



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 annual general meeting, which will be held at the offices of the Company at 9810 Nazareth, Venecoweg 26 on Monday 4 June 2007 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, 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 6 July 2006 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 2006.

2. Discussion and approval of the annual accounts closed on 31 December 2006.

Motion to vote: Approval of the annual accounts closed on 31 December 2006.

3. Allocation of the result of the financial year closed on 31 December 2006.

Motion to vote: Approval of the allocation of the result as included in the annual accounts including a gross dividend of EUR 0.40 per share (net EUR 0.30 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 statutory auditor.

Motion to vote: By separate vote, granting full discharge to the directors and the statutory auditor who were active during the financial year 2006 for the tasks executed by them during the course of the financial year.

6. Reappointment of directors.

Motion to vote: Due to the expiry of their mandates, the reappointment of (i) Mr Marc Coucke, (ii) Couckinvest NV, with permanent representative being Mr Marc Coucke, (iii) Sam Sabbe BVBA, with permanent representative being Mr Sam Sabbe, to directors, for a period of 4 years, up to and including the annual meeting to be held in 2011.

7. Reappointment of independent directors in accordance with article 524 § 4 of the Belgian Company Code.

Motion to vote: Due to the expiry of their mandates, the reappointment of MM. Lucas Laureys and Benoit Graulich as independent directors in accordance with and fulfilling the criteria stipulated in article 524 § 4 of the Belgian Company Code for a period of 3 years, up to and including the annual meeting to be held in 2010.

8. Remuneration of non-executive directors.

Motion to vote: Establishing the remuneration for each of the non-executive directors at EUR 10,000 per annum, to be increased by EUR 5,000 (annually) per membership of an advisory committee.

9. In accordance with article 556 of the Belgian Company Code, approval of the clauses of change of control as stipulated in the *EUR 600 000 000 Facility Agreement*, concluded on 1 December 2006 between Omega Pharma NV (as *Company* and *Original Borrower*), Omega Pharma Holding (Nederland) BV (as *Original Borrower*), certain subsidiaries of Omega Pharma NV stated in the agreement (as *Original Guarantors*), ING Bank NV (as *Arranger* and *Agent*) and the financial institutions stated in the agreement (as *Original Lenders*).

Motion to vote: In accordance with article 556 of the Belgian Company Code, approval of the clauses of change of control as stipulated in the *EUR 600 000 000 Facility Agreement*, concluded on 1 December 2006 between Omega Pharma NV (as *Company* and *Original Borrower*), Omega Pharma Holding (Nederland) BV (as *Original Borrower*), certain subsidiaries of Omega Pharma NV stated in the agreement (as *Original Guarantors*), ING Bank NV (as *Arranger* and *Agent*) and the financial institutions stated in the agreement (as *Original Lenders*).

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

11. Miscellaneous.

II . Agenda of the extraordinary general meeting

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.

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 1st 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 30 May 2007. Holders of bearer shares must deposit their shares at the counter of one of the following banks by 30 May 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 30 May 2007 at the latest, at ING België, Dexia Bank, KBC Bank, Fortis Bank, Bank Degroof or Petercam, a certificate by a

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certified account holder or by the settlement institution whereby the unavailability of these shares for the general meetings is ascertained.

The participants are invited to be present on 4 June 2007 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 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. 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 31 May 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.

As from 18 May 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 as from today at www.omega-pharma.be.

The board of directors