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The Board of Directors is honoured to call together the shareholders of the DISTRIGAS company on **Tuesday, 9 May 2006, at 10 a.m.** at Place du Trône 1, 1000 Brussels, for the following general meeting sessions:

• **The ordinary general meeting, which will be held at 10 a.m., will take up the following agenda items:**

**1. Reports**

Presentation of the Board of Director's management report(\*) and the auditors' report(\*) relating to the consolidated accounts for 2005;

**2. The annual accounts**

*Proposal for a decision*

Proposal to approve the annual accounts closed at 31 December 2005(\*), including the allocation to the 702,636 outstanding shares of a gross dividend per share of 178.5 euros, i.e. a net dividend of 133.88 euros.

**3. Discharge to the directors**

*Proposal for a decision*

Proposal to give a discharge to the directors for their term of office during the 2005 period;

**4. Discharge to the auditor**

*Proposal for a decision*

Proposal to give a discharge to the auditor for the term of office relating to the 2005 period;

**5. Any other business**

(\*) These documents will be available free-of-charge to the shareholders upon request at the registered office or by telephone (02/519.29.13) or by e-mail ([info@distri.be](mailto:info@distri.be)) beginning on 21 April 2006.

- **The extraordinary general meeting, which will be held at the close of the ordinary general meeting, will take up the following agenda items:**

1. **First proposal to amend, as follows, the articles of association in order to bring them into line with the Corporate Governance Charter approved by the Board of Directors at their session of 21 December 2005:**

1. All references made to the former name of “executive committee” shall be changed to “strategy committee”
  - **Articles** 14, 15, 16, 19 and 25
2. Introduction of the possibility of appointing one or more Vice-Chairmen to the Board of Directors and the broadening of possibilities for replacing the Chairman of the Board if he is prevented from chairing the Board or the general meeting.

- **Article 14**, indent 2 to be amended as follows:

It shall be held under the leadership of its chairman or, if he is prevented from doing so, a vice-chairman or another director appointed by the board, whenever the interests of the company so require or whenever the chairman of the board of directors or two directors so request.

- **Article 19**, indent 1 to be amended as follows:

The board shall appoint from among its members a chairman and may also appoint one or more vice-chairmen. The board may allocate special remuneration to the chairman and, where appropriate, to the vice-chairman or vice-chairmen. Their term of office is a maximum of six years.

- **Article 25**, indent 1 to be amended as follows:

The general meeting shall be presided over by the chairman of the board of directors or, if he is not able, by the vice-chairman or, where appropriate, one of the vice-chairmen or, failing that, by another director appointed by the board for that purpose.

3. Sub-delegation powers granted to the chief executive officer:

- **Article 19, end of indent 2** to be added in brackets:

(with sub-delegation powers).

4. Proposal to render the audit and the appointments and remuneration committees statutory and to spell out certain powers granted to the audit committee.

- **Article 19**, indent 9 to be replaced by the following paragraph:

On the one hand, an audit committee shall be created under the board that will be entrusted, among other tasks, with the ongoing monitoring of the duties fulfilled by the auditor(s) and, on the other hand, an appointments and remuneration committee shall be set up. The board of directors shall determine the powers and authority of the committees set up under it and shall decide on the remuneration of the members of these committees.

- **Article 19**

The sentence “It decides on the remuneration of the members” is to be deleted.

5. Adaptation of the company’s representational powers vis-à-vis third parties.

- **Article 20** to be amended as follows:

The company shall be represented by the following parties in actions, including those in which a civil servant or a ministerial officer takes part, and in courts of law:

- either by two directors acting jointly;
- or, within the limits of day-to-day management, by the chief executive officer acting on his own, or by another party consisting of two persons delegated for this management.

In addition, the company may be validly committed by authorized representatives appointed by the board of directors or, within the limits of his or their own authority, by a delegate or delegates appointed for purposes of day-to-day management.

6. Abolition of the possibility of holding a general meeting abroad.

- **Article 22**, indent 1, the first sentence to be amended as follows:

The general meetings shall meet at the registered office or at any other venue indicated in the invitation.

7. Reduction of the minimum requirement on shareholders for placing an item on the agenda of a general meeting.

- **Article 26**, indent 3 to be amended as follows:

Only items proposed by the board or the auditors may be placed on the agenda. No item proposed by the shareholders may be placed on the agenda unless it has been signed by shareholders representing 5% of the share capital and communicated to the company by registered post with acknowledge of receipt in due time prior to the decision by the board to close the agenda of the general meeting.

2. **Second proposal to amend as follows the articles of association in order to bring them into line with prevailing terminology and legislation and to introduce the possibility of dematerialized shares and an electronic share register**

- **Article 6**, indent 2 to be amended as follows:

A shareholder who, subsequent to a one-month advance notification by registered post, is in arrears with payments must automatically, and without the need for official notification, pay interest to the company, calculated at the standard rate for current account advances of the European Central Bank, increased by two percentage points.

- **Article 7**, Paragraph 1, second indent, to be amended as follows:

Category D shares shall be registered, dematerialized or, save in the case of legal exceptions, bearer shares, in accordance with the wishes of the shareholder, who shall defray any conversion costs. The register of registered and dematerialized shares may be electronic.

- **Article 7**, Paragraph 1, indent 4 to be amended as follows:

If category A, B or C shares are accepted for official quotation on a stock exchange, the shareholders holding such shares may request that they be converted into dematerialized or bearer shares; once the conversion has been completed, these quoted shares shall be freely transferable, notwithstanding paragraph 2 below.

- **Article 11**, indent 1

The words “(at the maximum)” shall be inserted between *members* and *appointed*.

- **Article 15**, indent 3 to be amended as follows:

Any director may, for a particular session or a particular purpose, by means of a proxy or a simple letter, telegram fax or e-mail, entrust one of his colleagues to represent and vote for him in his absence.

- **Article 17**, indent 2 to be amended as follows:

Proxies, as well as any letters, telegrams, faxes or e-mails from the represented members must be annexed to the minutes.

- **Article 18**, last line:

The following phrase: “including all general borrowing of any kind” is to be deleted.

- **Article 23, indent 1 and 2 to be amended as follows:**

In order to attend the general meeting, the holders of registered shares must send to the registered office an indication of the number of shares for which they intend to exercise their right to vote at least three working days, not including Saturday, prior to the date set for the general meeting. The holders of bearer shares must keep to the same deadline, by which time they must deposit their shares at one of the establishments designated in the invitation. If there are any dematerialized shares, the certificate described in company law must be deposited before the same deadline.

Holders of bearer or dematerialized shares are admitted to the general meeting upon presentation of their receipt of the deposit of bearer or dematerialized shares.

- **Article 24, indent 4 to be amended as follows:**

Legal entities, which have the right to attend the general meeting, may be represented by a body or by means of a proxy via a representative, whether a shareholder or not; minors and excluded parties must be represented by their legal guardians.

- **Article 26, indent 1,2 to be amended as follows:**

The ordinary or extraordinary general meeting shall convene at the invitation of the board of directors or the auditors. They are required call the meeting at the request of shareholders representing 15% of the share capital.

The invitations shall include the agenda as well as the venue, date and time of the general meeting.

\* \* \* \*

In order to attend the general meeting, shareholders must fulfil the provisions of articles 23 and 24 of the articles of association.

Shareholders shall be admitted in their name to the general meeting provided that they have informed the company, **by 28 April 2006 at the latest**, of their intention to be present or represented, as well as of the number of shares they hold (tel.: 02/519.29.13).

Bearer shares may be deposited **until 28 April 2006 inclusive** at the registered office of the company or at the registered offices, subsidiaries and branch offices of the following banks: Fortis Banque, ING Belgique, KBC Banque and Dexia Banque Belgique.

The shareholders are requested to arrive, if possible, one half-hour before the opening of the general meeting, at Place du Trône 1, 1000 Brussels, to allow time for the preparation of the list of attendees.

The Board of Directors.