



**FLUXYS**  
Public Limited Liability Company

Kunstlaan 31 - 1040 Brussels  
VAT BE 0827 783 746  
CR Brussels

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**CONVENING NOTICE TO THE ANNUAL SHAREHOLDERS' MEETING  
TO BE HELD ON 8 MAY 2018**

The Board of directors of Fluxys NV (the **Company**) has the honour to invite the shareholders of the Company to attend the annual shareholders' meeting (the **Meeting**) that will be held on **Tuesday 8 May 2018 at 4.30 p.m.** at the registered office, Kunstlaan 31, 1040 Brussels.

The shareholders are requested to arrive, if possible, 30 minutes before the time set for the Meeting at the registered office of the Company in order to facilitate the preparation of the attendance list.

**AGENDA**

**1. Annual report of the Board of directors**

Acknowledgment of the annual report of the Board of directors on the financial year closed on 31 December 2017.

**2. Report of the statutory auditor**

Acknowledgment of the annual report of the statutory auditor on the financial year closed on 31 December 2017.

**3. Communication of the statutory and consolidated annual accounts**

Acknowledgment of the statutory and consolidated annual accounts of the financial year closed on 31 December 2017 and the report of the statutory auditor on the statutory and consolidated annual accounts.

**4. Approval of the annual accounts and appropriation of the result**

*Proposed resolution:* approval of the annual accounts closed on 31 December 2017, including the allocation to Publigaz SCRL/CVBA, for all the shares it holds, of a gross dividend of € 109.318.665,84; to Caisse de dépôt et placement du Québec, a company under Canadian law, for all shares it holds, of a gross dividend of € 27.656.548,85; to the Federal Holding and Investment Company for all shares it holds, of a gross dividend of € 1.335.189,03 and to the members of the staff and management of the Fluxys SA/NV group a gross dividend of € 528.866,55 for all the shares they hold. This dividend appropriation is based on the shareholding on 28 February 2018.

## **5. Discharge of liability to the members of the Board of directors**

*Proposed resolution:* to grant discharge of liability to the members of the Board of directors for the performance of their duties during the financial year closed on 31 December 2017.

## **6. Discharge of liability to the statutory auditor**

*Proposed resolution:* to grant discharge of liability to the statutory auditor for the performance of his duties during the financial year 2017.

## **7. Statutory appointments**

### **a. Final appointment of directors**

On the advice of the Nomination and remuneration committee, Mr. André Boulanger was provisionally co-opted as director by the Board of directors of 31 May 2017, with effect as from 10 May 2017, to replace Mr. Yves Rheault, whose term was to expire on 9 May 2023.

*Proposed resolution:* to proceed with the final nomination of Mr. André Boulanger as director. His mandate is remunerated in accordance with the principles established by the annual shareholders' meeting of 12 May 2015 and will expire at the end of the annual shareholders' meeting on 9 May 2023.

On the advice of the Nomination and remuneration committee, Mrs. Chantale Pelletier was provisionally co-opted as director by the Board of directors of 31 January 2018, with effect as from 1 January 2018, to replace Mr. Louis-M. St. Maurice, whose term was to expire on 9 May 2023.

*Proposed resolution:* to proceed with the final nomination of Mrs. Chantale Pelletier as director. Her mandate is remunerated in accordance with the principles established by the annual shareholders' meeting of 12 May 2015 and will expire at the end of the annual shareholders' meeting on 9 May 2023.

### **b. Renewal of mandate as director**

*Proposed resolution:* on the proposal of the Board of directors and after advice of the Nomination and remuneration committee, to renew for a period of 1 year the mandate as director of Mr. Christian Viaene. His mandate is salaried in accordance with the principles established by the annual shareholders' meeting of 12 May 2015 and will expire at the end of the annual shareholders' meeting on 14 May 2019.

## **8. Statutory auditor's fee**

The annual shareholders' meeting of 10 May 2016 set the annual fee of the statutory auditor at a fixed amount of € 119,500, non-indexed, for the entire duration of his mandate, that will expire at the end of the annual shareholders' meeting of 14 May 2019. However, due to the merger by absorption of Fluxys Finance, the fees of the statutory auditor have been increased to € 126,000, non-indexed, for the financial years 2017 and 2018.

*Proposed resolution:* to set the annual fee of the statutory auditor for the financial years 2017 and 2018 at a fixed amount of € 126,000, non-indexed.

## **9. Approval of the change of control provisions in accordance with article 556 of the Code of Company Law**

*Proposed resolution:* approve and, insofar as necessary, ratify, pursuant to Article 556 of the Belgian Company Code, the provisions contained in (i) the loan agreement concluded by the Company as borrower and the Federal Holding and Investment Company (SFPI-

FPIM) as lender on 9 June 2017 for a loan totalling € 30,000,000; (ii) the loan agreement concluded between the Company as borrower and KBC Bank SA as lender on 15 June 2017 for a loan totalling € 200,000,000; (iii) the loan agreement concluded by the Company as borrower and Publigaz SCRL/CVBA as lender on 20 July 2017 for a loan totalling € 15,000,000; (iv) the loan agreement concluded by the Company as borrower and BNP Paribas Fortis SA as lender on 28 February 2018 for a loan totalling € 50,000,000; (v) the loan agreement concluded by the Company as borrower and Intesa Sanpaolo Bank Luxembourg as lender on 6 April 2018 for a loan totalling € 100,000,000; and (vi) the loan agreement concluded by the Company as borrower and Nagelmackers as lender on or around 16 April 2018 for a loan totalling € 30,000,000; which grant to third parties rights affecting the assets of the Company or giving rise to a debt or commitment for which the Company is liable, when the assertion of these rights depends on the launch of a takeover bid of the Company's shares or a change in control over the Company.

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#### **FORMALITIES OF ADMISSION**

The shareholders will be admitted to the Meeting provided that they notified the Company **on 2 May 2018 at the latest** by electronic mail ([sven.decuypere@fluxys.com](mailto:sven.decuypere@fluxys.com)) of their intention to be present or represented at the Meeting and of the number of shares for which they will participate, in accordance with Article 23 of the articles of association.

#### **VOTE BY PROXY**

Any shareholder can be represented at the Meeting by a proxyholder. Except where the Belgian law allows the appointment of several proxyholders, a shareholder may appoint only one person as proxyholder. Each proxyholder must be designated using the form established by the Company. The original of this signed paper form must reach the Company no later than 2 May 2018 at 5 pm (Belgian time). This form may also be communicated to the Company within the same period by fax or e-mail, provided that the latter communication is signed by electronic signature in accordance with the applicable Belgian law.

The proxy form can be obtained on the Company's website ([www.fluxys.com](http://www.fluxys.com)) or on simple request to Mr. Sven De Cuyper at the address indicated at the end of this notice.

#### **RIGHTS OF BONDHOLDERS**

In accordance with Article 537 of the Belgian Companies Code, bondholders may attend the Meeting in an advisory capacity only. To do this, these holders must comply with the same admission formalities as those applicable to owners of shares and described above.

#### **PROVISION OF DOCUMENTS**

The annual report on the financial year 2017 will be made available to the shareholders as from 20 April 2018 free of charge and on simple request at the registered office of the Company, by electronic mail ([sven.decuypere@fluxys.com](mailto:sven.decuypere@fluxys.com)).

The Board of directors