

**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 ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS OF 25 APRIL 2018**

The shareholders are invited to attend the ordinary and extraordinary general meetings, which will take place on Wednesday 25 April 2018 at respectively 11:00h en 12:00h in the EEBIC business center located in 1070 Brussels (Anderlecht), Allée de la Recherche 12 (Metro: Erasme - Erasme public parking nearby).

### **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.*

### **Agenda of the extraordinary general meeting**

1. Amendment of the Articles of Association: Renewal of the authorisation given to the board of directors to purchase and dispose of own shares  
*Proposed decision: replace article 10, paragraphs 4 and 5, by the following text:*  
« *Cette autorisation peut être prorogée une ou plusieurs fois conformément aux dispositions du Code des sociétés.*  
*L'assemblée générale du 25 avril 2018 a octroyé au conseil d'administration, pour une période de cinq ans à compter de la date de ladite assemblée, l'autorisation d'acquérir dans les conditions prévues par la loi, des actions de la société. Le pair comptable des actions rachetées ne peut dépasser 20% du capital souscrit. Les acquisitions pourront se réaliser à un cours compris entre 1 euro et 200 euros. Le conseil d'administration est autorisé, le cas échéant, à constater le nombre d'actions à annuler et à adapter l'article 5 des statuts en fonction du nombre d'actions annulées.*  
*Le conseil d'administration peut, par ailleurs, aliéner les actions de la société, en bourse ou de toute autre manière. »*
2. 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 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 11 April 2018, 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 meeting. A holder of nominative shares should send to the Company the duly signed attendance notice, this form being appended to the invitation to attend. A holder of dematerialized shares should send to the Company the attestations 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 notices or the attestations should reach the Company, at the e-mail address [aspjcke@icloud.com](mailto:aspjcke@icloud.com), no later than six days before the date of the general meeting (being Thursday 19 April 2018).

### **Voting by proxy**

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

The proxies 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 [aspjcke@icloud.com](mailto:aspjcke@icloud.com), no later than six days before the date of the meeting (being Thursday 19 April 2018).

### **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 3<sup>rd</sup> April 2018) by e-mail sent to [aspjicke@icloud.com](mailto:aspjicke@icloud.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 10 April 2018). 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 statutory 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 statutory 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 statutory auditor. These questions should be sent electronically to [aspjicke@icloud.com](mailto:aspjicke@icloud.com), no later than the sixth day before the date of the meeting (being Thursday 19 April 2018).

### **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 form
- Total number of shares and voting rights at the date of the present convening
- Documents to be presented at the general meeting:
  - Annual accounts
  - EU-IFRS financial statements
  - Report of the board of directors
  - Remuneration report
  - Report of the statutory auditor on the annual accounts
  - Report of the statutory auditor on the EU-IFRS financial statements
  - Annual financial report
  - Profile of the newly proposed director and of the directors whose mandate are 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 [aspjicke@icloud.com](mailto:aspjicke@icloud.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, 21<sup>st</sup> March 2018  
The board of directors