

Annual and extraordinary general shareholders meeting 18 October 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 annual and extraordinary general shareholders meeting of the Company to be held on Wednesday 18 October 2017 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 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 holders of coupon n°5, representing the entitlement to receive a dividend covering the period starting on 19 December 2016, date of the capital

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.***

increase, till the end of the financial year (30 June 2017) and which will be detached on 23 October 2017.

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 2017.

Voting instruction³:

Agree Disagree Abstain

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.

Voting instruction³:

Agree Disagree Abstain

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.

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.

Voting instruction⁴:

Agree Disagree Abstain

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.

Voting instruction⁴:

Agree Disagree Abstain

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.

Voting instruction⁴:

Agree Disagree Abstain

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.

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*

Voting instruction⁵:

Agree

Disagree

Abstain

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.

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 instruction⁶:

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 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.*

Voting instruction⁶:

Agree Disagree Abstain

The Proxy holder is specifically authorized to, on behalf of the undersigned:

- Attend the aforementioned general 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.

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.

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 3 October 2017 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 authorised 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.

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 **12 October 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)

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.