

# TINC

PARTNERSHIP LIMITED BY SHARES  
Karel Oomsstraat 37  
2018 Antwerp  
RPR Antwerp, section Antwerp: 0894.555.972

## Extraordinary Shareholders Meeting Convocation

Since at the first extraordinary shareholders meeting of 17 October 2018 the required attendance quorum was not attained, the statutory manager has the pleasure again of inviting the shareholders of TINC Comm. VA (the "Company") to attend the second extraordinary general meeting to be held on **Wednesday 7 November 2018** at 10h00 in the Company's registered office, Karel Oomsstraat 37, 2018 Antwerp.

The shareholders and/or their representatives can register on this date as from 9.30h.

On 17 October 2018, a first extraordinary shareholders meeting was held with the same agenda, but the attendance quorum was not attained for all items on the agenda. It has been decided not to deal with any item on the agenda so that this second extraordinary general meeting can validly deliberate and take decisions on all items on the agenda in accordance with article 657 in conjunction with articles 558 and 559 of the Companies Code, regardless of the number of shares represented in this meeting.

### AGENDA OF THE EXTRAORDINARY GENERAL MEETING

- 1. Shareholder distribution of a (gross) amount of € 0,49 per share – Qualification partially as a capital reduction – Authorization to the statutory manager to implement the distribution – Amendment of article 5 of the articles of association**

#### Proposed resolution:

*The general shareholders' meeting resolves to approve a distribution to the shareholders of a (gross) amount of € 0,49 per share or a total of € 13.363.636,72 (the "Distribution") as follows:*

- (a) The Distribution will be distributed to the shareholders as a single payment, representing a decrease of the company's equity, and is charged in accordance with article 18, paragraph 7 of the Income Tax Code 1992 for (i) a (gross) amount of € 0,03 per share as a dividend to the distributable reserve determined by the annual shareholders' meeting of 17 October 2018, and (ii) a (gross) amount of € 0,46 per share as a reduction of the company's share capital in accordance with article 612 of the Companies Code (the "Capital Reduction").*
- (b) As a result of the Capital Reduction, the share capital of the company will be reduced by an amount equal to € 12.545.454,88, being the result of (i) € 0,46 multiplied by (ii) the number of issued and outstanding shares of the company at the time of the approval of this resolution. The purpose of the Capital Reduction is to realize a shareholder distribution, is to take place without cancellation of existing shares of the company and shall be borne in the same way by each of the existing shares of the company. In view of the above decision, the Capital Reduction is fully charged to the fiscally paid-up capital in*

accordance with article 18 paragraph 7 of the Income Tax Code. Following the Capital Reduction, each share will represent an equal fraction of the company's share capital.

- (c) As a result of the Capital Reduction, the first paragraph of Article 5 of the Company's Articles of Association is amended and will read as follows: "The share capital amounts to one hundred and fifty million nine hundred and fifty one thousand five hundred euros and sixty six cents (€ 150.951.500,66)."
- (d) The general shareholders' meeting decides to expressly authorize the statutory manager (with the right of substitution and sub-delegation) to implement and execute the Distribution and to determine the payment date of the Distribution. The notary is expressly authorized to coordinate and amend the articles of association to reflect the Capital Reduction.

## **2. Alternative shareholder distribution of a (gross) amount of € 0,49 per share**

Proposed resolution (only to be submitted to the general shareholders' meeting in case the proposed resolution mentioned under item 1 of this agenda is not approved):

*The general meeting resolves to approve an intermediate dividend amounting to a (gross) amount of € 0,49 per share (or in total € € 13.363.636,72), to be charged to the distributable reserve included in the statutory annual accounts for the financial year ended 30 June 2018. The general shareholders' meeting resolves to expressly authorize the statutory manager (with the right of substitution and sub-delegation) to implement and execute the dividend distribution and to determine the payment date of the dividend distribution.*

## **3. Authorization to acquire, pledge and dispose of the company's own shares**

Proposed resolution:

*The general meeting resolves to authorize the statutory manager, in accordance with Article 620 of the Belgian Companies Code, to acquire, pledge or dispose of its own shares on behalf of and for the account of the company, without further prior approval or authorization by the general meeting. The company may acquire, pledge and sell its own shares (even outside of the stock exchange) at a price per share that may not be lower than 80% nor higher than 120% of the share price at closing of the stock exchange on the day preceding the date of the transaction, and without the company owning more than twenty percent of the total number of issued shares.*

## **PARTICIPATION**

### **a) Participation in person – requirements for admission**

In accordance with article 536, §2 Code of Companies and article 23 of the articles of association of the Company the shareholders who wish to participate in person to the extraordinary general shareholders meeting need to comply with two requirements in order to be admitted:

- 1) Registration

The Company must be able to determine that you are the holder of the number of shares for which you want to participate and vote on the general and extraordinary meeting of shareholders on **Wednesday 24 October 2018** at 24.00h CET (“registration date”) on the basis of

- Registration of such shares in your name in the share register of the Company prior to expiry of the registration date; or
- Registration of such shares in the accounts of a certified account holder or clearing and settlement institution, prior to expiry of the registration date.

**Please note that persons who are a shareholder on the registration date, are entitled to attend and vote at the extraordinary general meeting of shareholders.**

## 2) Notification of attendance

In addition the shareholders need to notify the Company of their intention to attend the extraordinary general shareholders meeting:

- The holders of registered shares shall see to it that a written confirmation of their intention to attend the extraordinary general shareholders meeting is received by the Company at the latest on **Thursday 1 November 2018**. This notification can be delivered to the Company by mail (Karel Oomsstraat 37, 2018 Antwerpen, België, to the attention of Investor Relations), fax (+32 3 290 21 05) or email (investor.relations@tincinvest.com). A template notification of attendance letter is available at the registered office and on the website ([www.tincinvest.com/generalmeeting](http://www.tincinvest.com/generalmeeting)) of the Company.
- The holders of dematerialised shares shall file a certificate, issued by their financial institution, certified account holder or clearing and settlement institution certifying the number of dematerialised shares for which the shareholder wants to participate on the securities account on the registration date; the filing of the certificate shall be made at the latest on **Thursday 1 November 2018** in any branch of Belfius Bank (in charge of financial services) or on the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations).

## **b) Representation by proxy holder**

Shareholders can also be represented by a proxy holder of their choice, who may or may not be a shareholder of the Company, on the basis of a written proxy. Shareholders shall, with respect to a particular general meeting, only appoint one representative, unless Belgian legislation allows otherwise. A proxy holder may hold a power of attorney of more than one shareholder.

For the appointment of a proxy holder, shareholders shall use a template proxy form which is available on the website of the Company ([www.tincinvest.com/generalmeeting](http://www.tincinvest.com/generalmeeting)). The proxy form must be signed by the shareholder (or, in case of a legal entity, by its legal representative(s)), where appropriate electronically in accordance with Belgian legislation, and shall, at the latest on **Thursday 1 November 2018**, be delivered at the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations) or sent by fax (+32 3 290 21 05) or email

([investor.relations@tincinvest.com](mailto:investor.relations@tincinvest.com)). Shareholders who want to be represented, shall comply with the admission requirements outlined above (see section a) ).

### **c) Voting by mail**

In accordance with article 25 of the articles of association of the Company, any shareholder is authorised to participate by mail to the voting on the agenda items by means of a voting form, provided by the Company. The voting form is available at the registered office and on the website ([www.tincinvest.com/generalmeeting](http://www.tincinvest.com/generalmeeting)) of the Company. The shareholder shall see to it that the signed voting form is received by the Company at the latest on **Thursday 1 November 2018**. Voting forms shall be sent to the Company by registered mail (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations). Shareholders who wish to participate to the general and extraordinary meeting by voting form shall also comply with the admission requirements outlined above (see section a) ).

### **RIGHT TO WRITTEN ENQUIRIES**

Shareholders who meet with the admission requirements, have the right to make enquiries in writing to the statutory manager of the Company regarding its annual report and the items on the agenda and to the statutory auditor regarding his report. In addition the shareholders have the right to ask questions during the extraordinary general shareholders meeting.

Written enquiries need to be received by the Company at the latest on **Thursday 1 November 2018** by mail at the registered office (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations) or by email ([investor.relations@tincinvest.com](mailto:investor.relations@tincinvest.com)).

More detailed information on the right to written enquiries can be found on the website : [www.tincinvest.com/generalmeeting](http://www.tincinvest.com/generalmeeting).

### **AVAILABLE DOCUMENTS**

The Company makes the following information available on its website ([www.tincinvest.com/generalmeeting](http://www.tincinvest.com/generalmeeting)) as from 19 October 2018:

- This convocation
- The total number of shares and voting rights
- Notification of attendance form
- Proxy form / Form for voting by mail
- Further information on the right to written enquiries

The shareholders are entitled to, prior to the extraordinary general shareholders meeting, take notice and obtain, for free, a copy of these documents at the registered office of the Company.

### **MORE INFORMATION**

Shareholders who wish to obtain more information on the extraordinary general shareholders meeting can find this on the website: [www.tincinvest.com/generalmeeting](http://www.tincinvest.com/generalmeeting) or can contact Investor Relations (Karel Oomsstraat 37, 2018 Antwerp, tel +32 3 290 21 73, [investor.relations@tincinvest.com](mailto:investor.relations@tincinvest.com)).

On behalf of the board of directors of TINC Manager NV, statutory manager of TINC Comm.VA