

## OMEGA PHARMA INVEST

A public limited company making or having made a public appeal on savings  
Venecoweg 26, 9810 NAZARETH  
VAT BE 0439.658.834 RPR Ghent, division Ghent

The Board of Directors has the honor to invite the holders of shares and bonds to attend (i) the Annual General Meeting which shall be held at the registered office of the company, located in 9810 Nazareth, Venecoweg 26 on Tuesday 25 April 2017 at 3 p.m. and (ii) the Extraordinary General Meeting which is to be held at 2 pm, at the office of M. Liesbet Degroote, LL.M., a public notary of Kortrijk (Belgium), Beneluxpark 13, 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 report of the auditor on the annual accounts for the financial year 2016.

2. Communication of the consolidated annual accounts and the consolidated reports.

3. Discussion and approval of the annual accounts closed on 31 December 2016.

*Motion to vote:* Approval of the annual accounts closed on 31 December 2016.

4. Allocation of the result of the financial year closed on 31 December 2016.

*Motion to vote:* Approval of the allocation of the result as included in the annual accounts.

5. Grant discharge to the members of the Board of Directors and the Auditor.

*Motion to vote:* Granting full discharge, by separate vote, to the Directors and the Auditor who were active during the financial year 2016 for the tasks executed by them during the course of the financial year.

6. Ratification of co-optation of Mr. Svend Andersen as Director of the Company, as a result of the resignation of Mr. Sharon Kochan.

*Motion to vote:* Ratification of the appointment of Mr. Svend Andersen as Director of the Company. His mandate will come to an end after the Annual General Meeting of 2022.

7. Miscellaneous.

### **II. Agenda of the Extraordinary General Meeting**

#### **1. Authorization regarding increase of authorized capital – Alteration of Article 34 of the Articles of Association.**

a. Taking note and discussion of the special report of the Board of Directors, pursuant to Article 604, Subsection 2 of the Companies Code, concerning the renewal of the authorization of the Board of Directors to increase the authorized capital.

b. Renewal of the authorization of the Board of Directors to increase the capital within the limits of the existing authorization included in Article 34 of the Articles of Association.

c. Alteration of Article 34 of the Articles of Association.

*Motion to vote:* Approval of the resolution to renew the authorization of the Board of Directors to increase the authorized capital within the limits of the existing authorization included in Article 34 of the Articles of Association in one or more times by a maximum amount of 1,139,567.98 EUR within a period of 5 years from the date of publication of the resolution in the Supplements to the Belgian Official Gazette *Belgisch Staatsblad – Moniteur belge* and consequently the alteration of Article 34 of the Articles of Association as follows:

- Deletion of paragraph 1 up to and including paragraph 5, which will be replaced by: *"The Board of Directors has been empowered by a resolution of the Extraordinary General Meeting dated 25 April 2017 to increase the capital within a period of five years from the date of publication of the resolution in the Supplements to the Belgian Official Gazette Belgisch Staatsblad – Moniteur belge, in one or more times, in the manner and on the terms determined by the Board, by a maximum amount of one million one hundred thirty-nine thousand five hundred sixty-seven euro and ninety-eight cent (€1,139,567.98).*

#### **2. Authorization regarding the acquisition and disposal of treasury shares - Alteration of Article 35 of the Articles of Association.**

a. Renewal of the authorization of the Board of Directors to acquire treasury shares, for a period of five years from the authorization, by purchase or exchange, directly or through a person acting in his own name but on behalf of the Company, at a price which shall not be less than € 0.96 and not higher than € 1.44, and this, in such a way that the Company will not hold treasury shares at any time whose fractional value will be higher than 20% of the issued capital of the Company.

The Board of Directors is furthermore authorized to dispose of such shares without being bound by the aforementioned price and time restrictions.

These authorizations may also be used for the possible acquisition or disposal of shares of the Company by

direct subsidiaries within the meaning of Article 627 of the Companies Code.

b. Alteration of Article 35 of the Articles of Association.

Motion to vote: Approval of the resolution to authorize the Board of Directors and consequently the deletion and replacement of Article 35 of the Articles of Association as follows:

***“Article 35: Acquisition and disposal of treasury shares***

*The extraordinary general meeting of 25 April 2017 has authorized the Board of Directors to acquire treasury shares, by purchase or exchange, directly or through a person acting in his own name but on behalf of the company, at a price which shall not be less than zero point ninety-six (€ 0.96) and not higher than one point forty-four (€ 1.44), and this, in such a way that the company will not hold treasury shares at any time whose fractional value will be higher than 20% of the issued capital of the company.*

*The board of directors was furthermore authorized to dispose of such shares without being bound by the aforementioned price and time restrictions.*

*This authorization is valid for a period of five years as of 25 April 2017, and can, pursuant to article 620 of the Companies Code, be renewed.*

*These authorizations may also be used for the possible acquisition or disposal of shares of the company by direct subsidiaries within the meaning of article 627 of the Companies Code.”*

**3. Coordination of the Articles of Association.**

Order to the notary public to coordinate the Articles of Association.

Motion to vote: Approval of the proposed order.

**Conditions of admission**

The shareholders must inform the Board of Directors of their intention to attend to the general meeting, at the latest by 18 April 2017 at 24:00 hours.

The holders of bonds who wish to attend to the meeting must submit a certificate drawn up by the authorized account holder or by the settlement institution, proving the unavailability of their bonds up to and until the date of the general meeting, at the latest on 18 April 2017 at 24:00 hours.

The participants are invited to be present on 25 April 2017, from 01:15 p.m. (for the Extraordinary General Meeting) and from 02.15 p.m. (for the Annual General Meeting), in order to allow a smooth settlement of all registration formalities.

Shareholders and holders of bonds may, as from 10 April 2017, 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 annual report for the year 2016 will also be available on [www.omegapharmainvest.com](http://www.omegapharmainvest.com).

The Board of Directors