

To be valid, this proxy should reach Financière de Tubize on Thursday 18 April 2019 at the latest  
It should be sent electronically to the e-mail address [aspjcke@icloud.com](mailto:aspjcke@icloud.com)

## ORDINARY GENERAL MEETING OF 24 APRIL 2019

### 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 24 April 2019 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 2018  
*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 2018  
*Proposed decision: approve the remunerations report on the financial year ended 31 December 2018.*
3. Statutory auditor's report on the annual accounts as at 31 December 2018  
*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 2018 – Result appropriation  
*Proposed decision: approve the annual accounts as at 31 December 2018, including the distribution of a gross dividend of € 0,56 per share.*
5. EU-IFRS financial statements as at 31 December 2018  
*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 2018  
*Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2018*
7. Discharge of the statutory auditor for the financial year ended 31 December 2018  
*Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2018*
8. Board of Directors - Renewal - Appointment  
*Comment: The term of several directors expires*
  - a) *Proposed decision: renew the term of office of Evelyn du Monceau for a period of four years ending at the end of the ordinary general meeting to be held in 2023.*
  - b) *Proposed decision: renew the term of office of Charles Antoine Janssen for a period of four years ending at the end of the ordinary general meeting to be held in 2023.*
  - c) *Proposed decision: renew the term of office of director of Cyril Janssen for a period of four years ending at the end of the ordinary general meeting to be held in 2023.*
  - d) *Proposed decision: approve the appointment of AVO Management BVBA, duly represented by its permanent representative, Mrs. Annick van Overstraeten as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2023*
  - e) *Proposed decision: Confirm that AVO Management BVBA is appointed as independent director, the company and its permanent representative both responding to the independence criteria laid down in article 526ter of the Company code.*

## Voting instructions

Proposed decision	In favour	Against	Abstention
Remunerations report on the financial year ended 31 December 2018 <i>Proposed decision: approve the remunerations report on the financial year ended 31 December 2018.</i>	○	○	○
Annual accounts as at 31 December 2018 – Result appropriation <i>Proposed decision: approve the annual accounts as at 31 December 2018, including the distribution of a gross dividend of € 0.56 per share.</i>	○	○	○
Discharge of the directors for the financial year ended 31 December 2018 <i>Proposed decision: by special vote, discharge each of the directors</i>	○	○	○

Proposed decision	In favour	Against	Abstention
<i>for the execution of their respective mandate during the financial year ended 31 December 2018.</i>			
Discharge of the statutory auditor for the financial year ended 31 December 2018 <i>Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2018.</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 Evelyn du Monceau for a period of four years ending at the end of the ordinary general meeting to be held in 2023.</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 Charles-Antoine Janssen for a period of four years ending at the end of the ordinary general meeting to be held in 2023.</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 Cyril Janssen for a period of four years ending at the end of the ordinary general meeting to be held in 2023.</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Appointment of a new director <i>Proposed decision: approve the appointment of AVO Management BVBA, duly represented by its permanent representative, Mrs. Annick van Overstraeten as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2023</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Appointment of a new director <i>Proposed decision: Confirm that AVO Management BVBA is appointed as independent director, the company and its permanent representative both responding to the independence criteria laid down in article 526ter of the Company code</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 18 April 2019. The proxy should be sent electronically to the e-mail address marc.van.steenvoort@gmail.com

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

[Signature]