



LIMITED LIABILITY COMPANY Karel Oomsstraat 37
2018 Antwerp
RPR Antwerp, section Antwerp: 0894.555.972

Annual and Extraordinary General Shareholders Meeting Convocation

The statutory director has the pleasure to invite all shareholders of TINC NV (the “Company”) to attend the Annual and Extraordinary General meeting to be held on **Wednesday 15 May 2024** at **10.00h** in BluePoint Antwerpen, Filip Williotstraat 9, 2600 Berchem.

The shareholders and/or their representatives can register on this date as from 9.00h.

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 director on the financial year closed on 31 December 2023

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 31 December 2023

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

3. Presenting of the remuneration policy and approval of the remuneration report

Proposed resolution:

The general meeting of shareholders approves the remuneration policy as incorporated in the annual report of the statutory director on the financial year ended on 31 December 2023.

4. Approval of the statutory annual accounts of the financial year ended on 31 December 2023

Proposed resolution:

The general meeting of shareholders approves the statutory annual accounts of the financial year from 1 July 2022 till 31 December 2023.

5. Presentation of the consolidated annual accounts on the financial year ended on 31 December 2023

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

6. Discharge to the statutory director for the financial year ended on 31 December 2023

Proposed resolution:

The general meeting of shareholders discharges the statutory director of the Company, TINC Manager NV, for the performance of its mandate during the financial year ended on 31 December 2023.

7. Discharge to the auditor for the extended financial year ended on 31 December 2023

Proposed resolution:

The general meeting of shareholders discharges the statutory auditor of the Company, EY Bedrijfsrevisoren BV, represented by Mr. Ronald Van den Ecker for the performance of his duties during the financial year ended on 31 December 2023 after which the mandate ends and, in view of reaching the statutory maximum term, is not renewable.

8. Appointment of the Statutory Auditor

Proposed resolution:

The general meeting appoints BDO Bedrijfsrevisoren BV, with registered office at Uitbreidingstraat 72 bus 1, 2600 Antwerp, represented by Mrs Veerle Catry as permanent representative as statutory auditor of the Company for a period of 3 years, i.e. until the general meeting approving the annual accounts relating to the financial year ending 31 December 2026.

The general meeting sets the remuneration at €100,000 per year (excluding VAT and to be indexed annually).

9. Application of Article 7:151 of the Code of Companies and Associations

Proposed resolution:

In accordance with Article 7:151 of the Code of Companies and Associations (hereinafter "CCA"), the general meeting approves and, to the extent necessary, ratifies the provision contained in Art. 7.3 6) of the Credit Contract which TINC entered into with KBC Bank on 7 December 2023 and which entitles the bank to terminate the credit facility in the event of a substantial change in the shareholder structure or in the voting rights attached to the Company's shares, which may have an impact on the composition of the management bodies or on the overall risk assessment by the bank.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

This Extraordinary General Meeting is convened to discuss and resolve on the following agenda:

- 1. Shareholder distribution of a (gross) amount of € 0,84 per share – Qualification partially as a capital reduction – Authorization to the statutory director to implement the distribution**

Proposed resolution:

The general shareholders' meeting resolves to approve a distribution to the shareholders of a (gross) amount of € 0,84 per share or a total of € 30.545.455,08 (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 € 0,23 per share as a dividend of the distributable reserve and retained earnings, and (ii) a (gross) amount of € 0,61 per share as a reduction of the company's share capital in accordance with article 7:208 CCA (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 € 22.181.818,57, being the result of (i) € 0,61 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) The general shareholders' meeting decides to expressly authorize the statutory director (with the right of substitution and sub-delegation) to implement and execute the Distribution and to determine the payment date of the Distribution.*

2. Alternative shareholder distribution of a (gross) amount of € 0,84 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 € 0,84 per share (or in total € 30.545.455,08), to be charged to the distributable reserve or retained earnings. The general shareholders' meeting resolves to expressly authorize the statutory director (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.

3. Authorizations to complete formalities

Proposed resolution:

The meeting decides to grant an authorization:

** to the statutory director, TINC Manager NV, represented by Mr. Manu Vandenbulcke, with the right of substitution, of the broadest powers necessary or useful for the execution of the decisions taken;*

** to the notary who will execute the deed, of all powers with a view to the publication and filing of the deed, as well as the coordination of the articles of association.*

PARTICIPATION

a) Participation in person – requirements for admission

In accordance with article 7:134, §2 CCA and article 22 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 Annual and Extraordinary Meeting of shareholders on **Wednesday 1 May 2024 at 24.00h CET** (the “Registration date”) on the basis of

- Registration of such shares in your name in the share register of the Company prior to; or
- Registration of such shares in the accounts of a certified account holder or clearing and settlement institution,

in both cases prior to expiry of the registration date.

Please note that only 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 9 May 2024**. This notification can be delivered to the Company by mail (Karel Oomsstraat 37, 2018 Antwerpen, België, to the attention of Investor Relations), 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 contact their financial intermediary, certified account holder or central securities depository with a request to:
 - draw up an attestation certifying the number of dematerialised shares, entered in the shareholder's name in its accounts on the Registration date, for which the shareholder intends to participate to the Extraordinary General Meeting, and
 - to file this attestation and notice of participation to the Extraordinary General Meeting at the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations, investor.relations@tincinvest.com) or

to communicate these to Belfius (via e-mail to vergad-assem@belfius.be) at the latest on Thursday 9 May 2024.

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 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 9 May 2024**, be delivered at the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations) 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 9 May 2024**. 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 Annual 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 Company's 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 23 April 2024** 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). Upon receipt of the new items on the agenda and proposals for resolution, the Company will, at the latest on 30 April 2024 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).

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 of the Company: 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 director of the Company regarding the items on the agenda. 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 9 April 2024** 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 INFORMATION

The Company makes the following information available on its website (www.tincinvest.com/generalmeeting):

- This convocation
- The total number of shares and voting rights
- 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 can, prior to the Annual and Extraordinary General Meeting of shareholders, take notice and obtain, for free, a copy of these documents at the registered office of the Company.

DATA PROTECTION

The Company is responsible for processing personal data received from persons in connection with the General Meeting in accordance with applicable data protection law. Such data will be used for the analysis and management of the attendance and voting procedure relating to the General Meeting and may be transferred to third parties assisting the Company in this regard. More information on the processing of your personal data by the Company can be found at: <https://www.tincinvest.com/nl-BE/content/privacy-policy/40074>.

MORE INFORMATION

Shareholders who wish to obtain more information on the Annual and Extraordinary General Meeting of shareholders 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 Supervisory Board of TINC Manager NV, statutory director of TINC NV