

TINC

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

Extraordinary Shareholders Meeting Convocation

Since at the first extraordinary shareholders meeting of 18 October 2017 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 8 November 2017** 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 18 October 2017, 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. Authorized capital

- 1.1 Presentation and discussion of the statutory manager's special report in accordance with article 604 of the Companies Code concerning the authorized capital
- 1.2 Authorization concerning authorized capital

Proposed resolution:

The general meeting decides

- *to renew the existing statutory authorization of the board of directors concerning the authorized capital with immediate effect; and*
- *consequently, to grant the statutory manager the most extensive powers to increase the capital of the Company in one or more times, under the conditions and within the limits of the provisions of the Companies Code, by € 122.622.636,26, under the terms and conditions set out in article 8 of the articles of association and the special report;*
- *that the statutory manager can make use of this authorization for 5 years and, in the event of a public takeover bid on the Company, for 3 years as from the publication of this resolution.*

Article 8 of the Company's articles of association is amended as follows:

- In the first paragraph, the words "seventy-six million eight hundred eighty-nine thousand four hundred and twenty-one euros and sixty-nine cents (€ 76.889.421,69)" is replaced by "hundred and twenty-two million six hundred twenty-two thousand six hundred and thirty-six euros and twenty-six cents (€122.622.636,26)".
- In the first paragraph, the words "21 april 2015" shall be replaced by the date of the notarial deed adopting the amendment to the articles of association
- In the penultimate paragraph the words, "21 april 2015" shall be replaced by the date of the notarial deed adopting the amendment of the articles of association

2. Authority to acquire own shares

Proposed resolution:

A new authorization to the statutory manager is granted, for a period of three (3) years, to acquire own shares, profit-sharing certificates or related certificates without a resolution of the general meeting of shareholders if such action is deemed necessary to prevent a serious and imminent damage to the Company.

In this respect, the words "21 april 2015" are replaced by the date of the notarial deed adopting the amendment of the articles of association.

3. Authorizations to fulfill all formalities

Proposed resolution:

The general meeting grants the following authorizations:

- Delegation to the statutory manager, TINC Manager NV, represented by Mr. Manu Vandebulcke, with power of substitution, of the most extensive powers necessary or useful for the implementation of the aforementioned resolutions;
- Delegation to the notary who will execute the notarial deed, of all powers for the purpose of the filing and publication of the notarial deed, as well as the coordination of the articles of association.

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 25 October 2017** 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 2 November 2017**. 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 2 November 2017** 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 2 November 2017**, 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 2 November 2017**. 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 2 November 2017** 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 20 October 2017:

- This convocation
- The total number of shares and voting rights
- The documents to be submitted to the 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 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 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