



**FLUXYS**

Public Limited Liability Company

Avenue des Arts 31 - 1040 Brussels (Belgium)

VAT BE 0827 783 746

Brussels Trade Register

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## **CONVENING NOTICE TO THE ORDINARY GENERAL MEETING TO BE HELD ON 10 MAY 2022**

The Board of directors of Fluxys SA/NV (hereafter the **Company**) has the honour of inviting the Company's shareholders to attend the Ordinary General Meeting (hereafter the **Meeting**) to be held **at 1.00 p.m. on Tuesday 10 May 2022** at the Company's registered office, Avenue des Arts 31 in 1040 Brussels, Belgium.

If possible, shareholders are requested to arrive at the Company's registered office 30 minutes before the scheduled start of the Meeting, to facilitate the compilation of the list of participants.

### **AGENDA**

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

Acknowledgment of the Board of directors' annual report on the financial year that closed on 31 December 2021.

#### **2. Report of the statutory auditor**

Acknowledgment of the statutory auditor's annual report on the financial year that closed on 31 December 2021.

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

Acknowledgment of the statutory and consolidated annual accounts for the financial year that closed on 31 December 2021 and of the statutory auditor's report on the statutory and consolidated annual accounts.

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

Proposal to approve the statutory annual accounts closed on 31 December 2021, including the allocation to Publigaz SC/CV, for all the shares it holds, of a gross dividend of € 109.420.412,85; to Caisse de dépôt et placement du Québec, a company under Canadian law, for all shares it holds, of a gross dividend of € 27.647.447,26; to the Federal Holding and Investment Company for all shares it holds, of a gross dividend of € 1.334.749,62 and to the members of the staff and management of the Fluxys SA/NV group of a gross dividend of € 796.337,34 for all the shares they hold. This dividend appropriation is based on the shareholding on 22 March 2022.

#### **5. Granting discharge to the members of the Board of directors**

Proposal to grant discharge to the members of the Board of directors for the performance of their mandate during the financial year that closed on 31 December 2021.

#### **6. Granting discharge to the statutory auditor**

Proposal to grant discharge of liability to the statutory auditor for the performance of its mandate during the financial year that closed on 31 December 2021.

#### **7. Statutory appointments**

##### **a. Renewal of mandates as director**

The mandates as director of Messrs. Pascal De Buck, François Fontaine, Claude Grégoire, Andries Gryffroy and Daniel Termont will expire at the end of the Ordinary General Meeting of 10 May 2022.

*Proposed resolution:* on the proposal of the Board of directors and after advice of the Nomination and remuneration committee, to renew for a new period of 6 years the mandates as director of Messrs. Pascal De Buck, François Fontaine, Andries Gryffroy and Daniel Termont. Their mandates are salaried in accordance with the principles established by the Ordinary General Meeting of 11 May 2021 and will expire at the end of the Ordinary General Meeting of May 2028.

*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. Claude Grégoire. His mandate is salaried in accordance with the principles established by the Ordinary General Meeting of 11 May 2021 and will expire at the end of the Ordinary General Meeting of May 2023.

b. Definite appointment of co-opted directors

Mr. Luc Hujoel has resigned as director with effect on 26 January 2022. On the advice of the Nomination and remuneration committee, Mr. Abdellah Achaoui was provisionally co-opted as director by the Board of directors of 26 January 2022 to replace Mr. Luc Hujoel, whose term was to expire at the end of the Ordinary General Meeting of 10 May 2022. The Board of directors also approved the proposal to renew this mandate for a new term of 6 years, which will expire at the end of the Ordinary General Meeting of May 2028.

*Proposed resolution:* on the proposal of the Board of directors and after advice of the Nomination and remuneration committee, to proceed with the definite appointment of Mr. Abdellah Achaoui as director for a mandate that will expire at the end of the Ordinary General Meeting of 10 May 2022, and also to renew the director's mandate for a new term of 6 years. His mandate is salaried in accordance with the principles established by the Ordinary General Meeting of 11 May 2021 and will expire at the end of the Ordinary General Meeting of May 2028.

Mrs. Chantale Pelletier has resigned as director with effect on 23 September 2020. On the advice of the Nomination and remuneration committee, Mr. Patrick Côté was provisionally co-opted as director by the Board of directors of 23 September 2020 to replace Mrs. Chantale Pelletier, whose term was to expire at the end of the Ordinary General Meeting of May 2023.

*Proposed resolution:* on the proposal of the Board of directors and after advice of the Nomination and remuneration committee, to proceed with the definite appointment of Mr. Patrick Côté as director to continue the mandate of Mrs. Chantale Pelletier. His mandate is salaried in accordance with the principles established by the Ordinary General Meeting of 11 May 2021 and will expire at the end of the Ordinary General Meeting of May 2023.

c. Appointments as director

The mandate as director of Mr. Jos Ansoms will expire at the end of the Ordinary General Meeting of 10 May 2022.

*Proposed resolution:* on the proposal of the Board of directors and after advice of the Nomination and remuneration committee, to appoint Mr. Koen Van den Heuvel as director for a period of 6 years. His mandate is salaried in accordance with the principles established by the Ordinary General Meeting of 11 May 2021 and will expire at the end of the Ordinary General Meeting of May 2028.

The mandate as director of Mr. Renaud Moens will expire at the end of the Ordinary General Meeting of 10 May 2022.

*Proposed resolution:* on the proposal of the Board of directors and after advice of the Nomination and remuneration committee, to appoint Mr. Gianni Infanti as director for a period of 6 years. His mandate is salaried in accordance with the principles established by the Ordinary General Meeting of 11 May 2021 and will expire at the end of the Ordinary General Meeting of May 2028.

d. Renewal of mandate of the statutory auditor

The mandate of the statutory auditor of Fluxys SA/NV, EY Bedrijfsrevisoren BV ("EY"), having its registered office at De Kleetlaan 2, 1831 Diegem, Belgium, listed in the Register of Legal Entities under the number 0446.334.711, represented by Marnix Van Dooren & Co BV, permanently represented by Mr. Marnix Van Dooren and Wim Van Gasse BV, permanently represented by Mr. Wim Van Gasse, will expire at the end of the Ordinary General Meeting of 10 May 2022. The Audit Committee recommended to the Board of directors to renew the mandate of the statutory auditor, exercised by EY, for a new three-year period and for yearly indexed fees of € 121.397/ year.

*Proposed resolution:* on the proposal of the Board of directors and after advice of the Audit Committee, to renew for a period of three years the mandate of EY, represented by Wim Van Gasse BV, permanently represented by Wim Van Gasse. This mandate will expire at the end of the Ordinary General Meeting of May 2025.

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

*Proposed resolution:* set the annual fee of the statutory auditor on an amount of € 121.397/ year, yearly indexed, for the duration of his mandate, which will expire at the end of the Ordinary General Meeting of May 2025.

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### **FORMALITIES FOR ADMISSION**

Shareholders will be admitted to the Meeting provided that they notify the Company by e-mail (sent to [corporate.secretary@fluxys.com](mailto:corporate.secretary@fluxys.com)) on 4 May 2022 at the latest of their intention to attend or be represented at the Meeting and of the number of shares they represent, in accordance with Article 23 of the Articles of Association.

### **VOTE BY PROXY**

Any shareholder can be represented at the Meeting by a proxyholder. A shareholder may only appoint one person as his/her proxyholder, except where Belgian law permits the appointment of multiple proxyholders. Each proxyholder must be appointed using the form provided by the Company. The signed original of the hard copy of the form must reach the Company by no later than 5 p.m. (Belgian time) on 4 May 2022. Forms may also be e-mailed to the Company by the same deadline, provided that the communication in question bears an electronic signature in keeping with applicable Belgian law.

The form for appointing a proxyholder can be downloaded from the Company's website (<https://www.fluxys.com/en/company/fluxys-group/financial-information>) or by sending a simple request to the e-mail address indicated at the end of this convening notice.

### **PROVISION OF DOCUMENTS**

The annual report on the 2021 financial year will be available free of charge to the shareholders as from 22 April 2022 at the Company's registered office, by e-mailing a request to [corporate.secretary@fluxys.com](mailto:corporate.secretary@fluxys.com).

The Board of directors