

Extraordinary general shareholders meeting 8 November 2017 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 8 November 2017 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. 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*

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.***

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

Voting instruction³:

Agree

Disagree

Abstain

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.

Voting instruction³:

Agree

Disagree

Abstain

3. Authorizations to fulfill the formalities

Proposed resolution:

The general meeting grants the following authorizations:

- Delegation to the statutory manager, TINC Manager NV, represented by Mr. Manu Vandenbulcke, 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.

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.

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 **2 November 2017**:

- **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)