

OMEGA PHARMA

Public Limited Company making or having made a public appeal on savings
Venecoweg 26, 9810 NAZARETH
VAT BE 0431.676.229 CDE 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 May 4th 2009 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 Kortrijk, 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 June 9th 2009 at 11 a.m., at the office of Mr Dirk Van Haesebrouck, public notary, at 8511 Kortrijk, 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 2008.

2. Discussion and approval of the annual accounts closed on December 31st 2008.

Motion to vote. Approval of the annual accounts closed on December 31st 2008.

3. Allocation of the result of the financial year closed on December 31st 2008.

Motion to vote: Approval of the allocation of the result as included in the annual accounts including a gross dividend of EUR 0.60 per share (net EUR 0.45 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 2008 for the tasks executed by them during the course of the financial year.

6. Remuneration of non-executive directors.

Motion to vote: Establishment of the annual remuneration for the year 2009 for the president of the board of directors at EUR 60,000, and for all other non-executive directors at EUR 30,000.

7. Resignation of director.

Motion to vote: Acknowledgement of the resignation as director by Jan Cassiman BVBA, represented by its permanent representative, Mr Jan Cassiman.

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

9. Miscellaneous.

II. Agenda of the extraordinary general meeting

I. Amendment of article 11 of the articles of association in accordance with the provisions of the law of May 2nd 2007, Belgian Official Gazette of June 12th 2007.

1. Amendment of the articles of association in accordance with the provisions of the law on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions.

2. Amendment of article 11 of the articles of association.

Motion to vote: Approval of the decision to amend the articles of association in accordance with the provisions of the law on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions and consequent replacement of article 11 by:

“For the implementation of the articles 6 to 17 of the law of May 2nd 2007 on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, the applicable quota are set at three percent (3%), five percent (5 %), seven and a half percent (7.5%) and the multiples of five percent (5 %).”

II. Amendment of article 22 of the articles of association in accordance with the provisions of the law of December 17th 2008, Belgian Official Gazette of December 29th 2008.

1. Amendment of the articles of association in accordance with the provisions of the Belgian Company Code, amended in accordance with the ‘law regarding the establishment of an audit committee in the listed companies and the financial institutions’.

2. Amendment of article 22 of the articles of association.

Motion to vote: Approval of the decision to amend the articles of association in accordance with the provisions of the Belgian Company Code, amended in accordance with the ‘law regarding the establishment of an audit committee in the listed companies and the financial institutions’ and consequent replacement of article 22 by:

“Article 22: Audit committee – Advising committees.

The board of directors must amongst its members, in accordance with the provisions of the Belgian Company Code, install an audit committee.

In addition, the board of directors can, amongst its members and under its own responsibility install one or more advising committees in accordance with article 522 of the Belgian Company Code.

The board of directors will establish internal regulations, which include a description of the issues that are especially subject to an advice by the various committees, as well as of the organisation and the decision-making process of these committees.”

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 5 years 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 20% 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 “*June 9th 2008*” by either “*May 4th 2009*” or “*June 9th 2009*”.

- In section 1 delete and replace “*ten percent (10%) of the subscribed capital*” by “*twenty percent (20%) of the subscribed capital*”.

- In section 4 delete and replace “*eighteen months starting from June 9th 2008*” by either “*five years starting from May 4th 2009*” or “*five years starting from June 9th 2009*”.

IV. Coordination of the articles of association.

Commissioning the notary:

1. to annul in article 5 bis of the articles of association the temporary stipulation with regards to the authorisation of the board of directors to use the authorised capital in case of announcement by the CBFA of a public offer on the shares of the company.

2. to correct the reference in article 34 of the articles of association, by deleting “*article 11*” and replacing it by “*article 14*”.

4. 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 23rd 2009 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) to the registered office of the company and this at the latest by April 27th 2009 at midnight.

The holders of registered shares and warrant and bond holders must inform the board of directors at the latest by April 22nd 2009 at midnight 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 meetings 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 22nd 2009 at midnight 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 22nd 2009 at midnight.

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

The participants are invited to be present on May 4th 2009 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. 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 22nd 2009 at midnight at the latest. Please note in this regard that the powers of attorney deposited for the extraordinary general meeting of May 4th 2009 shall remain valid for the second extraordinary general meeting of June 9th 2009.

As from April 3th 2009 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 2008 annual report is available at the latest from April 3th 2009 at www.omega-pharma.be.

The board of directors