

## CONVENING THE GENERAL MEETING OF 22 APRIL 2015

The shareholders are invited to attend the general meeting of the Company, which will take place on Wednesday 22 April 2015 at 11h at the registered seat of the Company at 1070 Brussels (Anderlecht), Allée de la Recherche 60.

### Agenda

1. Report of the board of directors on the financial year ended 31 December 2014
2. Remuneration report on the financial year ended 31 December 2014  
*Proposed decision: approve the remuneration report on the financial year ended 31 December 2014*
3. Independent auditor's report on the annual accounts as at 31 December 2014
4. Annual accounts as at 31 December 2014, including the distribution of a gross dividend of € 0.48 per share  
*Proposed decision: approve the annual accounts as at 31 December 2014, including the distribution of a gross dividend of € 0.48 per share*
5. Independent auditor's report on the consolidated financial statements as at 31 December 2014
6. Consolidated financial statements as at 31 December 2014
7. Discharge of the directors for the financial year ended 31 December 2014  
*Proposed decision: discharge the directors for the execution of their mandate during the financial year ended 31 December 2014*
8. Discharge of the independent auditor for the financial year ended 31 December 2014  
*Proposed decision: discharge the independent auditor for the execution of his mandate during the financial year ended 31 December 2014*
9. Renewal of directors mandates  
*Proposed decision: renew the mandate of Madame Evelyn du Monceau and of Messrs Cyril Janssen and Charles-Antoine Janssen for a period of four years ending at the ordinary general meeting of 2019*
10. Renewal of the independent auditor's mandate  
*Proposed decision: on a proposal of the board of directors, acting with the authorities of an audit committee, renew the independent auditor's mandate of Mazars Réviseurs d'Entreprises SCRL (Company N° 0428.837.899), with registered seat at 1200 Woluwe-Saint-Lambert, Avenue Marcel Thiry 77 box 4, represented by Mr Xavier Doyen, réviseur d'entreprises, for a period of three years ending at the ordinary general meeting of 2018 and determine the annual remuneration for this mandate at the amount of € 7,200 (exclusive of VAT), which will be reviewed annually, starting from financial year 2016, to account for the evolution of the index of the consumer prices*

## 11. Change of control provisions

*In accordance with article 556 of the Company code, the general meeting is solely competent to approve change of control provisions conferring rights to third parties that impact the net assets of the Company or give rise to a debt or a commitment for the Company, whenever the exercise of such rights depends on the launch of a public takeover bid on the shares of the Company or on a change of control of the Company. For this reason, the following change of control provisions are submitted to the approval of the general meeting.*

- Credit facility of € 185 million

*Proposed decision: in accordance with article 556 of the Company code, approve the rights conferred to KBC Bank SA/NV to terminate or suspend, entirely or partly, the credit facility of € 185 million described in the loan agreement of 6 November 2014, and all its forms of utilisation, for the utilised part as well as for the non utilised part, without formal notice or prior judicial recourse, with immediate effect at the date of sending the letter notifying the termination or the suspension, all this in case of substantial modifications of the Company's shareholders structure which might have an impact on the composition of the management bodies or on the overall risk assessment by the bank*

- Credit facility of € 75 million

*Proposed decision: in accordance with article 556 of the Company code, approve the rights conferred to BNP Paribas Fortis SA/NV to suspend or terminate, with immediate effect and without formal notice, entirely or partly, the credit facility of € 75 million described in the loan agreement of 6 November 2014, or one of its forms of utilisation, for the utilised part as well as for the non utilised part, all this in case of substantial modifications of the shareholders structure which might have an impact on the composition of the governing bodies (as well as on the persons responsible for the administration and the day-to-day management) or on the overall risk assessment by the bank.*

## **Formalities to attend the general meeting**

To attend or be represented at the general meeting and exercise her/his voting right, a shareholder must have carried out the accounting registration of his/her shares on the fourteenth day before the general meeting at 24:00h Belgian time (being Wednesday 8 April 2015, the "Registration Date"), either by registering them in the Company's register of nominative shares, or by registering them in the accounts of a licensed account holder or a settlement institution, the number of shares held on the day of the meeting being disregarded.

The shareholder must also inform the Company of her/his desire to attend the general meeting. A holder of nominative shares should send to the Company the signed original of the attendance notice, this form being appended to the invitation to attend. A holder of dematerialized shares should send to the Company an attestation, issued by the licensed account holder or by the settlement institution, certifying the number of shares that are registered in the accounts of the account holder or settlement institution on the name of the shareholder at the Registration Date and for which the shareholder has declared he/she wants to participate in the general meeting. The attendance notice or the attestation should reach the Company, at the e-mail address [marc.van.steenvoort@gmail.com](mailto:marc.van.steenvoort@gmail.com), no later than six days before the date of the general meeting (being Thursday 16 April 2015).

Solely the persons who are shareholder at the Registration Date and have complied with the before mentioned attendance formalities will be authorised to attend the meeting and vote.

### **Voting by proxy**

Shareholders may be represented by a proxy, in conformity with the articles 547 to 549 of the Company code.

The proxy must be executed in writing on the basis of the form drawn up by the board of directors, and must be signed by the shareholder. For the nominative shareholders the form is appended to their invitation to attend. Holders of dematerialized shares can retrieve the form from the Company's website [www.financiere-tubize.be](http://www.financiere-tubize.be). The proxy must reach the Company, at the e-mail address [marc.van.steenvoort@gmail.com](mailto:marc.van.steenvoort@gmail.com), no later than six days before the date of the meeting (being Thursday 16 April 2015).

### **Adding items to the agenda and submitting proposed decisions**

One or more shareholders collectively holding at least 3% of the share capital may request that items be added to the agenda of the meeting and submit proposed decisions concerning original and/or added matters on the agenda.

Requests should be made in writing and include the text of items to be added with corresponding proposed decisions or of proposed decisions relating to original agenda items. They should state the e-mail address to which the Company can send an acknowledgement of receipt within 48 hours. Requests should reach the Company no later than twenty-two days before the date of the general meeting (being Tuesday 31 March 2015) by e-mail sent to [marc.van.steenvoort@gmail.com](mailto:marc.van.steenvoort@gmail.com).

Shareholders intending to exercise this right should prove, on the date of their request, that they hold at least 3 % of the share capital, either through a certificate stating that the corresponding shares are registered in the Company's register of nominative shares, or through a certificate drawn up by a licensed account holder or settlement institution certifying the number of corresponding dematerialised shares registered in accounts on the name of the shareholders. They should also perform the accounting registration for at least 3 % of the capital.

If shareholders exercise this right, the Company shall publish a supplemented agenda for the general meeting according to the same terms as the original agenda and no later than fifteen days before the date of the general meeting (being Tuesday 7 April 2015). Simultaneously, the Company will make amended forms for voting by proxy available to its shareholders through its website.

### **Right to ask questions to the directors and the auditor**

Each shareholder who has satisfied the formalities for admission to the meeting has the right, as from the publication of the invitation to attend, to ask questions in writing about the directors' and the auditor's reports, as well as about any other items indicated on the agenda of the general meeting, to which will be responded, as the case may be, by the directors or the auditor, as long as the disclosure of data or facts does not harm the Company's commercial interests and does not violate the confidentiality agreements binding the Company, its directors or the auditor. These questions should be sent electronically to [marc.van.steenvoort@gmail.com](mailto:marc.van.steenvoort@gmail.com), no later than the sixth day before the date of the meeting (being Thursday 16 April 2015).

### **Information on the website**

The following information can be consulted on the Company's website [www.financiere-tubize.be](http://www.financiere-tubize.be):

- Present convening
- Total number of shares and voting rights at the date of the present convening
- Documents to be presented at the general meeting:
  - Annual accounts
  - Consolidated financial statements
  - Report of the board of directors
  - Remuneration report
  - Report of the independent auditor on the annual accounts
  - Report of the independent auditor on the consolidated financial statements
  - Annual financial report
  - Profiles of the directors whose mandate is proposed for renewal
  - CV of the new representative of Mazars Réviseurs d'Entreprises for the auditor's mandate
- Commentary of the board of directors on those agenda items of the general meeting that do not require a decision
- Proxy form

Holders of nominative shares receive a copy of all documents together with the invitation to attend. Other shareholders may obtain a free copy of the documents by sending a request by letter to the registered seat of the Company or electronically to [marc.van.steenvoort@gmail.com](mailto:marc.van.steenvoort@gmail.com).

Please note that, on the day of the meeting, shareholders and proxy holders will be invited to prove their identity, and representatives of legal entities must prove their representation power. For this reason and for a smooth functioning of the meeting, participants are invited to arrive as from 10h00 onwards.

**Brussels, 20 March 2015**  
**The Board of Directors**