



# INSINGER *de* BEAUFORT

Insinger de Beaufort Holdings  
Société Anonyme  
66 avenue Victor Hugo  
L-1750 Luxembourg  
R.C.S. Luxembourg B49 429

## **Insinger de Beaufort Holdings (the “Company”) - Notice of Extraordinary General Meeting**

**Notice is hereby given of an Extraordinary General Meeting of the shareholders of the Company to be held in the presence of a notary at the offices of Notaire André Schwachtgen on 30 December 2005 at 11:45 a.m. (or as soon thereafter as it may be held) for the purpose of considering the following agenda:**

### **A. Ordinary business:**

1. To allocate the fees to the Directors for holding office, which fees will not exceed a total amount of EUR 55,000.
2. To appoint PricewaterhouseCoopers S.à.r.l. as auditor of the Company with immediate effect for a period ending immediately after the annual general meeting of 2007.

### **B. Special business:**

To consider, and if thought fit, to vote in favour of the following resolutions:

3. That the Articles of Incorporation be and are hereby amended as follows:
  - 3.1 Authorising the directors, for a period of five years from the date of the amendment of the Articles of Incorporation to this effect, to issue shares and grant options to subscribe for shares up to the limit of the authorised share capital of the Company, to such persons and on such terms as they shall see fit and specifically to proceed to such issue without reserving for the existing shareholders a preferential right to subscribe to the shares issued;
  - 3.2 By the deletion of the words “*law of July thirty first nineteen hundred and twenty nine governing Holding Companies*” in Article 3 and the substitution therefor of “*law of 31 July 1929 on holding companies as amended and in force from time to time*”;
  - 3.3 By the further amendment of Articles 6.3, 7.1, 9.1, 9.3, 9.7, 14.3, 16.1, 17, 20.4, 21 in order to clarify, update and rephrase these Articles as appropriate.
4. That the changes reflected under item 3 be incorporated into the French text of the Articles to the extent required and that a restated set of Articles of Incorporation of the Company be adopted to record the effect of the above resolutions and to

rephrase certain clauses in a more logical fashion, a copy of which will be available for inspection at the registered office of the Company from the date of this notice.

**By order of the board**

Luxembourg, 8 December 2005

**Registered Office**

66 avenue Victor Hugo

L-1750 Luxembourg

[www.insinger.com](http://www.insinger.com)

**Notes**

- (1) Any Ordinary Shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) A Form of Proxy is available at the registered office of the Company at 66 avenue Victor Hugo, L-1750 Luxembourg. The Form of Proxy, to be valid, must be received at the registered office of the Company before 5 p.m. (CET) on 29 December 2005.
- (3) Holders of Ordinary Shares who hold their Ordinary Shares through the Euroclear/Clearstream system should contact their custodian bank to establish the correct procedure to appoint a proxy.
- (4) Resolutions will be validly taken if at least 50% of the corporate capital (i.e. the issued Ordinary Shares excluding Ordinary Shares held in treasury) are present or represented and voted in favour of by at least two thirds of the Ordinary Shares so present or represented.
- (5) Further information may be obtained from the Company's website.