



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 14 December 2006 at 11.30 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 12 January 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. Change to the minimum number of members on the Board of Directors – Modification of article 14, section 1 of the Articles of Association.

Change to the minimum number of members on the Board of Directors, whereby the maximum number of members is increased from eight (8) to ten (10) and modification of article 14, paragraph 1 of the Articles of Association.

Motion to vote: Approval of the decision to increase the maximum number of members of the Board of Directors from eight (8) to ten (10) and the respective modification of article 14, section 1 of the Articles of Association as follows: "*The Board of Directors should comprise minimum three (3) members and maximum ten (10) members who do not need to be shareholders, of which at least three (3) members must be independent*".

II. Appointment of Directors.

Motion to vote: Appointment of Directors for a period of four (4) years: (i) Jan Cassiman BVBA, represented by her permanent representative, Mr. Jan Cassiman and (ii) Mr. Gerardus Van Jeveren.

III. Acknowledgement of resignation of Director.

Motion to vote: Acknowledgement of the resignation of Jan Peeters NV, represented by her permanent representative, Mr. Jan Peeters, as Director.

IV. Coordination of the Articles of Association – Special power of attorney.

1. Commissioning the notary to coordinate the Articles of Association.
2. Special power of attorney, including substitution rights, to be granted to Mrs Nathalie Baert, residing at 9000 Gent, Reinaertstraat 107, to fulfil all administrative formalities related to the amendment of the Articles of Association and in particular the formalities at one or several recognized company registers and/or the VAT administration.

Motion to vote: Approval of the proposed commission and special power of attorney.

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 11 December 2006 at the latest.

Holders of bearer shares must deposit their shares at the counter of one of the following banks by 11 December 2006 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 11 December 2006 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 11 December 2006 at the latest. Please note that the powers of attorney deposited for the Extraordinary General Meeting of 14 December 2006 shall remain valid for the second Extraordinary General Meeting of 12 January 2007.

The Board of Directors