

OMEGA PHARMA

A public limited company making or having made a public appeal on savings
Venecoweg 26, 9810 NAZARETH
VAT BE 0431.676.229 RPR Ghent, division Ghent

The Board of Directors has the honor to invite the holders of shares and bonds to attend (i) the annual meeting which shall be held at the registered office of the company, located in 9810 Nazareth, Venecoweg 26 on Friday 20 May 2016 at 11.00 a.m. and (ii) the extraordinary general meeting which is to be held at 1.30 pm, at the office of M. Liesbet Degroote, LL.M., a public notary of Kortrijk (Belgium), 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 2015.

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

3. Discussion and approval of the annual accounts closed on 31 December 2015.

Motion to vote: Approval of the annual accounts closed on 31 December 2015.

4. Allocation of the result of the financial year closed on 31 December 2015.

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:

- (i) By separate vote, granting full discharge to Mr. John T. Hendrickson, Mrs Judy L. Brown and Mercur Consult BVBA (represented by its permanent representative Mr Jan Boone) for the performance of their director's mandate during the financial year ending on 31 December 2015;
- (ii) By separate vote, not granting discharge to Mylecke Management Art & Invest NV (represented by its permanent representative Marc Coucke) and not granting discharge to BDS Management BVBA (represented by its permanent representative Barbara De Saedeleer) for the performance of their director's mandate during the financial year ending on 31 December 2015;
- (iii) By separate vote, granting full discharge to the Auditor who was active during the financial year 2015 for the tasks executed by him in the course of the financial year.

6. Miscellaneous.

II. Agenda of the extraordinary general meeting

1. Authorization regarding increase of authorized capital – Alteration of Article 5bis 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 5bis of the Articles of Association.

c. Alteration of Article 5bis 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 5bis of the Articles of Association in one or more times by a maximum amount of 21,519,868.01 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 5 bis of the Articles of Association as follows:

- Deletion of paragraph 1 up to and including paragraph 4, which will be replaced by: *"The Board of Directors has been empowered by a resolution of the Extraordinary General Meeting dated 20 May 2016 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 twenty-one million five hundred nineteen thousand eight hundred sixty-eight euro and one cent (€ 21,519,868.01)."*

2. Authorization regarding the acquisition and disposal of treasury shares - Alteration of Article 41 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 € 75.20 and not higher than € 12.8, 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 41 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 "20 April 2012" by "20 May 2016" in Article 41 of the Articles of Association.

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 13 May 2016 at 24:00 hours.

The holders of bonds who wish to attend to the meeting must submit with ING België, Belfius Bank, KBC Bank or BNP Paribas Fortis, 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 13 May 2016 at 24:00 hours.

The participants are invited to be present on 20 May 2016, from 10:15 a.m., in order to allow a smooth settlement of all registration formalities.

Shareholders and holders of bonds may, as from 4 May 2016, 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 2015 is also available on: www.omega-pharma.com.

The Board of Directors