

To be valid, this proxy should reach Financière de Tubize on Thursday 19 April 2018 at the latest  
It should be sent electronically to the e-mail address [aspijcke@icloud.com](mailto:aspijcke@icloud.com)

## ORDINARY GENERAL MEETING OF 25 APRIL 2018

### PROXY

The undersigned

Name: .....

First name: .....

Address: .....

or

Name company: .....

Legal form: .....

Company number: .....

Address registered seat: .....

here represented by:

Name: .....

First name: .....

Function: .....

owner or usufructuary of ..... [number] shares Financière de Tubize at the Registration Date of 11 April 2018,

appoints as proxy:

Name: .....

First name: .....

Address:.....

to represent him/her at the ordinary general meeting of shareholders of Financière de Tubize, which will take place on Wednesday 25 April 2018 at 11:00am at the registered seat, and to vote in his/her name on the items taken up in the agenda mentioned hereafter, in accordance with the voting instructions and with the powers mentioned hereafter.

## Agenda of the ordinary general meeting

1. Report of the board of directors on the financial year ended 31 December 2017  
*Commentary: the board report discusses all the items referred to in article 96 of the Company code.*
2. Remunerations report on the financial year ended 31 December 2017  
*Proposed decision: approve the remunerations report on the financial year ended 31 December 2017.*
3. Statutory auditor's report on the annual accounts as at 31 December 2017  
*Commentary: this report has been prepared in accordance with the articles 143 and 144 of the Company code.*
4. Annual accounts as at 31 December 2017 – Result appropriation  
*Proposed decision: approve the annual accounts as at 31 December 2017, including the distribution of a gross dividend of € 0,54 per share.*
5. EU-IFRS financial statements as at 31 December 2017  
*Commentary: to provide a useful and complete set of information to the market, the Company prepares, in addition to the annual accounts in accordance with the Company code and Belgian accounting law (BE GAAP), financial statements in accordance with international financial reporting standards as adopted by the European Union (EU-IFRS), with equity accounting of UCB. These financial statements and the statutory auditor's report thereon are communicated to the general meeting and published on the Company's website.*
6. Discharge of the directors for the financial year ended 31 December 2017  
*Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2017*
7. Discharge of the statutory auditor for the financial year ended 31 December 2017  
*Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2017*
8. Renewal of the statutory auditor for the financial year ended 31 December 2017  
*Proposed decision: on the proposal of the Board of Directors, exercising the powers of an audit committee, renew the mandate of the auditor of Mazars Réviseurs d'Entreprises SCRL (company number 0428.837.899), whose head office is located Avenue Marcel Thiry 77 box 4 in 1200 Woluwe-Saint-Lambert, represented by Mr Xavier Doyen, auditor, for a period of three years which will end at the end of the ordinary general meeting to be held in 2021, and set the annual remuneration for the exercise of this mandate at an amount of € 10,000 (excluding VAT), this amount being reviewed annually, starting from the 2018 financial year, to take account of the evolution of the consumer price index*
9. Board of Directors - Renewal - Appointment  
*Comment: Arnoud de Pret did not apply for the renewal of his term as of April 25, 2018, his term expiring on that date*
  - a) *Proposed decision: renew the term of office of Nicolas Janssen for a period of four years ending at the end of the ordinary general meeting to be held in 2022.*
  - b) *Proposed decision: renew the term of office of Fiona de Hemptinne for a period of four years ending at the end of the ordinary general meeting to be held in 2022*
  - c) *Proposed decision: renew the term of office of director of Cynthia Favre d'Echallens for a period of four years ending at the end of the ordinary general meeting to be held in 2022.*
  - d) *Proposed decision: approve the appointment of Mr. Marc Speeckaert as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2022.*

## Voting instructions

Proposed decision	In favour	Against	Abstention
Remunerations report on the financial year ended 31 December 2017 <i>Proposed decision: approve the remunerations report on the financial year ended 31 December 2017.</i>	○	○	○
Annual accounts as at 31 December 2017 – Result appropriation <i>Proposed decision: approve the annual accounts as at 31</i>	○	○	○

Proposed decision	In favour	Against	Abstention
<i>December 2017, including the distribution of a gross dividend of € 0.54 per share.</i>			
Discharge of the directors for the financial year ended 31 December 2017 <i>Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2017.</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Discharge of the statutory auditor for the financial year ended 31 December 2017 <i>Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2017.</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Renewal of the statutory auditor for the financial year ended 31 December 2017 <i>Proposed decision: on the proposal of the Board of Directors, exercising the powers of an audit committee, renew the mandate of the auditor of Mazars Réviseurs d'Entreprises SCRL (company number 0428.837.899), whose head office is located Avenue Marcel Thiry 77 box 4 in 1200 Woluwe-Saint-Lambert, represented by Mr Xavier Doyen, auditor, for a period of three years which will end at the end of the ordinary general meeting to be held in 2021, and set the annual remuneration for the exercise of this mandate at an amount of € 10,000 (excluding VAT), this amount being reviewed annually, starting from the 2018 financial year, to take account of the evolution of the consumer price index</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Renewal of a director's mandate <i>Proposed decision: renew the term of office of Nicolas Janssen for a period of four years ending at the end of the ordinary general meeting to be held in 2022.</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Renewal of a director's mandate <i>Proposed decision: renew the term of office of Fiona de Hemptinne for a period of four years ending at the end of the ordinary general meeting to be held in 2022.</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Renewal of a director's mandate <i>Proposed decision: renew the term of office of Cynthia Favre d'Echallens for a period of four years ending at the end of the ordinary general meeting to be held in 2022.</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Appointment of a new director <i>Proposed decision: approve the appointment of Mr. Marc Speeckaert as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2022.</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

[Indicate a voting instruction for each of the proposed decisions by ticking a box]

If no instruction is indicated for a proposed decision, the proxy will vote in the interest of the principal.

However, if the proxy is one of the persons defined in article 547bis, §4, second paragraph of the Company Code, he/she can only exercise the voting right if he/she has received specific voting instructions for each of the proposed decisions mentioned on the agenda.

If new proposed decisions are added at the request of shareholders in accordance with article 533ter of the Company Code, the proxy may, in accordance with article 533ter, §4, second paragraph, deviate from any instructions of the principal if the execution of such instructions might damage the interests of the latter. If, in accordance with article 533ter of the Company Code, new items are added to the agenda:

- The proxy is entitled to vote

The proxy must abstain from voting

[Make a choice by ticking one of the boxes]

**Powers**

The proxy can draw up and sign all acts, documents, minutes and attendance lists, substitute, and more generally do whatever is necessary to execute this proxy, with guarantee of ratification.

Financière de Tubize SA should receive the present proxy, duly completed and signed, at the latest on Thursday 19 April 2018. The proxy should be sent electronically to the e-mail address marc.van.steenvoort@gmail.com

Drawn up in ..... [place] at ..... [date]

[Signature]