



**FLUXYS**  
Public Limited Liability Company

Avenue des Arts 31 - 1040 Brussels  
VAT BE 0827 783 746  
CR Brussels

**Proxy form for the Extraordinary general meeting of Fluxys SA/NV  
(the Company) of 27 October 2021 (at 11.00 a.m.)**

*This proxy form must be communicated to the Company by 21 October 2021 at 5.00 pm (CET)  
at the latest by ordinary mail, electronic mail or fax, as follows:*

*(1) By mail*

*This signed original paper form must be sent to:*

*Fluxys SA/NV  
Corporate Secretary  
Avenue des Arts 31  
1040 Brussels*

OR

*(2) By electronic mail*

*A copy of the signed original form must be sent to the Corporate Secretary  
E-mail : [corporate.secretary@fluxys.com](mailto:corporate.secretary@fluxys.com)*

OR

*(3) By fax*

*A copy of the signed original form must be sent by fax to  
the Corporate Secretary – fax number: 00.32.2.282.70.94*

The undersigned (name and first name / name of the company)

.....

Domicile / Office

.....

.....

Owner of 

--

 shares of the Company  
quantity

hereby appoints as proxyholder the following person:

Name and first name:

.....

in order to represent him/her at the Extraordinary general meeting of the Company that will be held on 27 October 2021 (at 11.00 am) at the office of the Company or, in case of adjournment, at any subsequent general meeting having the same agenda; and authorizes him/her to participate in all deliberations and vote on all items on the agenda, to sign the minutes, attendance lists and other documents, to substitute and in general to do all that is necessary to execute the present proxy.

Done at ....., on .....

Signature(s): .....

### **AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF 27 OCTOBER 2021**

1. Acknowledgment of the report of the Board of Directors established in accordance with articles 7:191 and 7:204 of the Code of Companies and Associations regarding the issue price and the financial consequences for the shareholders of the capital increases reserved to Staff Members ('Capital Increases reserved to Staff Members').
2. Acknowledgment of the auditor's report established in accordance with articles 7:191 and 7:204 of the Code of Companies and Associations on the above mentioned Board of Directors' report with regard to the Capital Increases reserved to Staff Members.
3. Suppression of the existing shareholders' preemptive right resulting from article 7:188 of the Code of Companies and Associations, in favor of the Staff Members.

4. Capital Increases reserved to Staff Members, in accordance with article 7:204 of the Code of Companies and Associations, for a total amount of maximum 2,999,985.93 EUR (issue premium included). Pursuant to article 7:204 of the Code of Companies and Associations, the issue price of those shares has been calculated with a 20% discount on the issue price as justified in the above mentioned reports, i.e. a price per share amounting 26.19 EUR. Of such amount, 20 EUR shall be incorporated into the capital and the remaining amount, i.e. 6.19 EUR shall be accounted for under the account undistributable reserves 'issue premium'. The capital increases shall be realised by contribution in cash. Subject to their effective subscription, a maximum of 114,547 new shares shall be issued. They shall be of the same category and have the same rights and advantages as the existing shares. They shall share in the profits and give right to the dividend as from 1st January 2022 (accounting year 2021), except that the new Shares shall give right to only the half (50%) of the dividend granted to the other Shares for the accounting period 2021. The new shares are nevertheless subject to the transferability rules. In accordance with article 7:204 of the Code of Companies and Associations, the new shares may not be transferred during a five-year period as from subscription to them, except in case of legal exceptions. During this period, without prejudice to legal exceptions, the Staff Members shall not be allowed to transfer their shares. These Capital increases Reserved to Staff Members shall be divided as follows:
  - (a) A first capital increase which shall take place in 2021, in a maximum amount of EUR 785.70 multiplied by the number of Staff Members, in the amount of the subscriptions actually received and paid-up during the First Subscription Period, namely between 8 November and 8 December 2021 ("Tax-Deductible Tranche 2021"), on a non-reducible basis. This first capital increase should be enacted by 31 December 2021 at the latest.
  - (b) A second capital increase which shall take place in 2022, in the amount of:
    - a maximum amount of EUR 785.50 multiplied by the number of Staff Members in the amount of the subscriptions actually received and paid-up during the second subscription period, namely between 17 January and 17 February 2022 ("Tax-Deductible Tranche 2022"), on a non-reducible basis, and
    - an amount of up to a total of EUR 2,999,985.93, less the amounts validly subscribed in the Tax-Deductible Tranches 2021 and 2022, in the amount of the subscriptions actually received and paid-up during the Second Subscription Period ("Reducible Tranche 2022"). In the event of over-subscription, the surplus shall be reduced as follows:
      - determination of the remaining balance of the amount of EUR 2,999,985.93 after deduction of subscriptions actually received and paid-up as part of the Tax-Deductible Tranches 2021 and 2022;
      - determination of the amount subscribed by each Staff Member as part of the Reducible Tranche 2022;
      - the number of New Shares that can be issued shall be allocated to each Staff Member in equal parts, beginning with the smallest subscriptions, until the Reducible Tranche 2022 is fully allocated.
      - this method therefore has the result that the applications from shareholders subscribing to a larger amount may be reduced to a larger extent.
5. Acknowledgment and approval by the general meeting of the undertaking taken by PGZ regarding the transferability of the shares in exchange of a preemptive right.
6. Subject to the subscription and to the effective realisation of the above mentioned capital increases (it being understood that they can be partially realized), modification of article 5 of the articles of association in order to reflect the new capital situation and update of the capital history.

7. Powers to be granted to the managing director, acting individually, with power of substitution, in order to state the total or partial realization of the Capital Increases reserved to Staff Members (including the 'Tax-Deductible Tranche 2021', the 'Tax-Deductible Tranche 2022' and the 'Reducible Tranche 2022'), the number of new shares to be issued, the issue premium (to be accounted for under the account undistributable reserves 'issue premium'), in accordance with article 7:186 of the Code of Companies and Associations and in order to enact, by notary deed, the subsequent modification to the articles of association, as the case may be at the latest on 31 December 2021 (for the Tax-Deductible Tranche 2021) and at the latest on 25 March 2022 (for the Tax-Deductible Tranche 2022 and the Reducible Tranche 2022).