

MEMORIAL

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MEMORIAL

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RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

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30 mars 2009

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The right to vote at the meetings is restricted to shareholders (holders of depository interests, see below). Shareholders must, therefore, be able to evidence that they are shareholders on the date of record, being 22 April 2009 as well as on the date of the Annual General Meeting in order to attend the Annual General Meeting.

Shareholders duly registered in the register of shareholders of the Company in their own name may attend the meeting in person or vote by proxy.

Shareholders, who do not want to attend the Annual General Meeting in person, may also vote by proxy. A proxy form may be obtained at the registered office of the Company, by downloading it from the Company's website or by contacting the Company by telephone on (+352) 4818283657. In the event a shareholder wishes to vote by proxy, he or she must complete and sign the proxy form and return the original to Computershare Investor Services (Channel Islands) Limited PO Box, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW T +44 1534 825268 F +44 1534 825315 by 2.00 p.m. (CET) on 23 April 2008. The proxy will only be valid if it includes the shareholder's and his or her legal representative's first name, surname, number of shares held, official address and signature as well as voting instructions. Incomplete or erroneous proxy forms or proxy forms which do not comply with the formalities described therein will not be taken into account.

In addition the Company offers to the shareholders the possibility to grant power of attorney to any of Clay Brendish, Hans Hufschmid or Martin Veilleux, any of whom may act as proxyholder, who will cast their votes according to the instructions given by the shareholders. Please note, that if the proxyholder is such a representative and if no voting instructions have been given on the proxy form no vote will be cast. Incomplete or erroneous proxy forms or proxy forms which do not comply with the formalities described therein will not be taken into account.

If you have sold your shares, please pass this notice and the enclosures to the stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

If you are a holder of depository interests ("DIs"), the shareholder of record of the Company is Computershare Company Nominees Limited (the "Custodian"). Holders on the DI register as at the record date of 22 April 2009 may obtain a form of instruction at the registered office of the Company, by downloading it from the Company's website or by contacting the Company by telephone on (+352) 4818283657. The form of instruction must be completed and returned as directed therein in order to instruct the Custodian how to vote at the meeting on the DI holder's behalf. A DI holder does not have the right to attend and vote at the meeting unless the Custodian authorises the holder to attend and vote. The DI holder must therefore either instruct the Custodian how to vote on its behalf or instruct the Custodian that it wishes to attend in order that the Custodian can provide the DI holder with the necessary authorization.

Shareholders and their representatives will be required to identify themselves at the meetings with a valid official identification document (e.g., identity-card, passport, driver's licence).

The Annual General Meeting can be validly held whatever the number of shares represented at such meeting and resolutions are approved by a simple majority of the votes cast.

On 17 March 2009, the Company had a total issued share capital of \$10,960,129.20, represented by 91,334,410 shares, each share carrying one vote (excluding the 919,331 shares held in treasury).

The Board of Directors.

Référence de publication: 2009038437/755/129.

Gagfah S.A., Société Anonyme de Titrisation.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 109.526.

Shareholders are hereby convened to the Annual General Meeting and the Extraordinary General Meeting of Shareholders of the Company.

In accordance with the articles of incorporation of the Company, the

ANNUAL GENERAL MEETING

of shareholders will take place on Tuesday, *April 21, 2009* at 2.00 p.m. Luxembourg time.

It will be followed by the extraordinary general meeting of shareholders,

both at the Luxembourg Chambre de Commerce

7, rue Alcide de Gasperi,

Luxembourg

Agenda for the

ANNUAL GENERAL MEETING

of Shareholders to be held in Luxembourg on *April 21, 2009*.

Agenda:

1. Presentation of the statutory Management Report and the consolidated Management Report for the fiscal year ended December 31, 2008;
2. Presentation of the reports by the auditors of the Company in respect of the statutory financial statements of the Company and in respect of the consolidated financial statements of the Company and its group, for the fiscal year ended December 31, 2008;
3. Approval of the statutory financial statements of the Company for the fiscal year ended December 31, 2008;
The Board of Directors proposes that the statutory financial statements of the Company for the fiscal year ended December 31, 2008 be APPROVED by the shareholders.
4. Approval of the consolidated financial statements of the Company and its group;
The Board of Directors proposes that the consolidated financial statements of the Company and its group, for the fiscal year ended December 31, 2008 be APPROVED by the shareholders.
5. Resolution concerning the allocation of the results of the Company for the fiscal year ended December 31, 2008 and approval of distributions;
The Board of Directors proposes that the shareholders APPROVE, after the allocation to the legal reserve as appropriate, the distribution of dividends for the year ended December 31, 2008, which includes
 - (i) the amount of € 45,120,289 which was distributed as interim dividend (€ 0.20 per share) on June 6, 2008 (as 2008 first quarter dividend for the holders of record on May 30, 2008);
 - (ii) the amount of € 45,137,720 which was distributed as interim dividend (€ 0.20 per share) on September 5, 2008 (as 2008 second quarter dividend for the holders of record on August 29, 2008);
 - (iii) the amount of € 45,140,077 which was distributed as interim dividend (€ 0.20 per share) on December 5, 2008 (as 2008 third quarter dividend for the holders of record on December 1, 2008) and
 - (iv) the amount of € 45,258,179 to be distributed as interim dividend (€ 0.20 per share) on April 7, 2009 (as 2008 fourth quarter dividend for the holders of record on March 27, 2009), out of the available share premium and reserves of the Company.
6. Discharge to all the directors of the Company who have been in office during the fiscal year ended December 31, 2008;
The Board of Directors proposes that the shareholders APPROVE to grant discharge to all the Directors of the Company who have been in office during the fiscal year ended December 31, 2008.
7. Authorisation to the Company, or any wholly-owned subsidiary, to from time to time purchase, acquire or receive shares in the Company up to 10 % of the issued share capital from time to time, over the stock exchange or in privately negotiated transactions or otherwise, and in the case of acquisitions for value, at a purchase price being
 - (i) no less than fifty per cent of the lowest stock price and (ii) no more than fifty per cent above the highest stock price, in each case over the thirty trading days preceding (a) the date of the purchase in case of private or stock exchange transactions (other than tender offers) and (b) in case of a tender offer, the date of the opening of the tender offer, and on such terms as shall be determined by the Board of Directors of the Company, provided such purchase is in conformity with Article 49-2 of the Luxembourg law of August 10, 1915 and with applicable laws and regulations, such authorisation being granted for a period of 18 months;
The Board of Directors proposes that the shareholders APPROVE to authorise the Company or any wholly-owned subsidiary, to from time to time purchase, acquire or receive shares in the Company up to 10 % of the issued share capital from time to time, over the stock exchange or in privately negotiated transactions or otherwise, and in the case of acquisitions for value, at a purchase price being (i) no less than fifty per cent of the lowest stock price and (ii) no more than fifty per cent above the highest stock price, in each case over the thirty trading days preceding (a) the date of the purchase in case of private or stock exchange transactions (other than tender offers) and (b) in case of a tender offer, the date of the opening of the tender offer and on such terms as shall be determined by the Board of Directors of the Company, provided such purchase is in conformity with Article 49-2 of the Luxembourg law of August 10, 1915 and with applicable laws and regulations, such authorisation being granted for a period of 18 months.
8. Appointment of Mr William Joseph Brennan as further director of the Company with effect on August 1, 2009 for a term ending on the date of the general shareholders' meeting approving the Company's accounts for the financial year 2011;
The Board of Directors proposes that the shareholders APPROVE the appointment of Mr William Joseph Brennan as further director of the Company with effect on August 1, 2009 for a term ending on the date of the general shareholders' meeting approving the Company's accounts for the financial year 2011;

Agenda for the

EXTRAORDINARY GENERAL MEETING

of Shareholders to be held in Luxembourg on *April 21, 2009*

Agenda:

- Decision to reduce the issued share capital of the Company by a maximum amount € 28,214,971.25 by the repurchase and cancellation of a maximum of 22,571,977 shares from existing shareholders by one or more tender offers,

