

Financière de Tubize SA
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CONVENING OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS OF 28 APRIL 2023

The shareholders are invited to attend the ordinary and extraordinary general meeting, which will take place on Wednesday 28th of April 2023, respectively, at 11:00AM and 12:00AM at the registered seat in 1070 Brussels (Anderlecht), Allée de la Recherche 60.

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.

AGENDA OF THE ORDINARY GENERAL MEETING OF 28 APRIL 2023

1. Report of the board of directors on the financial year ended 31 December 2022
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 2022
Proposed decision: approve the remunerations report on the financial year ended 31 December 2022.
3. Statutory auditor's report on the annual accounts as at 31 December 2022
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 2022 – Result appropriation
Proposed decision: approve the annual accounts as at 31 December 2022, including the distribution of a gross dividend of € 0,86 per share.
5. Discharge of the directors for the financial year ended 31 December 2022
Proposed decision: by special vote, discharge each of the directors for the execution of their respective mandate during the financial year ended 31 December 2022
6. Discharge of the statutory auditor for the financial year ended 31 December 2022
Proposed decision: discharge the statutory auditor for the execution of his mandate during the financial year ended 31 December 2022
7. Board of Directors - Renewal – Resignation - Appointment
 - a) *Proposed decision: renew the term of office of Mrs Evelyn du Monceau for a period of four years ending at the end of the ordinary general meeting to be held in 2027;*
 - b) *Proposed decision: renew the term of office of AVO Management BV, duly represented by its permanent representative Mrs Annick Van Overstraeten for a period of four years ending at the end of the ordinary general meeting to be held in 2027;*
 - c) *Proposed decision: confirm that AVO Management BV, duly represented by its permanent representative Mrs Annick Van Overstraeten is appointed as an independent director, as it meets the independence requirements of the Companies and Associations Code and the Governance Code 2020;*
 - d) *Proposed decision: approve the appointment of BLTB SRL duly represented by its permanent representative Mr Charles-Antoine Janssen as a director for a period of four years ending at the end of the ordinary general meeting to be held in 2027.*

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF 28 APRIL 2023

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:

“This authorisation may be extended once or several times in accordance with the provisions of the Companies and Associations Code.

The general meeting of 28 April 2023 has granted the board of directors, for a period of five years from the date of publication of the minutes of the said meeting, the authorisation to acquire shares of the company under the conditions provided for by law. The par value of the shares purchased may not exceed 20% of the subscribed capital. Purchases may be made at a price between 1 euro and 200 euro. The Board of Directors is authorised, in the event of the cancellation of own shares acquired by the company, to establish the number of shares to be cancelled and to adapt Article 5 of the articles of association based on the number of shares cancelled.

The Board of Directors may also dispose of the company's shares on the stock exchange or in any other way.” (free translation – pls refer to the French version which is the authentic version)

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 14 April 2023, 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, no later than six days before the date of the general meeting (being Saturday 22 April 2023).

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. The proxy must reach the Company, at the e-mail address eric.nys@financiere-tubize.be, no later than six days before the date of the meeting (being Saturday 22 April 2023).

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 6th of April 2023) by e-mail sent to 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 13 April 2023). 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, no later than the sixth day before the date of the meeting (being Saturday 22 April 2023).

Information on the website

The following information can be consulted on the Company's website 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
 - Management report of the board of directors
 - Remuneration report
 - Auditor's report on the annual accounts
 - Annual financial report
 - 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.

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