



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

The board of directors is honoured to invite the holders of shares, warrants and bonds to attend (i) the first extraordinary general meeting to be held on 12 February 2007 at 9.30 a.m. in the presence of Dirk Van Haesebrouck, public notary, at 8511 Kortrijk-Aalbeke, Moeskroensesteenweg 124 (or at a location to be announced at that time) , and if the legally required quorum to deliberate and adopt resolutions legitimately is not achieved during this meeting (ii) a second extraordinary general meeting to be held on 9 March 2007 at 11.30 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. Annulment of treasury shares – Modification of article 5 of the Articles of Association.

1. Annulment without capital decrease, of 1,000,000 shares in the company, acquired by the company pursuant to article 620§1 of the Company code; allocation of the net book value of these shares to the unavailable reserve created in accordance with article 623 of the Company code and the corresponding decrease of such reserve.
2. Amendment of Article 5 of the articles of association.
3. 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:

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

Commissioning the notary to coordinate the articles of association.

Motion to vote: Approval of the proposed commission.

Conditions of admission

Holders of nominative shares, warrants and bonds must notify the board of directors of their intention to attend the general meetings by 7 February 2007 at the latest.

Holders of bearer shares must deposit their shares at the counter of one of the following banks by 7 February 2007 at the latest: ING Belgium, Dexia Bank, KBC Bank, Fortis Bank, Bank Degroof and Petercam. The shareholders shall be admitted on presentation of a certificate confirming that the shares were filed. The holders of dematerialised shares must deposit a certificate drawn up by the recognized account holder or the liquidator showing the non-availability of the shares until the general meetings at ING Belgium, Dexia Bank, KBC Bank, Fortis Bank, Bank Degroof and Petercam, by 7 February 2007 at the latest.

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. 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 8 February 2007 at the latest. Please note that the powers of attorney deposited for the Extraordinary General Meeting of 12 February 2007 shall remain valid for the second Extraordinary General Meeting of 9 March 2007.

The Board of Directors