



LIMITED LIABILITY COMPANY Karel Oomsstraat 37
2018 Antwerp
RPR Antwerp, section Antwerp: 0894.555.972

Annual and Extraordinary General Shareholders Meeting Convocation

The statutory director has the pleasure to invite all shareholders of TINC NV (the "Company") to attend the Annual and Extraordinary General meeting to be held on **Wednesday 21 May 2025** at **10.00h** in BluePoint Antwerpen, Filip Williotstraat 9, 2600 Berchem.

The shareholders and/or their representatives can register on this date as from 9.00h.

AGENDA OF THE ANNUAL GENERAL MEETING

This annual general meeting is convened to discuss and resolve on the following agenda:

- 1. Presentation and discussion of the statutory and consolidated annual report of the statutory director on the financial year closed on 31 December 2024**

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

- 2. Presentation and discussion of the reports of the statutory auditor regarding the statutory and the consolidated annual accounts on the financial year ended on 31 December 2024**

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

- 3. Presenting of the remuneration policy and approval of the remuneration report**

Proposed resolution:

The general meeting of shareholders approves the remuneration policy as incorporated in the annual report of the statutory director on the financial year ended on 31 December 2024.

- 4. Approval of the statutory annual accounts of the financial year ended on 31 December 2024**

Proposed resolution:

The general meeting of shareholders approves the statutory annual accounts of the financial year from 1 January 2024 till 31 December 2024.

- 5. Presentation of the consolidated annual accounts on the financial year ended on 31 December 2024**

This agenda item requires no resolution by the general shareholders meeting since it concerns a presentation.

6. Discharge to the statutory director for the financial year ended on 31 December 2024

Proposed resolution:

The general meeting of shareholders discharges the statutory director of the Company, TINC Manager NV, for the performance of its mandate during the financial year ended on 31 December 2024.

7. Discharge to the auditor for the financial year ended on 31 December 2024

Proposed resolution:

The general meeting of shareholders discharges the statutory auditor of the Company, BDO Bedrijfsrevisoren BV, represented by Mrs. Veerle Catry for the performance of her duties during the financial year ended on 31 December 2024.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

This Extraordinary General Meeting is convened to discuss and resolve on the following agenda:

1. Shareholder distribution of a (gross) amount of € 0,58 per share – Qualification partially as a capital reduction – Authorization to the statutory director to implement the distribution

Proposed resolution:

The general shareholders' meeting resolves to approve a distribution to the shareholders of a (gross) amount of € € 0,58 per share or a total of € 21.090.909,46 (the "Distribution") as follows:

- (a) The Distribution will be distributed to the shareholders as a single payment, representing a decrease of the company's equity, and is charged in accordance with article 18, paragraph 7 of the Income Tax Code 1992 for (i) a (gross) amount of € 0,18 per share as a dividend of the distributable reserve and retained earnings, and (ii) a (gross) amount of € 0,40 per share as a reduction of the company's share capital in accordance with article 7:208 of the Code for Companies and Associations (the "Capital Reduction").*
- (b) As a result of the Capital Reduction, the share capital of the company will be reduced by an amount equal to € € 14.545.454,80, being the result of (i) € 0,40 multiplied by (ii) the number of issued and outstanding shares of the company at the time of the approval of this resolution. The purpose of the Capital Reduction is to realize a shareholder distribution, is to take place without cancellation of existing shares of the company and shall be borne in the same way by each of the existing shares of the company. In view of the above decision, the Capital Reduction is fully charged to the fiscally paid-up capital in accordance with article 18 paragraph 7 of the Income Tax Code. Following the Capital Reduction, each share will represent an equal fraction of the Company's share capital.*

- (c) *The general shareholders' meeting decides to expressly authorize the statutory director (with the right of substitution and sub-delegation) to implement and execute the Distribution and to determine the payment date of the Distribution.*

2. Alternative shareholder distribution of a (gross) amount of € 0,58 per share

Proposed resolution (only to be submitted to the general shareholders' meeting in case the proposed resolution mentioned under item 1 of this agenda is not approved):

The general meeting resolves to approve an intermediate dividend amounting to a (gross) amount of € 0,58 per share (or in total € 21.090.909,46), to be charged to the distributable reserve or retained earnings. The general shareholders' meeting resolves to expressly authorize the statutory director (with the right of substitution and sub-delegation) to implement and execute the dividend distribution and to determine the payment date of the dividend distribution.

3. Authorized capital

3.1 Presentation and discussion of the statutory director's special report in accordance with articles 7:198 and 7:199 of the Code for Companies and Associations concerning the authorized capital

This agenda item does not require a resolution by the extraordinary general meeting as it is a presentation.

3.2 Authorization concerning authorized capital

Proposed resolution:

The general meeting decides

- *to renew the statutory director's statutory authorizations regarding the authorized capital with immediate effect;*
- *consequently, to grant the statutory director the broadest powers to increase the capital of the Company in one or more times, under the conditions and within the limits of the provisions of the Companies and Associations Code (including, but not exclusively, in the cases authorized in Articles 7:200 and 7: 201 CC), by an amount equal to the share capital at the time of the decision of the extraordinary general meeting, taking into account, to the extent applicable, the amount of any capital reduction that would have been approved by such extraordinary general meeting, under the modalities included in the new text of the Articles of Association that will be adopted by the resolution of the extraordinary general meeting in accordance with the proposed wording included in the special report pursuant to Articles 7:198 and 7:199 CC submitted to the extraordinary general meeting; and*
- *that the statutory director can make use of this authorization for 5 years from the publication of this resolution and, in the event of a public takeover bid on the Company, for 3 years as from the resolution of the extraordinary general meeting.*

4. Authorization to acquire own shares

Proposed resolution:

The general shareholders meeting resolves to grant authority to the statutory director to, in accordance with article 7:215 of the Code of Companies and Associations, in name and for the account of the Company, acquire, pledge or dispose of its own shares, without further prior approval or authorization by the general meeting of shareholders. The Company may acquire, pledge and dispose of its own shares (even outside the stock exchange) at a price per share which may not be lower than 80% nor higher than 120% of the closing stock exchange price of the day preceding the date of the transaction, and without the Company holding more than 20% of the total number of the shares issued.

This authorization is valid for a period of five years from the publication in the Belgian Official Gazette of the decision of the extraordinary general meeting. This authorization extends to acquisitions and disposals of the Company's shares by a direct subsidiary of the Company, in accordance with the legal provisions.

The statutory director is also granted a new statutory authorization for a period of three (3) years to acquire the Company's own shares, profit-sharing certificates or related depositary receipts without a resolution of the general meeting when such acquisition is necessary to safeguard the Company against imminent serious harm.

5. Authorizations to complete formalities

Proposed resolution:

The meeting decides to grant an authorization:

** to the statutory director, TINC Manager NV, represented by Mr. Manu Vandenbulcke, with the right of substitution, of the broadest powers necessary or useful for the execution of the decisions taken;*

** to the notary who will execute the deed, of all powers with a view to the publication and filing of the deed, as well as the coordination of the articles of association.*

PARTICIPATION

a) Participation in person – requirements for admission

In accordance with article 7:134, §2 WVV and article 22 of the articles of association of the Company the shareholders who wish to participate in person to the extraordinary general shareholders meeting need to comply with two requirements in order to be admitted:

1) Registration

The Company must be able to determine that you are the holder of the number of shares for which you want to participate and vote on the extraordinary meeting of shareholders on **Thursday 3 April 2025** at 24.00h CET (the "Registration date") on the basis of

- Registration of such shares in your name in the share register of the Company; or

- Registration of such shares in the accounts of a certified account holder or clearing and settlement institution,

Each time prior to expiry of the Registration date.

Please note that only persons who are a shareholder on the Registration date, are entitled to attend and vote at the Annual and Extraordinary General Meeting of shareholders.

2) Notification of attendance

In addition the shareholders need to notify the Company of their intention to attend the Annual and Extraordinary General shareholders meeting:

- The holders of **registered shares** shall see to it that a written confirmation of their intention to attend the extraordinary general shareholders meeting is received by the Company at the latest on **Friday 11 April 2025**. This notification can be delivered to the Company by mail (Karel Oomsstraat 37, 2018 Antwerpen, België, to the attention of Investor Relations), or email (investor.relations@tincinvest.com). A template notification of attendance letter is available at the registered office and on the website (www.tincinvest.com/generalmeeting) of the Company.
- The holders of **dematerialised shares** shall contact their financial intermediary, certified account holder or central securities depository with a request to:
 - draw up an attestation certifying the number of dematerialised shares, entered in the shareholder's name in its accounts on the Registration date, for which the shareholder intends to participate to the Extraordinary General Meeting, and
 - to file this attestation and notice of participation to the Extraordinary General Meeting at the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations, investor.relations@tincinvest.com) or to communicate these to Belfius (via e-mail to vergad-assem@belfius.be) at the latest on **Friday 11 April 2025**.

b) Representation by proxy holder

Shareholders can also be represented by a proxy holder of their choice, who may or may not be a shareholder of the Company, on the basis of a written proxy. Shareholders shall only appoint one representative, unless Belgian legislation allows otherwise. A proxy holder may hold a power of attorney of more than one shareholder.

For the appointment of a proxy holder, shareholders shall use a template proxy form which is available on the website of the Company (www.tincinvest.com/generalmeeting). The proxy form must be signed by the shareholder (or, in case of a legal entity, by its legal representative(s)), where appropriate electronically in accordance with Belgian legislation, and shall, at the latest on **Friday 11 April 2025**, be delivered at the registered office of the Company (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to

the attention of Investor Relations) or email (investor.relations@tincinvest.com). Shareholders who want to be represented, shall comply with the admission requirements outlined above (see section a).

c) Voting by mail

In accordance with article 24 of the articles of association of the Company, any shareholder is authorised to participate by mail to the voting on the agenda items by means of a voting form, provided by the Company. The voting form is available at the registered office and on the website (www.tincinvest.com/generalmeeting) of the Company. The shareholder shall see to it that the signed voting form is received by the Company at the latest on **Friday 11 April 2025**. Voting forms shall be sent to the Company by registered mail (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations). Shareholders who wish to participate to the annual and extraordinary meeting by voting form shall also comply with the admission requirements outlined above (see section a).

RIGHT TO AMEND THE AGENDA AND INTRODUCE PROPOSALS FOR RESOLUTIONS

One or more shareholders holding jointly at least 3% of the Company's share capital, have the right to add items to the agenda of the extraordinary general shareholders meeting and to introduce proposals for resolution. The requests thereto shall at the latest on **Wednesday 26 March 2025** be received by the Company by mail at its registered office (Karel Oomsstraat 37, 2018 Antwerp, Belgium, to the attention of Investor Relations) or by email (investor.relations@tincinvest.com). Upon receipt of the new items on the agenda and proposals for resolution, the Company will, at the latest on **2 April 2025** publish the revised agenda and additional proposals for resolution and make an adapted proxy and voting form available on its website (www.tincinvest.com/generalmeeting). Shareholders who file a request shall prove to hold the required number of shares. More detailed information on the right to amend the agenda and introduce proposals for resolution can be found on the website of the Company: www.tincinvest.com/generalmeeting.

RIGHT TO WRITTEN ENQUIRIES

Shareholders who meet with the admission requirements, have the right to make enquiries in writing to the statutory director of the Company regarding the items on the agenda. In addition, the shareholders have the right to ask questions during the extraordinary general shareholders meeting.

Written enquiries need to be received by the Company at the latest on **Friday 11 April 2025** by mail at the registered office (Karel Oomsstraat 37, 2018 Antwerpen, Belgium, to the attention of Investor Relations) or by email (investor.relations@tincinvest.com).

More detailed information on the right to written enquiries can be found on the website: www.tincinvest.com/generalmeeting.

AVAILABLE INFORMATION

The Company makes the following information available on its website (www.tincinvest.com/generalmeeting):

- This convocation

- The total number of shares and voting rights
- Notification of attendance form
- Proxy form / Form for voting by mail
- Statutory director's special report concerning the authorized capital
- Further information on the right to amend the agenda and to written enquiries
- The adapted agenda (if any)
- The proposals for resolution (if any)

The shareholders can, prior to the Annual and Extraordinary General Meeting of shareholders, take notice and obtain, for free, a copy of these documents at the registered office of the Company.

DATA PROTECTION

The Company is responsible for processing personal data received from persons in connection with the General Meeting in accordance with applicable data protection law. Such data will be used for the analysis and management of the attendance and voting procedure relating to the General Meeting and may be transferred to third parties assisting the Company in this regard. More information on the processing of your personal data by the Company can be found at: <https://www.tincinvest.com/nl-BE/content/privacy-policy/40074>.

MORE INFORMATION

Shareholders who wish to obtain more information on the Annual and Extraordinary General Meeting of shareholders can find this on the website: www.tincinvest.com/generalmeeting or can contact Investor Relations (Karel Oomsstraat 37, 2018 Antwerp, tel +32 3 290 21 73, investor.relations@tincinvest.com).

On behalf of the Supervisory Board of TINC Manager NV, statutory director of TINC NV