

**Financière de Tubize SA/NV**  
**Allée de la Recherche 60**  
**1070 Brussels**  
**BE 0403.216.429**  
[www.financiere-tubize.be](http://www.financiere-tubize.be)

## **CONVENING OF THE GENERAL MEETINGS OF 27 APRIL 2016**

The shareholders are invited to attend the ordinary and extraordinary general meeting, which will take place on Wednesday 27 April 2016 at respectively 11:00h and 12:00h at the registered seat in 1070 Brussel (Anderlecht), Allée de la Recherche 60.

### **Agenda of the ordinary general meeting**

1. Report of the board of directors on the financial year ended 31 December 2015  
*Commentary: this report combines in a single document the board report referred to in article 95 et seq. of the Company code and the board report on the consolidated financial statements referred to in article 119 of the Company code. It discusses in a structured way the different legal requirements applicable to the report.*
2. Remuneration report on the financial year ended 31 December 2015  
*Proposed decision: approve the remuneration report on the financial year ended 31 December 2015.*
3. Independent auditor's report on the annual accounts as at 31 December 2015  
*Commentary: this report has been drawn up in accordance with articles 143 and 144 of the Company Code.*
4. Annual accounts as at 31 December 2015 – Result appropriation  
*Proposed decision: approve the annual accounts as at 31 December 2015, including the distribution of a gross dividend of € 0.50 per share.*
5. Consolidated financial statements as at 31 December 2015  
*Commentary: in accordance with articles 118 and 120 of the Company code, the consolidated financial statements have been prepared by the board and communicated to the general meeting. As required by article 114 §3 of the royal decree of 30 January 2001 concerning execution of the Company code, they have been prepared by applying the entire set of IAS/IFRS standards as adopted by the European Union.*
6. Independent auditor's report on the consolidated financial statements as at 31 December 2015  
*Commentary: this report has been drawn up in accordance with article 148 of the Company code.*
7. Discharge of the directors for the financial year ended 31 December 2015  
*Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2015.*
8. Discharge of the independent auditor for the financial year ended 31 December 2015  
*Proposed decision: discharge the independent auditor for the execution of his mandate during the financial year ended 31 December 2015.*
9. Renewal of a director's mandate  
*Proposed decision: renew the director's mandate of François Tesch for a period of four years ending at the ordinary general meeting of 2020.*

## Agenda of the extraordinary general meeting

1. Amendment of the Articles of Association: Renewal of the authorisation given to the board of directors to acquire and dispose of own shares to avoid imminent serious damage  
*Proposed decision: replace article 11, paragraphs 7 and 8, by the following text:*  
*« L'autorisation de l'assemblée générale n'est, de plus, pas requise lorsque l'acquisition d'actions propres est nécessaire pour éviter à la société un dommage grave et imminent. Cette habilitation statutaire n'est valable que pour une période de trois ans à dater de la publication de l'assemblée générale du 27 avril 2016 modifiant les statuts en ce sens, et peut être prorogée pour des termes identiques conformément aux dispositions du Code des sociétés. L'assemblée générale du 27 avril 2016 a octroyé au conseil d'administration l'autorisation d'acquérir des actions de la société afin d'éviter un dommage grave et imminent, pour une durée de trois ans à dater de la publication de la modification des présents statuts décidée par l'assemblée précitée. »*
2. Amendment of the Articles of Association, in particular to bring them in line with the provisions of the Company code  
*Proposed decision: amend the articles of association as follows:*
  - *Article 2: add the words « arrondissement judiciaire de Bruxelles » at the end of the first paragraph of this article*
  - *Article 6: this article concerning the history of the capital is deleted and the Articles of Association are renumbered accordingly*
  - *Article 7 (new article 6): replace the words « au taux d'escompte de la Banque Nationale augmenté de deux pourcent » by « au taux légal »*
  - *Article 8 (new article 7): replace this article by the following text:*  
*« Les actions restent nominatives jusqu'à leur entière libération. Les actions entièrement libérées sont nominatives ou dématérialisées au choix de l'actionnaire. Les titulaires d'actions libérées peuvent à toute époque demander la conversion de leurs actions d'une forme en l'autre forme. »*
  - *Article 10 (new article 9): add the word « rendre » between « qui ne devra » and « aucun compte de son refus »*
  - *Article 11 (new article 10): replace the words « aux articles 6 et 7 » by « à l'article 6 »*
  - *Article 17 (new article 16): the following paragraphs are added at the end of this article:*  
*« Les convocations sont faites par écrit à chacun des administrateurs huit jours avant la réunion, sauf cas d'urgence, avec communication de l'ordre du jour. Le conseil d'administration se réunit valablement sans convocation si tous les administrateurs sont présents ou représentés et ont marqué leur accord sur l'ordre du jour »*
  - *Article 22 (new article 21): add the words « parmi les réviseurs d'entreprises, inscrits au registre public de l'Institut des Réviseurs d'Entreprises, » between « l'assemblée générale » and « selon les dispositions légales »*
  - *Article 26 (new article 25): add the following words at the end of the first sentence of this article: « et répondent aux questions qui leur sont posées par les actionnaires au sujet de leur rapport, dans la mesure où la communication de données ou de faits n'est pas de nature à porter préjudice aux intérêts commerciaux de la société ou aux engagements de confidentialité souscrits par la société, ses administrateurs ou les commissaires »*
  - *Article 30 (new article 29): replace this article by the following text: « Les convocations pour toute assemblée générale contiennent les mentions prescrites par le Code des Sociétés et sont faites conformément aux dispositions légales »*
  - *Article 36 (new article 35): delete this article and renumber the Articles of Association accordingly*
  - *Article 37 (new article 35): replace this article by the following text: « Lorsque l'assemblée a à décider d'une augmentation ou d'une réduction du capital social, de la fusion de la*

*société avec une autre, de la scission ou de la dissolution de la société ou de toute autre d'une modification aux statuts, elle ne peut délibérer que si l'objet des modifications proposées est spécialement indiqué dans les convocations et si ceux qui assistent à l'assemblée représentent la moitié au moins du capital social.*

*Si cette dernière condition n'est pas remplie, une nouvelle assemblée délibèrera valablement quelle que soit la portion du capital représentée.*

*Aucune modification n'est admise que si elle réunit les trois quarts des voix, au moins, sauf dans les cas où la loi prévoit une majorité plus stricte.»*

- *Article 40 (new article 38): replace the words « un mois » by the words « quarante-cinq jours ».*

3. Assign the powers to execute the above mentioned decisions:

*Proposed decision: assign powers, with possibility of sub-delegation, to the board of directors for the execution of the above mentioned decisions, and to Madame Stéphanie Ernaelsteen and Madame Anne-Catherine Guiot, each acting separately, to prepare the consolidated text of the Articles of Association.*

### **Formalities to attend the general meetings**

To attend or be represented at the general meetings 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 meetings at 24:00h Belgian time (being Wednesday 13 April 2016, 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 meetings being disregarded.

The shareholder must also inform the Company of her/his desire to attend the general meetings. A holder of nominative shares should send to the Company the duly signed attendance notices, these forms (please note that there are separate forms for the ordinary and for the extraordinary meeting) being appended to the invitation to attend. A holder of dematerialized shares should send to the Company the attestations (please note that there are separate forms for the ordinary and for the extraordinary meeting), 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 meetings. The attendance notices or the attestations 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 21 April 2016).

### **Voting by proxy**

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

The proxies (please note that there are separate proxies for the ordinary and for the extraordinary meeting) must be executed in writing on the basis of the forms drawn up by the board of directors, and must be signed by the shareholder. For the nominative shareholders the forms are appended to their invitation to attend. Holders of dematerialized shares can retrieve the forms 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 21 April 2016).

### **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 meetings 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 5 April 2016) 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 meetings according to the same terms as the original agenda and no later than fifteen days before the date of the general meetings (being Tuesday 12 April 2016). 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 21 April 2016).

### **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
- Proxy forms
- 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
  - Profile of the director whose mandate is proposed for renewal.

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 to [marc.van.steenvoort@gmail.com](mailto:marc.van.steenvoort@gmail.com).

Please note that, on the day of the meetings, 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, 23 March 2016  
The Board of Directors