

**OMEGA PHARMA**  
**Public Limited Company making or having made a public appeal on savings**  
**Venecoweg 26, 9810**  
**NAZARETH**  
**VAT BE 0431.676.229**  
**CDE Ghent**

(the “Company”)

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*Voting results of the ordinary general meeting of shareholders  
held on May 2, 2011  
at 9810 Nazareth, Venecoweg 26 (Belgium)*

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1. Reading, deliberating and commenting of the annual report of the board of directors and the auditor’s report on the annual accounts for the financial year 2010.
2. Communication of the consolidated annual accounts and the consolidated reports.
3. Discussion and approval of the annual accounts closed on December 31<sup>st</sup> 2010.

Motion to vote. Approval of the annual accounts closed on December 31<sup>st</sup> 2010.

Voting results:

- approving votes:	9,538,487
- negative votes:	-
- abstentions:	4,472

4. Allocation of the result of the financial year closed on December 31<sup>st</sup> 2010.

Motion to vote: Approval of the allocation of the result as included in the annual accounts including a gross dividend of EUR 1.00 per share (net EUR 0.75 per share).

Voting results:

- approving votes:	9,538,487
- negative votes:	-
- abstentions:	4, 472

5. Granting discharge to the members of the board of directors and the auditor.

Motion to vote: By separate vote, granting full discharge to the directors and auditor who were active during the financial year 2010 for the tasks executed by them during the course of the financial year.

Voting results:

For all members of the board of directors, upon individual voting

- approving votes:	9,517,422
- negative votes:	21,065
- abstentions:	4,472

For the statutory auditor:

- approving votes:	9,517,422
- negative votes:	21,065
- abstentions:	4,472

6. Remuneration of non-executive directors.

*Motion to vote:* Establishment of the annual remuneration for the year 2011 for the president of the board of directors at EUR 60,000, and for all other non-executive directors at EUR 30,000.

*Voting results:*  
- approving votes: 9,538,487  
- negative votes: -  
- abstentions: 4,472

7. Reappointment as director of Marc Coucke.

*Motion to vote:* Due to the expiry of its mandate, reappointment of Couckinvest NV, with as permanent representative Marc Coucke, as executive director for a period of 4 years, up to and including the annual general meeting to be held in 2015.

*Voting results:*  
- approving votes: 9,399,873  
- negative votes: 138,614  
- abstentions: 4,472

8. Reappointment as director of Couckinvest NV, with as permanent representative Marc Coucke.

*Motion to vote:* Due to the expiry of its mandate, reappointment of Couckinvest NV, with as permanent representative Marc Coucke, as executive director for a period of 4 years, up to and including the annual general meeting to be held in 2015.

*Voting results:*  
- approving votes: 9,370,024  
- negative votes: 168,463  
- abstentions: 4,472

9. Reappointment as director of Sam Sabbe BVBA, with as permanent representative Sam Sabbe.

*Motion to vote:* Due to the expiry of its mandate, reappointment of Sam Sabbe BVBA, with as permanent representative Sam Sabbe, as executive director for a period of 4 years, up to and including the annual general meeting to be held in 2015.

*Voting results:*  
- approving votes: 9,421,977  
- negative votes: 116,510  
- abstentions: 4,472

10. Reappointment of auditor.

*Motion to vote:* Due to the expiry of its mandate, reappointment of PricewaterhouseCoopers Auditors BV CVBA, represented by Peter Opsomer BV BVBA, with as permanent representative Mr. Peter Opsomer, auditor, as auditor for a period of 3 years, up to and including the annual meeting that will approve the annual accounts closed on December 31st 2013.

*Voting results:*  
- approving votes: 9,538,487  
- negative votes: -  
- abstentions: 4,472

11. Remuneration of auditor.

Motion to vote: Establishment of the auditor's remuneration for executing its mandate at EUR 118,346 per annum (statutory and consolidated).

Voting results:  
- *approving votes:* 9,538,487  
- *negative votes:* -  
- *abstentions:* 4,472

12. Deviation from article 520 ter, section 1 of the Belgian Company Code.

Motion to vote: Explicit approval of a complete deviation from and non-application of the limitations provided for in article 520 ter, section 1, article 524 bis, last section and article 525, last section of the Belgian Company Code in respect of the acquisition of shares by a director, a member of the executive committee, a person to whom, alone or jointly, the daily management is entrusted or another manager referred to in article 96, §3, last section, of the Belgian Company Code, and the exercise of share options and any other rights to acquire shares by one of the said persons, and this for all existing and future share schemes, referred to in article 520 ter, section 1, article 524 bis, last section and article 525, last section of the Belgian Company Code, until the explicit decision to the contrary by the general meeting of shareholders.

Voting results:  
- *approving votes:* 7,737,246  
- *negative votes:* 278,712  
- *abstentions:* 1,527,001

13. Deviation from article 520 ter, section 2 of the Belgian Company Code.

Motion to vote: Explicit approval of a complete deviation from, and non-application of, the limitations included in article 520 ter, section 2, article 524 bis, last section and article 525, last section of the Belgian Company Code in respect of granting or making payable a variable remuneration for an executive director, a member of the executive committee, a person to whom, alone or jointly, the daily management is entrusted or another manager referred to in article 96, §3, last section, of the Belgian Company Code, and this for all existing and future remuneration schemes, as referred to in article 520 ter, section 2, article 524 bis, last section and article 525, last section of the Belgian Company Code, until the explicit decision to the contrary by the general meeting of shareholders.

Voting results:  
- *approving votes:* 7,703,883  
- *negative votes:* 282,254  
- *abstentions:* 1,556,882

14. In accordance with article 556 of the Belgian Company Code, approval of the clauses of change of control as stipulated in (i) the credit agreement entered into with KBC Bank NV on August 24<sup>th</sup> 2010 and (ii) the revolving credit facility agreement entered into with Fortis Bank NV on 23rd August 2010.

Motion to vote: In accordance with article 556 of the Belgian Company code, approval of the clauses of change of control as stipulated in (i) the credit agreement entered into with KBC Bank NV on August 24<sup>th</sup> 2010 and (ii) the revolving credit facility agreement entered into with Fortis Bank NV on 23rd August 2010.

Voting results:

- *approving votes:* 7,846,737
- *negative votes:* 148,335
- *abstentions:* 1,547,887

Note: the full version of the minutes is only available in Dutch. Shareholders can contact Chris Van Raemdonck ([chris.vanraemdonck@omega-pharma.be](mailto:chris.vanraemdonck@omega-pharma.be) - +32 9 381 0331) for comments in English.