

REMUNERATION REPORT

Ladies and gentlemen

In accordance with the legal requirements, we are honoured to present the 2016 remuneration report.

1. Responsibilities

In accordance with article 526quater, §4 of the Company Code, Tubize is exempt from the obligation to install a remuneration committee. The functions assigned to the remuneration committee are exercised by the board of directors in its entirety. The board determines the remuneration policy for the directors and for the executive responsible for the day-to-day management ('general manager'), as well as their individual remuneration.

2. Policy

Until 2016 included, the remuneration of the directors solely consisted of fixed fees. The general shareholders meeting of 26 April 2017 will be called to approve the proposition to increase the fixed fees of the directors as from 2017 onwards and to attribute an attendance fee which is function of attendance at the board meetings.

The fixed fee of the chairman of the board of directors is twice the fee of a director.

The service agreement between the Company and the general manager provides for a remuneration based on the number of hours performed.

3. Remuneration and other benefits granted to non-executive directors

The fixed fee for the directors amounts to € 10,000 per person for the accounting year 2016. The fixed fee for the chairman of the board of directors amounts to € 20,000.

The general meeting of shareholders of 26 April 2017 will be called to approve the proposition to fix, as from accounting year 2017 onwards, the fee of the directors at € 30,000 per person per year and the fee of the chairman of the board of directors at € 60,000 per year. These amounts are exclusive of possible VAT and employer social security contributions, which will be borne by Tubize. A comparative analysis of the remunerations of non-executive directors of Belgian listed companies has demonstrated that the remunerations attributed by Tubize were significantly below the median of the remunerations applied by the Belgian listed companies of the BEL Small segment. The remunerations of Tubize were no longer aligned with the ever more demanding requirements of good governance and the ongoing professionalization of the director's function. It was therefore necessary to increase the remunerations to be able to continue to recruit high profile candidates.

The general shareholders meeting of 26 April 2017 will further be called to approve the proposition to attribute, as from accounting year 2017 onwards, an attendance fee of € 1,000 per person for each meeting of the board attended by the directors, including the chairman of the board of directors.

4. Remuneration of executives in their capacity of director

The general manager is the only executive of the Company. He is not a member of the board of directors.

5. Performance related remuneration of the general manager

The general manager does not receive any remuneration that is linked to the performance of Tubize or UCB.

6. Breakdown of the remuneration and other benefits granted to the general manager

Management fees granted to Marc Van Steenvoort (MVS) for accounting year 2016 amount to € 166k (exclusive of VAT), of which an amount of € 20k (exclusive of VAT) has been paid by MVS for subcontracted bookkeeping services.

7. Breakdown of the remuneration and other benefits granted to other executives

As the general manager is the only executive of the Company, this information is not applicable.

8. Shares granted to the general manager

The general manager does not receive shares, share options or any other rights to acquire shares of Tubize.

9. Severance pay clauses with respect to the general manager

The service agreement between the Company and the general manager, foresees that the latter is entitled to an indemnity equal to a quarterly remuneration when the Company terminates the agreement in case the general manager is no longer capable to fully exercise his missions for reasons of illness. The indemnity will be determined based on the average remuneration invoiced by the general manager to the Company and paid by the latter with respect to the four quarters preceding the termination of the agreement.

10. Severance pay to the general manager

No severance pay has been granted in 2016.

11. Recovery of variable remuneration granted to the general manager based on erroneous financial information

This section is not applicable, as the remuneration of the general manager does not contain variable components.

Brussels, 22 February 2017

The board of directors

François Tesch
Chairman of the board of directors

Evelyn du Monceau
Member of the board of directors