to vote, either in relation to the shares of which they are the holder at midnight on the registration date, regardless of the amount of shares of which they are the holder on the date of the general meetings, or in relation to the shares of which they are the holder on the day of the general meetings. This registration date is set at April 25<sup>th</sup> 2008 at midnight.

The proof of the ownership of shares on the said registration date must be provided by the financial institution of the holder of bearer and/or dematerialised shares, by letter, fax (+32 9 381 02 78) or e-mail ([sabine.vancoppenolle@omega-pharma.be](mailto:sabine.vancoppenolle@omega-pharma.be)) to the registered office of the company and this at the latest by April 29<sup>th</sup> 2008 at midnight.

The holders of registered shares and warrant and bond holders must inform the board of directors at the latest by April 24<sup>th</sup> 2008 of their intention to attend the general meetings as well as the number of shares with which they would like to participate in the vote.

Holders of bearer shares who wish to attend the general meeting and exercise their right to vote in relation to the shares held by them on the day of the general meetings, must submit their shares at the latest on April 24<sup>th</sup> 2008 to the counters of one of the following institutions: ING Belgium, 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 who wish to participate in the general meetings and exercise their right to vote in relation to the shares which they hold on the day of the general meetings, must submit a certificate which indicates the unavailability of these shares until the general meetings and drawn up by the certified

account holder or liquidation institutions to ING Belgium, Dexia Bank, KBC Bank, Fortis Bank, Bank Degroof or Petercam, at the latest on April 24<sup>th</sup> 2008.

The participants are invited to be present on May 5<sup>th</sup> 2008 from 6:15 p.m. in order to allow the smooth settlement of the registration formalities.

#### 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, a copy of which may be obtained 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. Powers of attorney must be deposited at the registered office of the company for the attention of the board of directors by April 28<sup>th</sup> 2008 at midnight at the latest. Please note in this regard that the powers of attorney deposited for the extraordinary general meeting of May 5<sup>th</sup> 2008 shall remain valid for the second extraordinary general meeting of June 9<sup>th</sup> 2008.

As from April 18<sup>th</sup> 2008 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 2007 annual report is available at the latest from April 4<sup>th</sup> 2008 at [www.omega-pharma.be](http://www.omega-pharma.be).

The board of directors