

TINC

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

Annual and Extraordinary General Shareholders Meeting Convocation

The statutory manager has the pleasure to invite all shareholders of TINC Comm.VA. (the "Company") to attend the annual and extraordinary general meeting to be held on **Wednesday 17 October 2018** at 10.00h in RE:flex Berchem, Greenhouse Antwerp, Uitbreidingstraat 66, 2600 Berchem.

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

In case the required attendance quorum (the shareholders present or represented must together hold at least half of the Company's share capital at this meeting) is not attained at the extraordinary general meeting or in the absence of the statutory manager, a new extraordinary general meeting will be convened with the same agenda and proposed resolutions which will be held on **Wednesday 7 November 2018 at 10.00h**. This second extraordinary shareholders meeting will be able to validly deliberate and resolve irrespective of the share capital represented by the present shareholders.

AGENDA OF THE ANNUAL GENERAL MEETING

This annual general meeting is convened to discuss and resolve on the following agenda:

- 1. Presentation and discussion of the statutory and consolidated annual report of the statutory manager on the financial year closed on 30 June 2018**

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

- 2. Presentation and discussion of the reports of the statutory auditor regarding the statutory and the consolidated annual accounts on the financial year ended on 30 June 2018**

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

- 3. Approval of the statutory annual accounts of the financial year ended on 30 June 2018 and appropriation of profit**

Proposed resolution:

The general meeting of shareholders approves the statutory annual accounts of the financial year from 1 July 2017 till 30 June 2018, including the appropriation of the result as proposed by the Board of Directors and as stated in the aforementioned statutory annual accounts.

4. Presentation and approval of the remuneration report

Proposed resolution:

The general meeting of shareholders approves the remuneration report as incorporated in the annual report of the statutory manager on the financial year ended on 30 June 2018.

5. Presentation of the consolidated annual accounts on the financial year ended on 30 June 2018

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

6. Discharge to the statutory manager for the financial year ended on 30 June 2018

Proposed resolution:

The general meeting of shareholders discharges the statutory manager of the Company for the performance of its mandate during the financial year ended on 30 June 2018.

7. Discharge to the auditor for the extended financial year ended on 30 June 2018

Proposed resolution:

The general meeting of shareholders discharges the statutory auditor of the Company, Ernst & Young Bedrijfsrevisoren BCVBA, represented by Mr. Ömer Turna for the performance of his duties during the financial year ended on 30 June 2018.

8. Remuneration of the statutory manager

Proposed resolution:

The general meeting of shareholders takes notice of and approves the remuneration of the statutory manager determined in accordance with the articles of association for the financial year ended on 30 June 2018.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

This extraordinary general meeting is convened to discuss and resolve on the following agenda:

- 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.

This authorization is valid for a period of five years, starting from the publication in the Belgian Official Gazette of the decision of the extraordinary general meeting. This authority extends to acquisitions and disposals of shares of the company by a direct subsidiary of the company, in accordance with the legal provisions.

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 annual and 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 annual and extraordinary meeting of shareholders on **Wednesday 3 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 only persons who are a shareholder on the registration date, are entitled to attend and vote at the annual and extraordinary general meeting of shareholders.

2) Notification of attendance

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

- The holders of registered shares shall see to it that a written confirmation of their intention to attend the annual and extraordinary general shareholders meeting is received by the Company at the latest on **Thursday 11 October 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) 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 11 October 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). 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 11 October 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). 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) of the Company. The shareholder shall see to it that the signed voting form is received by the Company at the latest on **Thursday 11 October 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 AMEND THE AGENDA AND INTRODUCE PROPOSALS FOR RESOLUTIONS

One or more shareholders holding jointly at least 3% of the share capital, have the right to add items to the agenda of the annual and extraordinary general shareholders meeting and to introduce proposals for resolution. The requests thereto shall at the latest on **Tuesday 25 September 2018** be received by the Company by mail at its registered office (Karel Oomsstraat 37, 2018 Antwerp, Belgium, to the attention of Investor Relations) or by email (investor.relations@tincinvest.com). Upon receipt of the new items on the agenda and proposals for resolution, the Company will, at the latest on 2 October 2018 publish the revised agenda and additional proposals for resolution and make an adapted proxy and voting form available on its website (www.tincinvest.com/generalmeeting). Shareholders who file a request shall prove to hold the required number of shares. More detailed information on the right to amend the agenda and introduce proposals for resolution can be found on the website: www.tincinvest.com/generalmeeting.

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 annual and extraordinary general shareholders meeting.

Written enquiries need to be received by the Company at the latest on **Thursday 11 October 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).

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

AVAILABLE DOCUMENTS

The Company makes the following information available on its website (www.tincinvest.com/generalmeeting) as from 17 September 2018:

- This convocation
- The total number of shares and voting rights
- The documents to be submitted to the annual and extraordinary general shareholders meeting as mentioned in the agenda
- Notification of attendance form
- Proxy form / Form for voting by mail
- Further information on the right to amend the agenda and to written enquiries
- The adapted agenda (if any)
- The proposals for resolution (if any)

The shareholders are entitled to, prior to the annual and 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 annual and extraordinary general shareholders meeting can find this on the website: www.tincinvest.com/generalmeeting or can contact Investor Relations (Karel Oomsstraat 37, 2018 Antwerp, tel +32 3 290 21 73, investor.relations@tincinvest.com).

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