

# 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 18 October 2017** 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 8 November 2017**. 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 2017**

*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 2017**

*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 2017 and appropriation of profit**

Proposed resolution:

*The general meeting of shareholders approves the statutory annual accounts of the financial year from 1 July 2016 till 30 June 2017, including the proposed appropriation of the result, in particular the distribution of a gross dividend (i) in the amount of € 0,225 to the holders of coupon n°4, detached on 30 November 2016, and representing the entitlement to a dividend for the period starting from the beginning of the financial year (1 July 2016) till 18 December 2016 and (ii) in the amount of € 0,255 to the holders of coupon n°5, representing the entitlement to*

receive a dividend covering the period starting on 19 December 2016, date of the capital increase, till the end of the financial year (30 June 2017) and which will be detached on 23 October 2017.

#### **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 2017.*

#### **5. Presentation of the consolidated annual accounts on the financial year ended on 30 June 2017**

*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 2017**

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 2017.*

#### **7. Discharge to the auditor for the extended financial year ended on 30 June 2017**

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 2017.*

#### **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 2017.*

#### **9. Appointment of the statutory auditor**

Proposed resolution:

*The general meeting appoints EY Bedrijfsrevisoren BCV, having their registered office at J. Englishstraat 52, 2140 Borgerhout, represented by Mr. Ömer Turna as auditor of the Company for a period of three years expiring at the end of the annual general meeting which will resolve on the annual accounts for the financial year ended at 30 June 2020. The general meeting determines the annual remuneration to the auditor at € 36.000 (excl. VAT), an amount which will be adapted yearly in accordance with the evolution of the Belgian Consumer Price Index.*

### **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

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

#### **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 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 general and extraordinary meeting of shareholders on **Wednesday 4 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 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 12 October 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](http://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 12 October 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](http://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 12 October 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](mailto: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](http://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 12 October 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 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 26 September 2017** 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](mailto:investor.relations@tincinvest.com)). Upon receipt of the new items on the agenda and proposals for resolution, the Company will, at the latest on 3 October 2017 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](http://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](http://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 12 October 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](http://www.tincinvest.com/generalmeeting).

## **AVAILABLE DOCUMENTS**

The Company makes the following information available on its website ([www.tincinvest.com/generalmeeting](http://www.tincinvest.com/generalmeeting)) as from 18 September 2017:

- 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](http://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