

Annual and extraordinary general shareholders meeting 17 October 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 annual and extraordinary general shareholders meeting of the Company to be held on Wednesday 17 October 2018 at 10.00 am at RE:flex Berchem, Greenhouse Antwerp, located at Uitbreidingstraat 66, 2600 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 ordinary and 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 ANNUAL GENERAL MEETING

- 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.

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.***

Voting instruction³:

Agree Disagree Abstain

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.

Voting instruction³:

Agree Disagree Abstain

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.

Voting instruction³:

Agree Disagree Abstain

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.

Voting instruction⁴:

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.

⁴ 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.

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.

Voting instruction⁴:

Agree Disagree Abstain

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.*

Voting instruction⁵:

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 instruction⁶:

Agree Disagree Abstain

3. Authorization to acquire, pledge and dispose 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.

⁵ 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.

⁶ 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.

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.

Voting instruction⁶:

<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> Abstain
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The Proxy holder is specifically authorized to, on behalf of the undersigned:

- Attend the aforementioned general shareholders meetings 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 in 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.

In case the Company receives new agenda items or proposals for resolution in accordance with the conditions of article 533ter of the Code of Companies (see convocation for more information), it will publish at the latest on 2 October 2018 the revised agenda and submitted proposals for resolution, as well as make an adapted form available on the website of the Company: www.tincinvest.com/generalmeeting.

Proxies or voting forms received by the Company prior to the publication of a revised agenda and additional proposals for resolution, remain in force with respect to the items of the original agenda. In the absence of a new adapted voting form, however, the vote by mail on a new agenda item or proposal for resolution is not valid.

In case a revised agenda is published by the Company after this proxy was communicated to the Company the Proxy holder⁷:

- is authorized to vote at the general shareholders meeting on the new agenda items in the interest of the undersigned.
- Must abstain at the general shareholders meeting from voting on items that were added to the agenda.

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

⁷ Please cross as applicable. In case no instruction is crossed, both instructions are crossed or in case the instruction is not clear, the Proxy holder shall abstain from voting on the items that were added to the agenda.

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 **11 October 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*)