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The Board of Directors has the honour of inviting the shareholders of the DISTRIGAS Company to the ordinary general meeting on **Tuesday 8 May 2007 at 10 a.m.** at Place du Trône 1, 1000 Brussels, to consider the following agenda:

**1. Reports**

Presentation of the Directors' Report (\*) and the Auditor's Report (\*) on the annual accounts and consolidated accounts on 31 December 2006.

**2. Annual accounts**

Proposed approval of the annual accounts settled on 31 December 2006 (\*) including the payment of a gross unit dividend of €187.76, or net dividend of € 140.82, for the 702,636 existing shares.

**3. Discharge of Members of the Board**

Proposal to give a discharge to the members of the Board of Directors for their mandate during 2006.

**4. Discharge of auditor**

Proposal to give a discharge to the auditor for their mandate during 2006.

**5. Statutory appointments**

*Board of directors*

- The Board of Directors, after receiving the opinion of the Appointment and Remuneration Committee, temporarily appointed Mr Erwin Van Bruysel as Chief Executive Officer on 8 November 2006 following Mr Alain Janssens' resignation on the same date.
  
- The term of office of all Directors will end at the ordinary general meeting on 8 May 2007. Baron Baudouin Michiels, Messrs Willy Bosmans, Joseph Castermans, Jozef Deman, Yvan Dupon, Jean-Pierre Hansen, Philippe Lallemand, Gérard Lamarche, Claude Marinower, Ludy Modderie, Patrick Moenaert, Josly Piette, Philippe Pivin, Erwin Van Bruysel, Emmanuel van Innis, Jean Vermeire and Xavier Votron can be reappointed and will stand for reelection.

Following a unanimous opinion from the Appointment and Remuneration Committee,

It is proposed to:

- permanently appoint Mr Erwin Van Bruysel as **Director** for a period of six years until the end of the ordinary general meeting in 2013;
- renew, for a period of six years until the end of the ordinary general meeting in 2013, the terms of office as **Directors** of Baron Baudouin Michiels, Messrs Willy Bosmans, Joseph Castermans, Jozef Deman, Yvan Dupon, Jean-Pierre Hansen, Philippe Lallemand, Gérard Lamarche, Claude Marinower, Ludy Modderie, Patrick Moenaert, Josly Piette, Philippe Pivin, Emmanuel van Innis, Jean Vermeire and Xavier Votron;
- appoint Messrs Luc De Bruyckere, Jean-François Escarmelle, Robin Leyssens and Guido Decorte as **Directors**, for a term of office of six years until the end of the ordinary general meeting in 2013;
- appoint, for a period of six years until the end of the ordinary general meeting in 2013, Baron Baudouin Michiels, Messrs Luc De Bruyckere, Jozef Deman, Philippe Lallemand and Ludy Modderie as **Independent Directors** under the terms of Article 524 of the Company Code and Belgian Corporate Governance Code.

Auditor

The term of office of SCC Deloitte, Réviseurs d'entreprises/Bedrijfsrevisoren, will end at the ordinary general meeting on 8 May 2007.

Proposal to renew the mandate of SCC Deloitte, Réviseurs d'entreprises/Bedrijfsrevisoren, represented by Mr Jurgen Kesselaers for a period of three years, i.e. until the ordinary general meeting in 2010.

#### **6. Auditor's fees**

It is proposed that the auditor's annual fees should be set at a fixed non-indexed sum of €162,000 for the entire duration of the mandate which will end at the ordinary general meeting in 2010.

#### **7. Other business**

(\*) These documents are available to shareholders free of charge upon request from the head office, by telephone (+32 (0) 2 510 75 15) or by e-mail ([info@distrigaz.be](mailto:info@distrigaz.be)) from 19 April 2007 .

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To attend the meeting, shareholders are kindly requested to comply with the provisions of Articles 23 and 24 of the Articles of Association.

**Named** shareholders will be admitted to the meeting if they have informed the company **no later than Wednesday 2 May 2007** of their intention to attend or send a representative and of the number of shares they will represent (+32 (0)2 510 75 15).

Deposits of bearer securities will be received until **Wednesday 2 May 2007** at the company's head office or at the head offices, branches or agencies of the following banking institutions: Fortis Bank, ING Belgium, KBC Bank, Dexia Bank Belgium.

Shareholders are requested to arrive **before 9.20 a.m.** to facilitate efforts to draw up the attendance list.

The Board of Directors,