

Extraordinary general shareholders meeting 7 November 2018 Proxy / Voting form

The undersigned,

(for persons)

Name: _____

Surname: _____

Address: _____

(for legal entities)

Name: _____

Legal form: _____

Registered office: _____

Validly represented by: _____

Holder of the following number of shares issued by the partnership limited by shares, TINC, with registered office at Karel Oomsstraat 37, 2018 Antwerp, Belgium, and registered with the Register of legal entities under the number 0894.555.972 (the "Company"):

_____ registered shares
_____ dematerialised shares

has taken note of the extraordinary general shareholders meeting of the Company to be held on Wednesday 7 November 2018 at 10.00 am at the Company's registered office, Karel Oomsstraat 37, 2018 Antwerp, Belgium, with the following agenda and at any adjournment thereof, if the first meeting could not be duly held or would be postponed for whatever reason.

The undersigned hereby declares¹:

- A.** to appoint as special attorney, to represent him/her at the extraordinary general shareholders meeting:

_____ (“the Proxy holder”)²

- A1.** with the instruction to vote at one’s own discretion and in the interest of the undersigned
- A2.** with the obligation to vote as indicated below
- B.** to vote by letter as indicated below

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”).*

¹ Proxy: cross option A, fill out a name if required and subsequently cross option A1 or A2.

Voting by mail: cross option B.

² *In case no name is filled out the chairman of the board of directors of the statutory manager will act as proxy holder. For reasons of potential conflicts of interests, proxies granted to the Company, the chairman, other members of the board of directors or other categories of persons mentioned in article 547bis, §4, 2° Code of companies will **only be taken into account with respect to the agenda items for which explicit voting instructions have been given.***

- (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)."

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.

Voting instruction³:

Agree Disagree Abstain

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.

Voting instruction³:

Agree Disagree Abstain

³ Please only cross when option A2 or option B above was chosen. In case option A2 was chosen and no instruction is crossed, several instructions are crossed or in case the instruction is not clear, the Proxy holder will be deemed to be instructed to vote in favour of the proposed resolution.

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.

Voting instruction³:

Agree Disagree Abstain

The Proxy holder is specifically authorized to, on behalf of the undersigned:

- Attend the extraordinary shareholders meeting and any other meeting which would take place on a later moment with the same agenda when the scheduled meeting could not validly take place;
- Participate to all deliberations and votings;
- To this end, make any declaration, sign any deed, minutes, attendance lists, documents and registers and in general do all what is needed or useful in execution of this proxy with the promise of approval and ratification by the undersigned if needed.

Shareholders who wish to be represented by proxy shall comply with the admission requirements, outlined in the convocation.

This form shall be signed by the shareholder (or, in case of a legal entity, by its legal representative(s)), if applicable in electronic form in accordance with applicable Belgian legislation.

The Company must have received this form at the latest on Thursday **1 November 2018**:

- **Option A:** by filing this form at the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations), or sending this form by fax (+32 3 290 21 05) or email (investor.relations@tincinvest.com).
- **Option B:** by registered mail, addressed to Investor Relations, Karel Oomsstraat 37, 2018 Antwerpen, Belgium.



_____ (*place*), _____ (*date*)

_____ (*signature*)