

To be valid, this proxy should reach Financière de Tubize
on Thursday 24 April 2021 at the latest
It should be sent electronically to the e-mail address aspjcke@financiere-tubize.be

ORDINARY GENERAL MEETING OF 30 APRIL 2021

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 16 April 2021,

appoints as proxy:

1. Name:

First name:

Address:.....

Or, in the absence of,

2. Mrs Sandrine Hirsch electing residence at Simont Braun, 1050 Brussels, Avenue Louise 250 or, in the absence of, Mr Eric Nys electing home Avenue de Tervuren, 412 to 1150 Brussels, each with the power to act alone

Please note that the person mentioned in item 2 above is an independent proxy, proposed for your facility. In case you prefer to be represented by a person of your choice, please refer to item 2 and indicate the name and address of your designated proxy in item 1.

It is recommended not to designate Financière de Tubize, a member of the Board of Directors or the Director, or any person who is related to them, in order to avoid a potential conflict of interest.

If you appoint a proxy in item 1, he/she could have a potential conflict of interest as defined in Section 7:143, 4 of the Code of companies and associations. If such a conflict of interest were to arise, the proxy will only be able to vote in the execution of the specific voting instructions set out in this proxy voting.

In the absence of a specific person designated at point 1, one of the persons designated at point 2 will automatically be considered as proxy. This proxy will vote on your behalf and as directed. If the power of attorney does not contain specific voting instructions for those mentioned in point 2, these proxies will be presumed to have been instructed to vote in favour of the proposed resolutions.

to represent him/her at the extraordinary general meeting of shareholders of Financière de Tubize, which will take place on Friday the 30 April 2021 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 2020
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 2020
Proposed decision: approve the remunerations report on the financial year ended 31 December 2019.
3. Statutory auditor's report on the annual accounts as at 31 December 2020
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 2020 – Result appropriation
Proposed decision: approve the annual accounts as at 31 December 2020, including the distribution of a gross dividend of € 0,68 per share.
5. EU-IFRS financial statements as at 31 December 2020
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 2020
Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2020
7. Discharge of the statutory auditor for the financial year ended 31 December 2020
Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2019
8. Remuneration policy
Proposed decision: approve the remuneration policy established in accordance with article 7: 89/1 of the Companies and Associations Code
9. Board of Directors - Renewal – Resignation - Appointment
 - a) *Proposed decision: renew the term of office of Cedric van Rijckevorsel for a period of four years ending at the end of the ordinary general meeting to be held in 2025;*
 - b) *Proposed decision: renew the term of office of NV Vauban duly represented by its permanent representative Mr Gaëtan Hannecart, for a period of four years ending at the end of the ordinary general meeting to be held in 2025;*
 - c) *Proposed decision: Confirm that NV Vauban is appointed as independent director, the company and its permanent representative both responding to the independence criteria laid down in article 7:87 of the Company and Associations code and the 2020 Governance code;*
 - d) *Proposed decision: register the resignation of Mr Bruno Holthof as a director with effect from the date of this meeting;*
 - e) *Proposed decision: approve the appointment of Praksis BV duly represented by its permanent representative Mr Bruno Holthof as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2025;*

- f) Proposed decision: Confirm that Praksis BV is appointed as independent director, the company and its permanent representative both responding to the independence criteria laid down in article 7:87 of the Company and Associations code and the 2020 Governance code;
- g) Proposed decision: register the resignation of Mr Cyril Janssen as a director with effect from the date of this meeting;
- h) Proposed decision: approve the appointment of Nikita Srl duly represented by its permanent representative Mr Cyril Janssen as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2025;
- i) Proposed decision: register the resignation of Mr Nicolas Janssen as a director with effect from the date of this meeting;
- j) Proposed decision: approve the appointment of 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 2025.

10. Designation of the statutory auditor for the financial year ended 31 December 2024

Proposed decision: on the proposal of the Board of Directors, exercising the powers of an audit committee, appoint as statutory auditor BDO BEDRIJFSREVISOREN-BDO REVISEURS D'ENTREPRISES S.C.R.L. (N° d'entreprise 0431.088.289) whose head office is located Ave Da Vincilaan 9, 1930 Zaventem, represented by Mr Christophe Colson, auditor, for a period of three years which will end at the end of the ordinary general meeting to be held in 2024, and set the annual remuneration for the exercise of this mandate at an amount of € 13,000 (excluding VAT), this amount being reviewed annually, starting from the 2022 financial year, to take account of the evolution of the consumer price index.

Voting instructions

Proposed decision	In favour	Against	Abstention
Remunerations report on the financial year ended 31 December 2020 <u>Proposed decision:</u> approve the remunerations report on the financial year ended 31 December 2020	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Annual accounts as at 31 December 2020 – Result appropriation <u>Proposed decision:</u> approve the annual accounts as at 31 December 2020, including the distribution of a gross dividend of € 0.68 per share.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Discharge of the directors for the financial year ended 31 December 2020 <u>Proposed decision:</u> by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2020	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Discharge of the statutory auditor for the financial year ended 31 December 2020 <u>Proposed decision:</u> discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2020	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Remuneration policy <u>Proposed decision:</u> approve the remuneration policy established in accordance with article 7: 89/1 of the Companies and Associations Code	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Renewal of a director <u>Proposed decision:</u> renew the term of office of Cedric van Rijckevorsel for a period of four years ending at the end of the ordinary general meeting to be held in 2025	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Renewal of a director <u>Proposed decision:</u> renew the term of office of NV Vauban duly	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Proposed decision	In favour	Against	Abstention
<i>represented by its permanent representative Mr Gaëtan Hannecart, for a period of four years ending at the end of the ordinary general meeting to be held in 2025.</i>			
Renewal of a director <i>Proposed decision: Confirm that NV Vauban is appointed as independent director, the company and its permanent representative both responding to the independence criteria laid down in article 7:87 of the Company and Associations code and the 2020 Governance code</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Designation of a new director <i>Proposed decision: register the resignation of Mr Bruno Holthof as a director with effect from the date of this meeting</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Designation of a new director <i>Proposed decision: approve the appointment of Praksis BV duly represented by its permanent representative Mr Bruno Holthof as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2025</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Designation of a new director <i>Proposed decision: Confirm that Praksis BV is appointed as independent director, the company and its permanent representative both responding to the independence criteria laid down in article 7:87 of the Company and Associations code and the 2020 Governance code</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Designation of a new director <i>Proposed decision: register the resignation of Mr Cyril Janssen as a director with effect from the date of this meeting;</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Designation of a new director <i>Proposed decision: approve the appointment of Nikita Srl duly represented by its permanent representative Mr Cyril Janssen as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2025;</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Designation of a new director <i>Proposed decision: register the resignation of Mr Nicolas Janssen as a director with effect from the date of this meeting;</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Designation of a new director <i>Proposed decision: approve the appointment of 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 2025.</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 7:143, §4, second paragraph of the Code of companies and associations, 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 7:130 of the Code of companies and associations, the proxy may, in accordance with article 7:130, §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 7:130 of the Code of companies and associations, 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 24 April 2021**. The proxy should be sent electronically to the e-mail address asijcke@financiere-tubize.be.

Drawn up in [place] at [date]

[Signature]