

**CONVENING OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF  
SHAREHOLDERS  
OF 29 APRIL 2022**

The shareholders are invited to attend the ordinary and extraordinary general meeting, which will take place on Wednesday 29<sup>th</sup> of April 2022, respectively, at 11:00AM and 12:00AM at the registered seat in 1070 Brussels (Anderlecht), Allée de la Recherche 60.

**Due to the uncertainty related to the sanitary situation and the measures that could be taken by the public authorities, the board of directors recommends that shareholders who wish to participate in the ordinary general meeting to express their vote by proxy by giving a mandate to the person independent mentioned in the form of proxy attached to this notice and specifying their voting instructions.**

The board of directors has decided not to organize a remote general meeting in accordance with article 7: 137, §1 of the Companies and Associations Code.

However, the board has decided to broadcast the meeting through Teams. Shareholders wishing to attend are requested to provide their email address in the notice of attendance attached to this notice. Remote electronic voting will not be possible.

**AGENDA OF THE ORDINARY GENERAL MEETING OF 29 APRIL 2022**

1. Report of the board of directors on the financial year ended 31 December 2021  
*Commentary: the board report discusses all the items referred to in article 3:6 of the Company and Associations code.*
2. Remunerations report on the financial year ended 31 December 2021  
*Proposed decision: approve the remunerations report on the financial year ended 31 December 2021.*
3. Statutory auditor's report on the annual accounts as at 31 December 2021  
*Commentary: this report has been prepared in accordance with the articles 3:74 and 3:75 of the Company and Associations code.*
4. Annual accounts as at 31 December 2021 – Result appropriation  
*Proposed decision: approve the annual accounts as at 31 December 2021, including the distribution of a gross dividend of € 0,75 per share.*
5. EU-IFRS financial statements as at 31 December 2021  
*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.*
6. Discharge of the directors for the financial year ended 31 December 2021  
*Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2021*
7. Discharge of the statutory auditor for the financial year ended 31 December 2021  
*Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2021*
8. Board of Directors - Renewal – Resignation - Appointment
  - a) *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 2026;*

- b) *Proposed decision: approve the appointment of Biofina SRL duly represented by its permanent representative Mrs Fiona de Hemptinne as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2026;*
- c) *Proposed decision: approve the appointment of Eric Cornut as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2026;*
- d) *Proposed decision: register the resignation of Mr Edouard Janssen as a director with effect from the date of this meeting;*
- e) *Proposed decision: approve the appointment of EJ Management SRL duly represented by its permanent representative Mr Edouard Janssen as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2026;*

## **AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF 29 APRIL 2022**

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 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 ayant, pour la dernière fois modifié les statuts en ce sens, et peut être prorogée pour des termes identiques conformément aux dispositions du Code des sociétés.*

*L'assemblée générale du 29 avril 2022 a octroyé au conseil d'administration l'autorisation d'acquérir et d'aliéner 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. 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, from Van Halteren Notary office, 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 Friday 15 April 2022, 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 [eric.nys@financiere-tubize.be](mailto:eric.nys@financiere-tubize.be), no later than six days before the date of the general meeting (being Saturday 23 April 2022).

A Teams invitation to attend the general meeting will be communicated to the email address provided by the shareholder in the notice of attendance.

### **Voting by proxy**

The board of directors encourages shareholders to be represented by a proxy, in accordance with the provisions of articles 7: 142 to 7: 145 of the Companies and Associations 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 [eric.nys@financiere-tubize.be](mailto:eric.nys@financiere-tubize.be), no later than six days before the date of the meeting (being Saturday 23 April 2022).

### **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 Thursday 7<sup>th</sup> of April 2022) by e-mail sent to [eric.nys@financiere-tubize.be](mailto:eric.nys@financiere-tubize.be).

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 Thursday 14 April 2022). 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 [eric.nys@financiere-tubize.be](mailto:eric.nys@financiere-tubize.be), no later than the sixth day before the date of the meeting (being Saturday 23 April 2022).

### **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

- All documents intended to be presented to the ordinary general meeting
  - Annual accounts
  - EU-IFRS accounts
  - Management report of the board of directors
  - Remuneration report
  - Statutory auditor's report on the annual accounts
  - Auditor's report on the EU-IFRS accounts
  - Annual financial report
  - Draft remuneration policy
  - Profile of the proposed new directors and profile of the directors whose term of office is proposed.

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 [eric.nys@financiere-tubize.be](mailto:eric.nys@financiere-tubize.be).

On the day of the assemblies, share owners and proxy holders will have to prove their identity and representatives of corporations will have to evidence their power. Therefore, it is highly recommended to register at 10:00AM.

The board of directors